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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 THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of Zhengzhou Gas Company Limited* (the “**Company**”) will be held at the meeting room, 2/F, 352 Longhai Road West, Zhengzhou City, Henan Province, the People’s Republic of China (the “**PRC**”) on Thursday, 16 June 2011 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions:

AS ORDINARY RESOLUTIONS

“THAT

1. the report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2010 be approved;
2. the audited financial statements of the Company and the report of the auditor of the Company for the year ended 31 December 2010 be approved;
3. the report of the supervisors of the Company for the year ended 31 December 2010 be approved;
4. the authorization of the Board and the remuneration and appraisal committee of the Company (as the case may be) to fix the remunerations of directors and supervisors of the Company be approved;
5. the appointment of Deloitte Touche Tohmatsu as the auditor of the Company and its subsidiaries until the conclusion of the next annual general meeting and the authorization of the Board to fix their remuneration be approved; and

6. the appointment of Mr. Yang Zhangyi as an executive director of the Company and the authorization of the remuneration and appraisal committee of the Company to fix his remuneration be approved.”

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

Zhengzhou, the PRC, 21 April 2011

Notes:

- (A) The Company’s register of H Shares members will be closed from 18 May 2011 to 16 June 2011 (both days inclusive), during which period no transfer of H Shares will be registered. Holders of H Shares whose names appear on the register of members on 18 May 2011 will be entitled to attend and vote at the AGM. In order to qualify to attend and vote at the AGM, all instruments of transfer must be delivered to the Registrar of H Shares of the Company no later than 4:30 p.m. on 17 May 2011.

The address of the Hong Kong Branch Share Registrar 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 AGM 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 27 May 2011 by hand, by post or by facsimile.

Details of the Company’s registered office are 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 are 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 AGM are entitled to appoint one or more proxies (whether or not a member) to attend and vote on his behalf at the AGM.

- (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 Hong Kong 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 AGM.
- (F) Holders of Domestic Shares who has the right to attend and vote at the AGM 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 at least 24 hours before the specified time for the holding of the AGM.
- (G) If a proxy is appointed to attend the AGM 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 AGM, 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 AGM is expected to last for half a day and shareholders attending the AGM 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 AGM will be taken by way of poll.

As at the date of this notice, 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*