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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)

RESIGNATION OF DIRECTOR

Zhengzhou Gas Company Limited (the “Company”) announces that Mr. Song Jinhui (宋金會先生) (“Mr. Song”) has tendered resignation to the board of directors of the Company (the “Board”) as non-executive director of the Company because of reaching the age of retirement. The resignation of Mr. Song will take effect upon the election of new director of the Company at the general meeting of the Company to be held in due course.

Mr. Song has confirmed that he has no disagreement with the Board and there are no other matters relating to his resignation that need to be brought to the attention of the shareholders of the Company.

The Company is in the process of searching for a suitable candidate to fill the vacancy arising from the resignation of Mr. Song. Further announcement pursuant to the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited will be made in due course.

The Company would like to take this opportunity to express its gratitude to Mr. Song for his valuable contributions to the Company during his term of office.

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

Zhengzhou, the PRC
17 November 2010

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.

* *for identification purposes only*