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## **ZHENGZHOU GAS COMPANY LIMITED\***

**鄭州燃氣股份有限公司**

*(a joint stock limited company incorporated in the People's Republic of China)*

**(Stock Code: 3928)**

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 3 JUNE 2010**

The Board is pleased to announce that the ordinary resolutions as set out in the Notice of AGM were duly passed by way of poll at the AGM held on 3 June 2010.

Reference is made to the notice of annual general meeting (the "Notice of AGM") dated 19 April 2010 of Zhengzhou Gas Company Limited (the "Company"). Unless otherwise defined herein, terms used herein shall have the same meanings as defined in the Notice of AGM.

The AGM was held at Meeting Room, 2/F, 352 Longhai Road West, Zhengzhou City, Henan Province, the PRC on Thursday, 3 June 2010.

As at the date of the AGM, the registered share capital of the Company comprised 55,066,000 H shares and 70,084,000 domestic shares. The total number of shares of the Company (the "Shares") entitling the holders to attend and vote for or against the resolutions of the Company as set out in the Notice of AGM was 125,150,000 Shares, representing 100% of the total issued share capital of the Company. No shareholders of the Company (the "Shareholders") should abstain from voting on the resolutions as set out in the Notice of AGM. There was no restriction on Shareholders to cast vote on all resolutions as set out in the Notice of AGM.

There were no Shares entitling the holders to attend and vote only against any of the resolutions proposed at the AGM.

The board of directors (the “Board”) of the Company is pleased to announce that voting on the resolutions as set out in the Notice of AGM was taken by way of poll pursuant to the Rule 13.39(4) of the rules governing the listing of securities on the Stock Exchange of Hong Kong Limited. Set out below are the poll results in respect of the resolutions put to vote at the AGM:

### Results of the AGM

ORDINARY RESOLUTIONS		Number of Votes (%) For	Number of Votes (%) Against	Total Votes
1.	The report of the board of directors of the Company (the “Board”) for the year ended 31 December 2009 be approved;	71,726,000 (100%)	– (0%)	71,726,000
2.	The audited financial statements of the Company and the report of the auditor of the Company for the year ended 31 December 2009 be approved;	71,684,000 (100%)	– (0%)	71,684,000
3.	The report of the supervisors of the Company for the year ended 31 December 2009 be approved;	71,726,000 (100%)	– (0%)	71,726,000
4.	A final dividend of RMB0.1626 per ordinary share of the Company for the year ended 31 December 2009 be approved. The proposed final dividend will be payable on 25 June 2010 to shareholders of the Company whose names appear in the register of members of the Company on 5 May 2010;	60,176,000 (83.90%)	11,550,000 (16.10%)	71,726,000
5.	A transfer of 10% totalling approximately RMB20,433,000 of the Company’s profit after tax for the year ended 31 December 2009 to the general surplus reserve be approved;	71,726,000 (100%)	– (0%)	71,726,000
6.	The authorization of the Board to fix the remunerations of directors and supervisors of the Company be approved; and	71,726,000 (100%)	– (0%)	71,726,000
7.	The appointment of Deloitte Touche Tohmatsu as the auditor of the Company and its subsidiaries for the year 2010 and the authorization of the Board to fix their remuneration be approved.	71,726,000 (100%)	– (0%)	71,726,000

Since each of the above resolutions nos. 1-7 were passed by more than half of the voting rights held by the Shareholders (including proxies) present at the AGM, all the above resolutions nos. 1-7 were duly passed as ordinary resolutions at the AGM.

The Company’s registrar of the H Shares in Hong Kong, namely, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for purpose of vote-taking.

By Order of the Board  
**Zhengzhou Gas Company Limited\***  
**Yan Guoqi**  
*Chairman*

Zhengzhou, the PRC  
3 June 2010

*As at the date of this announcement, the Board of Directors of the Company comprises three executive Directors, namely Mr. Yan Guoqi, Mr. Li Jinlu and Mr. Li Hongwei, four non-executive Directors, namely Mr. Song Jinhui, Mr. Zhang Wushan, Mr. Ding Ping and Mr. Liu Jianwen and four independent non-executive Directors, namely Mr. Yu Jingsong, Mr. Zhang Jianqing, Ms. Wang Xiuli and Mr. Wong Ping.*

*\* for identification purposes only*