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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)

CHANGE OF DIRECTOR AND GENERAL MANAGER

RESIGNATION OF DIRECTOR AND GENERAL MANAGER

Zhengzhou Gas Company Limited (the “Company”) announces that Mr. Li Jinlu (李金陸先生) (“Mr. Li”) has tendered his resignation to the board of directors of the Company (the “Board”) an executive director, the vice-chairman, the general manager and a member of the remuneration and appraisal committee of the Company because of re-designation of work. The resignation of Mr. Li as the general manager will take effect immediately, while the resignation of Mr. Li as an executive director, a member of the remuneration and appraisal committee of the Company will take effect upon the election of new director of the Company at the annual general meeting of the Company to be held in due course (the “AGM”).

Mr. Li has confirmed that he has no disagreement with the Board and there are no other matters relating to his resignation that need to be brought to the attention of the shareholders of the Company (the “Shareholders”).

The Company would like to take this opportunity to express its gratitude to Mr. Li for his valuable contributions to the Company during his term of office.

PROPOSED APPOINTMENT OF DIRECTOR AND GENERAL MANAGER

The Board proposes to appoint Mr. Yang Zhangyi (楊長毅先生) (“Mr. Yang”) as the new executive director and the general manager of the Company to fill the vacancies arising from the resignation of Mr. Li. The appointment of Mr. Yang as the general manager takes effect immediately, while the appointment of Mr. Yang as an executive director of the Company is subject to the approval of the Shareholder at the AGM. After the appointment of Mr. Yang as the executive director, the number of directors of the Company on the Board shall remain unchanged. Biographical details of Mr. Yang are set out in the appendix to this announcement.

An ordinary resolution will be proposed at the AGM to appoint Mr. Yang as an executive director of the Company.

A circular containing, among other things, (i) further details regarding the proposed appointment of director of the Company; and (ii) a notice of the AGM and the related proxy form and reply slip will be despatched to the Shareholders as soon as practicable.

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

Zhengzhou, the PRC
11 March 2011

As at the date of this announcement, the Board 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*

Mr. Yang Zhangyi (楊長毅先生), aged 50. He was the deputy general manager of Lianyungang Water Company Limited (連雲港市自來水公司) from May 1995 to February 1999, the general manager of Lianyungang Gas Corporation (連雲港市燃氣總公司) from March 1999 to October 2000, the general manager and the Secretary of CPC General Branch of Lianyungang Gas Corporation (連雲港市燃氣總公司) from November 2000 to July 2003, the financial controller of Suzhou China Resources Gas Company Limited (蘇州華潤燃氣有限公司) from August 2003 to February 2005, the financial controller of Chengdu City Gas Company Limited (成都城市燃氣有限公司) from March 2005 to March 2007, and the general manager of Xiamen China Resources Gas Company Limited (廈門華潤燃氣有限公司) from April 2007 to March 2011.

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

Length of service

Mr. Yang 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 of the Company.

Director's emoluments

Mr. Yang will receive an annual director's fee to be determined by the remuneration and appraisal committee of the Company subject to the authorization by the Shareholders at the AGM with reference to his duties and responsibilities, the remuneration policy of the Company and the market rate for the position.

Relationships

Other than his various roles in the affiliates of China Resources Gas Group Limited, the intermediate controlling shareholder of the Company, as disclosed above, Mr. Yang has no relationship with any Director, senior management of the Company, or with any substantial shareholder or controlling shareholder of the Company.

Interests in Shares

As at the date of this announcement, so far as the Directors are aware, Mr. Yang 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 Hong Kong Securities and Futures Ordinance).

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

There is no other information relating to the appointment of Mr. Yang that is required to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Save as disclosed herein, there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders.