
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in ZHENGZHOU GAS COMPANY LIMITED, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

**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)

**PROPOSED CHANGE OF COMPANY NAME,
PROPOSED CHANGE OF SCOPE OF BUSINESS,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
PROPOSED APPOINTMENT OF DIRECTOR
AND
NOTICE OF EGM**

A letter from the Board is set out on pages 4 to 9 of this circular.

Resolutions will be proposed at the EGM of Zhengzhou Gas Company Limited to be held at meeting room, 6/F, 352 Longhai Road West, Zhengzhou City, Henan Province, the PRC on 21 February 2011 at 3:00 p.m. to approve the matters referred to in this circular.

A notice convening the EGM is set out on pages 11 to 14 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's registrar of H Shares, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong (in the case of holders of H Shares) or to the Company's registered office at 352 Longhai Road West, Zhengzhou City, Henan Province, the PRC (in the case of holders of Domestic Shares) and in any event no later than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof.

Completion and return of the forms of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

A reply slip for the EGM has also been enclosed. You are reminded to complete and sign the relevant reply slip (if you are entitled to attend the EGM) and return the signed reply slip to the Company's registered office at 352 Longhai Road West, Zhengzhou City, Henan Province, the PRC (in the case of the holders of Domestic Shares) or to the Company's registrar of H Shares, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong (in the case of the holders of H Shares) on or before 1 February 2011 in accordance with the instructions printed thereon.

This circular will remain on the "Latest Listed Company Information" page of the HKEx website at "www.hkex.com" for at least 7 days from the day of its posting.

* *For identification purposes only*

CONTENTS

	<i>Page</i>
Definitions	1
Responsibility Statement	3
Letter from the Board	
Introduction	4
Proposed Change of Company Name	5
Proposed Change of Scope of Business	6
Proposed Amendments to the Articles of Association	7
Proposed Appointment of Director	8
The EGM and Closure of Register of Members	9
Recommendation	9
Appendix – Biographical Details of Proposed Director	10
Notice of the EGM	11

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	鄭州燃氣股份有限公司 (Zhengzhou Gas Company Limited*), a joint stock limited company incorporated in the PRC, the H shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary unlisted shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for in RMB
“EGM”	an extraordinary general meeting of the Company to be held at meeting room, 6/F, 352 Longhai Road West, Zhengzhou City, Henan Province, the PRC on 21 February 2011 at 3:00 p.m. for the Shareholders to consider and, if thought fit, to approve the Proposed Change of Company Name, the proposed change of business scope of the Company, the proposed amendments to the Articles of Association and the proposed appointment of Director as set out in this circular
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	the overseas listed foreign share(s) of the Company which are listed on the main board of the Stock Exchange with a nominal value of RMB1.00 each
“Latest Practicable Date”	3 January 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange, as amended from time to time
“Mr. Li”	李燕同先生, Mr. Li Yantong, a proposed non-executive Director
“PRC”	People’s Republic of China, which for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Change of Company Name”	the proposed change of the Chinese name of the Company from “鄭州燃氣股份有限公司” to “鄭州華潤燃氣股份有限公司” and the English name of the Company from “Zhengzhou Gas Company Limited” to “Zhengzhou China Resources Gas Company Limited” for identification purpose only
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	The Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Shares”	shares of the Company with a nominal value of RMB1.00 each, including the Domestic Shares and the H Shares, unless specified otherwise
“Shareholders”	holders of the Shares, including holders of the Domestic Shares and the H Shares, unless specified otherwise
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“ZCR Gas”	鄭州華潤燃氣有限公司 (Zhengzhou China Resources Gas Company Limited*), a joint venture incorporated in the PRC with limited liability, which is the controlling Shareholder holding approximately 43.18% of the entire issued share capital of the Company
“Zhengzhou Gas Group”	鄭州燃氣集團有限公司 (Zhengzhou Gas Group Company Limited*), a state-owned company incorporated in the PRC with limited liability and a previous controlling Shareholder

* For identification purposes only

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility for the accuracy and completeness of the information contained herein, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:

- (a) the information contained in this circular is accurate and complete in all material respects and not misleading;
- (b) there are no other matters the omission of which would make any statement in this circular misleading; and
- (c) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Yan Guoqi (*Chairman*)

Mr. Li Jinlu

Mr. Li Hongwei

Registered Office:

352 Longhai Road West

Zhengzhou City

Henan Province

PRC 450006

Non-executive Directors:

Mr. Song Jinhui

Mr. Zhang Wushan

Mr. Ding Ping

Mr. Liu Jianwen

Principal Place of Business

in Hong Kong:

Room 908, 9th Floor

Hutchison House

10 Harcourt Road

Central

Hong Kong

Independent Non-executive Directors:

Mr. Yu Jingsong

Mr. Zhang Jianqing

Ms. Wang Xiuli

Mr. Wong Ping

4 January 2011

To the Shareholders

Dear Sir/Madam,

**PROPOSED CHANGE OF COMPANY NAME,
PROPOSED CHANGE OF SCOPE OF BUSINESS,
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
PROPOSED APPOINTMENT OF DIRECTOR
AND
NOTICE OF EGM**

INTRODUCTION

The purpose of this circular is to provide you with information in relation to the special resolutions for the Proposed Change of Company Name, the proposed change of business scope and the proposed amendments to the Articles of Association, and the ordinary resolution for the proposed appointment of Directors to be proposed at the EGM, and to give you a notice of EGM.

* *For identification purposes only*

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the Chinese name of the Company from “鄭州燃氣股份有限公司” to “鄭州華潤燃氣股份有限公司” and the English name of the Company from “Zhengzhou Gas Company Limited” to “Zhengzhou China Resources Gas Company Limited” for identification purpose only.

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the EGM approving the Proposed Change of Company Name; and
- (ii) the relevant authority in the PRC approving the Proposed Change of Company Name

and shall take effect from the date of the issue of a new business licence by the relevant authority of the PRC.

Subject to the Proposed Change of Company Name becoming effective, the Company will carry out the necessary filing procedures with the Companies Registry in Hong Kong.

Besides, subject to the confirmation of the Stock Exchange, the English and Chinese stock short names for trading in the H Shares on the Stock Exchange will also be changed after the Proposed Change of Company Name becoming effective.

Further announcement will be made by the Company relating to the effective date of the Proposed Change of Company Name and the Company’s stock short names.

Reason for the Proposed Change of Company Name

The Board considers that as ZCR Gas became the controlling Shareholder upon the completion of the acquisition of approximately 43.18% of the total registered share capital of the Company on 27 August 2010, the Proposed Change of Company Name is to reflect the fact that the Company is a member of the China Resources Gas Group Limited which controls ZCG Gas indirectly, and enable the Company to take full advantage of the brand name effect of “China Resources”. As such, the Board, including the independent non-executive Directors, considers that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any of the rights of the Shareholders. All existing share certificates of the Company in issue bearing the existing English and Chinese names of the Company will, after the Proposed Change of Company Name becoming effective, continue to be effective and as documents of title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates for new share certificates bearing the new names of the Company. Upon the Proposed Change of Company Name becoming effective, new share certificates of the Company will be issued under the new names of the Company.

PROPOSED CHANGE OF SCOPE OF BUSINESS

To meet the needs of business development, the Board proposes to broaden the scope of business of the Company to include activities such as the construction, operation and risk elimination of piped gas facilities; exploitation and utilization of energy, etc.

Conditions for the Proposed Change of Scope of Business

The proposed change of scope of business is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the EGM approving the proposed change of scope of business; and
- (ii) the relevant authority in the PRC approving the proposed change of scope of business

and shall take effect from the date of the issue of a new business licence by the relevant authority of the PRC.

The proposed change of business scope of the Company is for the purpose to broaden the scope of the business to include the construction of natural gas facilities, exploitation and utilization of energy, etc., so that the Company can capture more opportunities for development in the future. The proposed change does not imply any change of principal business of the Company. The principal business activity of the Company remains the sales of natural gas to residential, commercial, industrial and vehicular users in Zhengzhou after the completion of the proposed change.

As such, the Board, including the independent non-executive Directors, considers that the proposed change of business scope of the Company is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to cater for the Proposed Change of Company Name, which is, among other things, subject to the approval of the Shareholders at the EGM, the Board further proposes to amend the relevant article in the Articles of Association as follows:

The original article:

“Article 2:

The registered name of the Company (Chinese): 鄭州燃氣股份有限公司。

(English): Zhengzhou Gas Company Limited. (for identification purpose only)”

Proposed to be amended as follows:

“Article 2:

The registered name of the Company (Chinese): 鄭州華潤燃氣股份有限公司。

(English): Zhengzhou China Resources Gas Company Limited. (for identification purpose only)”

In addition, the Board proposes to amend the second clause of the Article 12 of the Articles of Association in order to cater for the proposed change of the business scope of the Company, which is, among other things, subject to the approval of the Shareholders at the EGM. Details of the proposed amendment are as follows:

The original article:

“the second clause to Article 12:

The main business scope of the Company includes: the production, transmission and distribution, storage and transportation and sale of natural gas in cities; the installation of related dual-fuel appliances (which shall be conducted only by its subsidiaries with relevant licenses); the provision of supportive services in relation to gas alarmers and gas equipments (including natural gas, coal gas and liquefied petroleum gas); the design, construction and maintenance of safety technology and risk prevention projects; the assembly, sales, installation, repair and maintenance of gas stoves; the installation and maintenance of gas appliances; and the development and application of new gas technologies (relevant special approval or permission must be obtained for the above scope of operations that are so required under the PRC national regulations).”

LETTER FROM THE BOARD

Proposed to be amended as follows:

“the second clause to Article 12:

The main business scope of the Company includes: the production, transmission and distribution, storage and transportation and sale of natural gas in cities; the installation of related dual-fuel appliances (which shall be conducted only by its subsidiaries with relevant licenses); the construction, operation and risk elimination of piped gas facilities; the design, construction and maintenance of safety technology and risk prevention projects; the sales, installation and maintenance of gas appliances; the sales and installation of gas alarmers; the testing and inspection, repair and sales of gas appliances and metering devices; the exploitation and utilization of energy; and the development, consultation, servicing and application of new gas technologies (relevant special approval or permission must be obtained for the above scope of operations that are so required under the PRC national regulations).”

Reasons and Effects of the Proposed Amendments to the Articles of Association

The proposed amendment to the Article 2 of the Articles of Association allows the Company to cater for the Proposed Change of Company Name with the benefit of fully utilizing the brand name effect of “China Resources”.

The proposed amendment to the second clause of the Article 12 of the Articles of Association allows the Company to cater for the change of business scope of the Company which broaden the scope of the business to include the construction of natural gas facilities, exploitation and utilization of energy, etc., so that the Company can capture more opportunities for development in the future. The proposed amendment does not imply any change of principal business of the Company. The principal business activity of the Company remains the sales of natural gas to residential, commercial, industrial and vehicular users in Zhengzhou after the completion of the proposed amendment.

As such, the Board, including the independent non-executive Directors, considers that the proposed amendments to the Articles of Association are in the interests of the Company and the Shareholders as a whole.

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of special resolutions at the EGM and the approval of the relevant PRC government authorities (if necessary) and will become effective after registration with the relevant authorities in the PRC. Upon the proposed amendments to the Articles of Association become effective, the Company will carry out necessary filing procedures with the Company Registry in Hong Kong.

PROPOSED APPOINTMENT OF DIRECTOR

As Mr. Song Jinhui (宋金會先生) has tendered resignation to the Board as non-executive Director because of reaching the age of retirement (taking effect upon the election of a new

LETTER FROM THE BOARD

Director at the EGM), the Board proposes to appoint Mr. Li Yantong (李燕同先生) as the new Director to fill the vacancy arising from the resignation of Mr. Song Jinhui. After the appointment of Mr. Li, the number of Directors on the Board shall remain unchanged. Biographical details of Mr. Li are set out in the Appendix to this circular.

An ordinary resolution will be proposed at the EGM to appoint Mr. Li as non-executive Director.

THE EGM AND CLOSURE OF REGISTER OF MEMBERS

A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy to the Company's registered office at 352 Longhai Road West, Zhengzhou City, Henan Province, the PRC (in the case of proxy form of holders of Domestic Shares) or to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong (in the case of proxy form of holders of H Shares) in accordance with the instructions printed thereon not less than 24 hours before the time appointed for the holding of the EGM or 24 hours before the time appointed for taking the poll. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish. Shareholders whose name appear on the register of members of the Company on 21 January 2011 are entitled to attend and vote at the EGM. The register of members of the Company will be closed from 21 January 2011 to 21 February 2011, both days inclusive, during such period no share transfer will be registered.

Resolutions proposed at the EGM shall be determined by poll pursuant to the Listing Rules.

RECOMMENDATION

The Board considers that resolutions in relation to the Proposed Change of Company Name, the proposed change of scope of business of the Company, the amendments to the Articles of Association and the proposed appointment of Director are each in the best interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions to be proposed at the EGM.

Your attention is also drawn to the additional information set out in the Appendix to this circular.

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

* For identification purposes only

APPENDIX BIOGRAPHICAL DETAILS OF PROPOSED DIRECTOR

Mr. Li Yantong (李燕同), aged 53, currently a director of ZCR Gas, the chairman and general manager of Nanyang Zhengran Company Limited (南陽鄭燃有限公司) and a senior engineer. He was the head of storage & distribution station of Zhengzhou Municipal Gas Corporation, deputy chief engineer and chief engineer of Zhengzhou Municipal Gas Company Limited from 1989 to 2000, chief engineer of Zhengzhou Gas Group from 2000 to 2002, a director of Zhengzhou Gas Group from 2002 to January 2007 and the chairman of Zhengran Gas Design Development Company Limited (鄭州鄭燃燃氣設計開發有限公司) from December 2004 to January 2007. Mr. Li was appointed as a deputy general manager of the Company in 2000 and as an executive Director from October 2005 to January 2007. Since 2007, he became the chairman and general manager of Nanyang Zhengran Company Limited, a subsidiary of ZCR Gas, and has been appointed as a director of ZCR Gas since 2009.

As far as the Board aware, Mr. Li did not hold any directorships in any other public listed companies in the last three years.

Length of service

Mr. Li will enter into a service agreement with the Company with effect from the date of election for a term of three years. His appointment will be subject to rotational retirement and re-election requirements pursuant to the Articles of Association.

Director's emoluments

Mr. Li will not receive any annual Director's fee pursuant to the practice of the Group that any staff member of controlling Shareholder acting as a Director will not receive any emoluments.

Relationships

Other than his various roles in Zhengzhou Gas Group, the previous controlling Shareholder, and ZGR Gas, the controlling Shareholder, as disclosed above, Mr. Li has no relationship with any Director, senior management of the Company, or with any management Shareholder, or substantial Shareholder or controlling Shareholder.

Interests in Shares

As at the Latest Practicable Date, so far as the Directors are aware, Mr. Li does not have, or deemed to have, any interest in the Shares or underlying shares of the Company (within the meaning of Part XV of the SFO).

Matters that need to be brought to the attention of the Shareholders

There is no other information relating to the appointment of Mr. Li is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules. Save as disclosed herein, there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders.

NOTICE OF THE EGM



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 People’s Republic of China (the “**PRC**”) on Monday, 21 February 2011 at 3:00 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions:

AS SPECIAL RESOLUTIONS

1. “**THAT**, subject to the approval of the relevant authority in the PRC, the Chinese name of the Company be changed to “鄭州華潤燃氣股份有限公司” and “Zhengzhou China Resources Gas Company Limited” be adopted as the English name of the Company for identification purpose only and **THAT** any director and the company secretary of the Company be and are hereby authorised to do all such acts and things and to execute all such documents and deeds as they may in their absolute discretion deem fit and necessary in order to effect and implement such change of Chinese name and adoption of English name.”
2. “**THAT**, subject to the Chinese name of the Company being changed to “鄭州華潤燃氣股份有限公司” and “Zhengzhou China Resources Gas Company Limited” being adopted as the English name of the Company for identification purpose only, the amendment to Article 2 of the articles of association of the Company in the following manner be and is hereby approved:

The original article:

“Article 2:

The registered name of the Company (Chinese): 鄭州燃氣股份有限公司。

(English): Zhengzhou Gas Company Limited. (for identification purpose only)”

NOTICE OF THE EGM

Amended as:

“Article 2:

The registered name of the Company (Chinese): 鄭州華潤燃氣股份有限公司。

(English): Zhengzhou China Resources Gas Company Limited. (for identification purpose only)””

3. “**THAT**, subject to the approval of the relevant authority in the PRC, the business scope of the Company be broadened to include activities, namely the construction, operation and risk elimination of piped gas facilities; exploitation and utilization of energy; the testing and inspection, repair and sales of gas appliances and metering devices, and **THAT** any director and the company secretary of the Company be and are hereby authorised to do all such acts and things and to execute all such documents and deeds as they may in their absolute discretion deem fit and necessary in order to effect and implement such change of the business scope of the Company.”
4. “**THAT**, subject to the scope of business of the Company being broadened to include activities, namely the construction, operation and risk elimination of piped gas facilities; exploitation and utilization of energy; the testing and inspection, repair and sales of gas appliances and metering devices, the amendment to the second clause of the Article 12 of the articles of association of the Company in the following manner be and is hereby approved:

The original article:

“the second clause to Article 12:

The main business scope of the Company includes: the production, transmission and distribution, storage and transportation and sale of natural gas in cities; the installation of related dual-fuel appliances (which shall be conducted only by its subsidiaries with relevant licenses); the provision of supportive services in relation to gas alarmers and gas equipments (including natural gas, coal gas and liquefied petroleum gas); the design, construction and maintenance of safety technology and risk prevention projects; the assembly, sales, installation, repair and maintenance of gas stoves; the installation and maintenance of gas appliances; and the development and application of new gas technologies (relevant special approval or permission must be obtained for the above scope of operations that are so required under the PRC national regulations).”

Amended as:

“the second clause to Article 12:

The main business scope of the Company includes: the production, transmission and distribution, storage and transportation and sale of natural gas in cities; the

NOTICE OF THE EGM

installation of related dual-fuel appliances (which shall be conducted only by its subsidiaries with relevant licenses); the construction, operation and risk elimination of piped gas facilities; the design, construction and maintenance of safety technology and risk prevention projects; the sales, installation and maintenance of gas appliances; the sales and installation of gas alarms; the testing and inspection, repair and sales of gas appliances and metering devices; the exploitation and utilization of energy; and the development, consultation, servicing and application of new gas technologies (relevant special approval or permission must be obtained for the above scope of operations that are so required under the PRC national regulations).””

AS ORDINARY RESOLUTION

5. “**THAT**, the proposed appointment of Mr. Li Yantong (李燕同先生) as a non-executive director of the Company and the annual director’s fee of RMB0 for Mr. Li Yantong (李燕同先生) be and are hereby approved.”

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

Zhengzhou, the PRC, 4 January 2011

Notes:

- (A) The Company’s register of H Shares members will be closed from 21 January 2011 to 21 February 2011 (both days inclusive), during which period no transfer of H Shares will be registered. Shareholders whose names appear on the register of members of the Company on 21 January 2011 will be entitled to attend and vote at the EGM. Holders of H Shares who intend to attend and vote at the EGM, must deliver all instruments of transfer to the Registrar of H Shares of the Company no later than 4:30 p.m. on 20 January 2011.

The address of the Hong Kong Branch Share Registrar and Transfer Office of H Shares is:

Computershare Hong Kong Investor Services Limited,
Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen’s Road East
Wanchai
Hong Kong

- (B) Holders of H Shares and Domestic Shares who intend to attend the EGM must return the completed and signed reply slip to the Company’s registered office (for holders of Domestic Shares) or to the Company’s Hong Kong H Share registrar, Computershare Hong Kong Investor Services Limited (for holders of H Shares) on or before 1 February 2011 by hand, by post or by facsimile.

Details of the Company’s registered office is as follows:

352 Longhai Road West
Zhengzhou City
Henan Province
People’s Republic of China
Postal Code: 450006
Fax: 86-371-68890488

NOTICE OF THE EGM

Details of the Hong Kong Branch Share Registrar of H Shares is as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

- (C) Holders of H Shares who has the right to attend and vote at the EGM are entitled to appoint one or more proxies (whether or not a member) to attend and vote on his behalf at the EGM.
- (D) The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney duly authorized in writing. In the event that such instrument is signed by an attorney of the appointer, the power of attorney authorizing that attorney to sign or other documents of authorization shall be notarized.
- (E) To be valid, the form of proxy (and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointer, then together with such power of attorney or other authority) must be deposited to the Branch Share Registrar of H Shares of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 24 hours before the specified time for the holding of the EGM.
- (F) Holders of Domestic Shares who has the right to attend and vote at the EGM are entitled to appoint one or more proxies (whether or not a member) to attend and vote on his behalf. Notes (C) and (D) are also applicable for holders of Domestic Shares, but to be valid, the relevant proxy forms or other authorization documents must be delivered to the Company's registered office at the address set out in Note (B) above 24 hours before the specified time for the holding of the EGM.
- (G) If a proxy is appointed to attend the EGM on behalf of a shareholder, the proxy must produce his document and the authorization instrument with the date of issue and duly signed by the proxy or the legal representative. In the case of appointing a legal representative, such legal representative must produce his own identification document and the relevant identification document to identify his identity as the legal representative. If a shareholder appoints a company other than its legal representative to attend the EGM, such representative must produce his own identification document and the authorization instrument bearing the company chop of the legal person shareholder duly authorized by its legal representative.
- (H) The EGM is expected to last for half a day and shareholders attending the EGM shall be responsible for their own travelling and accommodation expenses.
- (I) 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.

* *For identification purposes only*