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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)**

### **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 21 FEBRUARY 2011**

The Board is pleased to announce that the ordinary resolution and the special resolutions as set out in the Notice of EGM were duly passed by way of poll at the EGM held on 21 February 2011.

References are made to the circular of Zhengzhou Gas Company Limited (the "Company") dated 4 January 2011 (the "Circular") in relation to (i) the Proposed Change of Company Name; (ii) the proposed change of scope of business; (iii) the proposed amendments to the Articles of Association and (iv) the proposed appointment of Director, and the notice of extraordinary general meeting dated 4 January 2011 (the "Notice of EGM"). Unless the context otherwise requires, terms used herein shall have the same meanings as defined in the Circular.

The EGM was held at meeting room, 6/F, 352 Longhai Road West, Zhengzhou City, Henan Province, the PRC on Monday, 21 February 2011.

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 entitling the holders to attend and vote for or against the resolutions 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 should abstain from voting on the resolutions as set out in the Notice of EGM. There was no restriction on Shareholders to cast vote on the resolutions as set out in the Notice of EGM.

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

The Board is pleased to announce that voting on the resolutions 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 resolutions put to vote at the EGM:

## Results of the EGM

AS SPECIAL RESOLUTION		Number of Votes (%) For	Number of Votes (%) Against	Total Votes
1.	<b>THAT</b> , 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.	59,646,369 (100%)	– (0%)	59,646,369
2.	<b>THAT</b> , 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.	59,646,369 (100%)	– (0%)	59,646,369
3.	<b>THAT</b> , 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.	59,646,369 (100%)	– (0%)	59,646,369

4.	<b>THAT</b> , 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.	59,646,369 (100%)	– (0%)	59,646,369
<b>AS ORDINARY RESOLUTION</b>				
5.	<b>THAT</b> , 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.	59,646,369 (100%)	– (0%)	59,646,369

Since each of the above resolutions nos. 1-4 was passed by more than two-thirds of the voting rights held by the Shareholders (including proxies) present at the EGM, all the above resolutions nos. 1-4 were duly passed as special resolutions at the EGM.

Since the above resolution no. 5 was passed by more than half of the voting rights held by the Shareholders (including proxies) present at the EGM, the above resolution no. 5 was duly passed as ordinary resolution at the EGM. As a result, Mr. Li is successfully elected as non-executive Director and the resignation of Mr. Song Jinhui (宋金會先生) takes effect formally.

Save as set out in the Circular, there is no other matter in relation to the appointment of Mr. Li which needs to be brought to the attention of the Shareholders and there is no other information that needs to be disclosed concerning Mr. Li pursuant to the requirements of Rules 13.51(2) of the Listing Rules.

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  
21 February 2011

*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. Zhang Wushan, Mr. Li Yantong, 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