



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 21 February, 2011 at 3:00 p.m. (or at any adjournment thereof).

I/We (Note 1) _____

of _____

being the registered holders(s) of (Note 2) _____ shares of RMB1.00 each in the share capital of the Company, HEREBY

APPOINT (Note 3) _____

of _____

or (Note 4) failing him, the Chairman of the Meeting as my/our proxy in respect of (Note 5) _____

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.

	SPECIAL RESOLUTION	FOR (Note 6)	AGAINST (Note 6)	ABSTAIN (Note 6)
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 be and is hereby approved.			
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 be and is hereby approved.			
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.			

Signature(s) (Note 9) _____

Dated this _____ day of _____ 2011.

Notes:

- 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).
- Please insert the number of all the H Shares or Domestic Shares registered in your name(s).
- 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.
- 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 INITIALED BY THE PERSON WHO SIGNS IT.**
- 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).
- 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.
- 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.
- 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.
- 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.
- 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