

*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)**

### **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 23 NOVEMBER 2010**

The Board is pleased to announce that the ordinary resolution as set out in the Notice of EGM was duly passed by way of poll at the EGM held on 23 November 2010.

Reference is made to the notice of extraordinary general meeting (the “Notice of EGM”) dated 10 September 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 EGM.

The EGM was held at meeting room, 6/F, 352 Longhai Road West, Zhengzhou City, Henan Province, the PRC on Tuesday, 23 November 2010.

As at the date of the EGM, 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 resolution of the Company as set out in the Notice of EGM 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 resolution as set out in the Notice of EGM. There was no restriction on Shareholders to cast vote on the resolution as set out in the Notice of EGM.

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

The board of directors (the “Board”) of the Company is pleased to announce that voting on the resolution as set out in the Notice of EGM 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 resolution put to vote at the EGM:

### Results of the EGM

ORDINARY RESOLUTION		Number of Votes (%) For	Number of Votes (%) Against	Total Votes
(1)	“ <b>THAT</b> 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.”	76,197,000 (100%)	– (0%)	76,197,000

Since the above resolution was passed by more than half of the voting rights held by the Shareholders (including proxies) present at the EGM, the above resolution was duly passed as ordinary resolution at the EGM.

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 EGM for purpose of vote-taking.

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

Zhengzhou, the PRC  
23 November 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*