



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)

PROXY FORM FOR THE ANNUAL GENERAL MEETING

Form of proxy for the annual general meeting (the "AGM") of ZHENGZHOU GAS COMPANY LIMITED* (the "Company") to be held at the meeting room, 2/F, 352 Longhai Road West, Zhengzhou City, Henan Province, the PRC on Thursday, 16 June 2011 at 10:00 a.m. (or at any adjournment thereof).

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____ shares of RMB1.00 each in the capital of the Company,
HEREBY APPOINT ^(note 3) _____
of _____
or ^(note 4) failing him, the Chairman of the AGM as my/our proxy(ies) in respect of ^(note 5) _____
H Shares/Domestic Shares in the capital of the Company held by me/us to attend for me/us the AGM (and at any adjournment thereof), for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the AGM and at such AGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated, or if no such indicated is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR ^(Note 6)	AGAINST ^(Note 6)	ABSTAIN ^(Note 6)
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.			

Signature(s) ^(note 9): _____

Date: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. Only one of joint holders needs to sign (but see note 8 below).
- Please insert the number of all the Domestic Shares or H Shares in the Company registered in your name(s).
- A member entitled to attend and vote at the AGM is entitled to appoint in writing one or more proxies to attend and vote on his behalf. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** The proxy need not be a member of the Company but must attend the AGM in person to represent you.
- If any proxy other than the Chairman is preferred, please insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- Please indicate clearly the number of the Domestic Shares or H Shares in the Company registered in your name(s) in respect of which the proxy is so appointed. If no such number is inserted, the proxy is deemed to be appointed in respect of all the Domestic Shares or H Shares in the Company registered in your name(s).
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "ABSTAIN".** Any abstained vote or waiver to vote shall be disregarded as voting rights for the purpose of calculating the result of that resolution. If you wish to vote only part of the number of the Domestic Shares or H Shares in respect of which the proxy is so appointed, please state the exact number of the Domestic Shares or H Shares in lieu of tick in the relevant box. Failure to tick or state the exact number of the Domestic Shares or H Shares in any box will entitle your proxy to cast his votes at his discretion.
- To be valid, this form of proxy and, if such proxy form is signed by a person under a power of attorney or other authority on your behalf, a notarially certified copy of such power of attorney or other authority, must be deposited at the registrar of the H Shares in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong (in respect of holders of the H Shares) and the Company's registered address at 352 Longhai Road West, Zhengzhou City, Henan Province, the People's Republic of China (in respect of holders of the Domestic Shares) not less than 24 hours before the time for holding the AGM or any adjournment thereof or 24 hours before the time appointed for taking the poll.
- Where there are joint holders of any Domestic Shares or H Shares of the Company, any one of such persons may vote at the AGM either personally, or by proxy, in respect of such Domestic Shares or H Shares of the Company as if he were solely entitled thereof, and if more than one of such joint holders be present at the AGM personally or by proxy that one of the said persons so present whose name stands first on the register of members of the Company shall alone be entitled to vote.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer, attorney or other person duly authorised.
- Completion and deposit of this form will not preclude you from attending and voting at the AGM if you so wish. If you attend and vote at the AGM, the authority of your proxy will be revoked.

* For identification purposes only