

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of ZHENGZHOU GAS COMPANY LIMITED (the “**Company**”) will be held at meeting room, 6/F, 352 Longhai Road West, Zhengzhou City, Henan Province, the PRC on 23 November 2010 at 9:00 a.m. for the purposes of considering and, if thought fit, passing the following ordinary resolution (with or without modifications) proposed by Zhengzhou China Resources Gas Company Limited, the controlling shareholder of the Company holding approximately 43.18% of the total issued share capital of the Company and another shareholder of the Company pursuant to the articles of association of the Company and in compliance with applicable laws:

ORDINARY RESOLUTION

“**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.”

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

Zhengzhou, the PRC

10 September, 2010

* *For identification purposes only*

Registered office:
352 Longhai Road West
Zhengzhou City
Henan Province
PRC 450006

Principal place of business in Hong Kong:
9th Floor
Hutchison House
10 Harcourt Road, Central
Hong Kong

Notes:

- i. Any Shareholder who is entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote at the EGM on his or her behalf. A proxy needs not be a Shareholder. A form of proxy for use at the EGM is hereby enclosed. In the case of joint holders of a Domestic Share or H Share, any one of such joint holders may sign the form of proxy. If more than one of such joint holders attend the EGM either in person or by proxy, the vote of the joint holder whose name appears first in the relevant register of members shall be accepted to the exclusion of the other joint holder(s).
- ii. In order to be valid, the proxy form 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 that power of attorney or authority shall 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 the cases of holders of H Shares) or the registered address of the Company at 352 Longhai Road West, Zhengzhou City, Henan Province, the PRC (in the cases of holders of Domestic Shares), not less than 24 hours before the time for holding the EGM or 24 hours before the time appointed for taking the poll.
- iii. The register of holders of the Domestic Shares and H Shares in Hong Kong will be closed from 26 October 2010 to 23 November 2010 (both days inclusive), during which no transfer of shares will be registered. For holders of H Shares, properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-6, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 25 October 2010, for registration.
- iv. Shareholders whose names appear on the relevant register of members on 26 October 2010 are entitled to attend and vote at the EGM.
- v. Shareholders who intend to attend the EGM shall complete and deposit or post the enclosed reply slip to the Company's 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 the cases of holders of H Shares) or post or fax to the Company's registered address at 352 Longhai Road West, Zhengzhou City, Henan Province, the PRC (fax no.: 86-371-68890488) (in the cases of holders of Domestic Shares) on or before 3 November 2010.
- vi. Shareholders or their proxies shall produce their identity documents when attending the EGM.
- vii. The EGM is expected to be held for less than half a day. Shareholders (in person or by proxy) who attend the EGM shall be responsible for their own traveling and accommodation expenses.
- viii. Pursuant to Rule 13.39(4) of the Rules governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions to be considered at the EGM will be taken by way of poll.

As at the date of this announcement, the Board 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.