



# 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)

### FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING

Form of proxy for the Extraordinary General Meeting (the "Meeting") of ZHENGZHOU GAS COMPANY LIMITED (the "Company") to be held at meeting room, 6/F, 352 Longhai Road West, Zhengzhou City, Henan Province, the People's Republic of China (the "PRC") on 23 November, 2010 at 9:00 a.m. (or at any adjournment thereof).

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holders(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of RMB1.00 each in the share capital of  
the Company, HEREBY APPOINT <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or <sup>(Note 4)</sup> failing him, the Chairman of the Meeting as my/our proxy in respect of <sup>(Note 5)</sup> \_\_\_\_\_

H Shares/Domestic Shares in the share capital of the Company held by me/us to attend and vote for me/us and on my/our behalf at the Meeting (and at any adjournment thereof), for the purpose of considering and, if thought fit, passing the resolution set out in the notice convening the Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTION	FOR <sup>(Note 6)</sup>	AGAINST <sup>(Note 6)</sup>	ABSTAIN <sup>(Note 6)</sup>
(1)	"THAT a special dividend of RMB0.492 (HKD0.5627) per share of the Company which shall be paid on 15 December 2010 to shareholders of the Company whose names appear on the register of members of the Company on 26 October 2010 be approved."			

Signature(s) <sup>(Note 9)</sup> \_\_\_\_\_ Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2010.

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. Only one of joint holders needs to sign (but see note 8 below).
2. Please insert the number of all the H Shares or Domestic Shares registered in your name(s).
3. A member entitled to attend and vote at the Meeting is entitled to appoint in writing one or more proxies to attend and vote on his behalf. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** The proxy need not be a member of the Company but must attend the meeting in person to represent you.
4. If any proxy other than the Chairman is preferred, please insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
5. Please indicate clearly the number of H Shares or Domestic Shares registered in your name(s) in respect of which the proxy is so appointed. If no such number is inserted, the proxy is deemed to be appointed in respect of all the H Shares or Domestic Shares registered in your name(s).
6. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "ABSTAIN".** Any abstained vote or waiver to vote shall be disregarded as voting rights for the purpose of calculating the result of that resolution. If you wish to vote only part of the number of H Shares or Domestic Shares in respect of which the proxy is so appointed, please state the exact number of H Shares or Domestic Shares in lieu of a tick in the relevant box. Failure to tick or state the exact number of H Shares or Domestic Shares in any box will entitle your proxy to cast his votes at his discretion.
7. To be valid, this form of proxy and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of such power of attorney or other authority must be deposited at the Hong Kong H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in respect of holders of H Shares) or the Company's registered address at 352 Longhai Road West, Zhengzhou City, Henan Province, PRC (in respect of holders of Domestic Shares) not less than 24 hours before the time fixed for the Meeting or any adjournment thereof or 24 hours before the time appointed for taking of the poll.
8. Where there are joint holders of any H Shares or Domestic Shares, any one of such persons may vote at the Meeting either personally, or by proxy, in respect of such H Shares or Domestic Shares as if he were solely entitled thereto, and if more than one of such joint holders be present at the Meeting personally or by proxy that one of the said persons so present whose name stands first on the register of members of the Company shall alone be entitled to vote.
9. This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer, attorney or other person duly authorised.
10. Completion and deposit of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.

\* For identification purposes only