

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :	28/02/2011
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To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Zhengzhou Gas Company Limited
Date Submitted	3 March 2011

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>3928</u> Descrij	ption : <u>H Shares</u>		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	55,066,000	RMB1.0	RMB55,066,000
Increase/(decrease)	0		0
Balance at close of the month	55,066,000	RMB1.0	RMB55,066,000
(2) Stock code : Descrip	ption :		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

2. Preference Shares

Stock code :Desc	ription :		
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

3. Other Classes of Shares

Stock code : <u>3928</u> Descrip	ption : Domestic	c Shares	
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	70,084,000	RMB1.0	RMB70,084,000
Increase/(decrease)	0		0
Balance at close of the month	70,084,000	<u>RMB1.0</u>	<u>RMB70,084,000</u>

Total authorised share capital at the end of the month (*State currency*) : **RMB125,150,000**

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	No. of other classes
_	(1)	(2)	shares	of shares
Balance at close of preceding month	55,066,000			70,084,000
Increase/ (decrease) during the month	0			0
Balance at close of the month	55,066,000			70,084,000

III. Details of Movements in Issued Share Capital

Share Options (under	Share Option	Schemes of the	Issuer)			
Particulars of share					No. of new shares of	No. of new shares of
option scheme					issuer issued during	issuer which may be
including EGM					the month pursuant	issued pursuant thereto
approval date		Movement duri	ng the month		thereto	as at close of the month
(dd/mm/yyyy) and -			0			
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.						
(/ /)						
shares						
(Note 1)	<u> </u>					
(1,0,0,1)						
2.						
shares						
(Note 1)						
3.						
(/ /)						
shares						
(Note 1)	<u> </u>					
(Тс	otal A (Ordin	ary shares)		
		10	(Prefere	nce shares)		
				Other class)		
Total funda minad 1	ing the most t	from or		20101 01055)		
Total funds raised dur options (State currenc		i from exercise o	1			
options (State currenc	y)					

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nor nominal value pre-	minal value at close of ceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.						
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable)	· ·					
(dd/mm/yyyy) 2.	(/ /)				
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable)	· ·					
(dd/mm/yyyy)3.	(/ /)				
(/ /) Stock code (if listed) Class of shares issuable (<i>Note 1</i>)	·					
EGM approval date (if applicable)	(/ /					
Class of shares issuable (<i>Note 1</i>)						
EGM approval date (if applicable)	(/ /					
		Total	(Prefere	nary shares) ence shares) Other class)		

		1.1		For Main Board	and GEM liste	d issuers
Convertibles (i.e. Convertible in		Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.						
Stock code (if listed)		· _				
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy))	(/ /)					
2.						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)					
3.	()					
Stock code (if listed)						
issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)					
4.	(/ /)					
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date						
(if applicable)	, , ,					
(dd/mm/yyyy)	(/ /)	·	Fotal C (Ordin	any charac)		
			iotai C. (Utull	nary shares)		_
			(Prefere	ence shares)		_

For Main Board and GEM listed issuers Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1		
	-	
	1	
shares (Note 1)		
2.		
2	1	
]	
shares (Note 1)		
3.		
]	
	-	
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)		

	Type of Issue						No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Type of Issue			Class of shares issuable				monui
				(Note 1)				
1.	Rights issue	At price :	State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares issuable (<i>Note 1</i>)				
2.	Open offer	At price :	State	Issue and allotment	(/ /)		
			currency	date : (dd/mm/yyyy) EGM approval date:	(/ /)		
				(dd/mm/yyyy)				
				Class of shares issuable (<i>Note 1</i>)				
3.	Placing	At price :	State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares issuable (<i>Note 1</i>)				
4.	Bonus issue			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		

			<u>F</u>	For Main	n Boar	d and GEM listed is No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the
	Type of Issue						month
	-		Class of shares issuable (Note 1)				
5.	Scrip dividend At price : State curre	ency —	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares repurchased (<i>Note 1</i>)				
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares redeemed (<i>Note 1</i>)				
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable (Note 1)				
8.	Consideration issue At price : State curre		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		

			For Main Board and GEM listed issuers			
	Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9.	Capital reorganisation		Class of shares issua (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) AGM approval date: (dd/mm/yyyy)	able (/ /) (/ /		
10	Other (Please specify)	At price : State	Class of shares issua (Note 1) - Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	able (/ /) (/ /)		
			Total E.	(Ordinary shat (Preference shat (Other cla		-

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)						
	(2)						
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):							
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):							
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)							

Remarks (if any):

Submitted by: Wong Cheuk Lam

 Company Secretary (Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.