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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)**

#### **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)”

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 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

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.

*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*