

For the month ended (dd/mm/yyyy):

Monthly Return of Equity Issuer on Movements in Securities

To: Hong Kong Exchanges and Clearin	g Limited		
Name of Issuer Zhengzl	nou Gas Company	Limited	
Date Submitted 3 May 2	2011		
I. Movements in Authorised Share Capi	tal		
1. Ordinary Shares			
(1) Stock code: 3928 Descri	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
Balance at close of the month (2) Stock code :Descri	55,066,000	RMB1.0	RMB55,066,000
	55,066,000	Par value (State currency)	Authorised share capital (State currency)
(2) Stock code :Descri	55,066,000 ption: No. of ordinary	Par value (State	Authorised share capital
	55,066,000 ption: No. of ordinary	Par value (State	Authorised share capital

30/04/2011

RMB125,150,000

2. Preference Shares			
Stock code :Descr	iption:		
	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 : 3928 Descr	iption: Domestic	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	RMB1.0	RMB70,084,000

Total authorised share capital at the end of the month (*State currency*):

II. Movements in Issued Share Capital

	No. of ordina	ary 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 -					-	
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.						
_						
(/ /)						
shares						
(Note 1)						
(11016 1)						
2.						
<u>Z.</u>						
(/ /)						
shares						
(<i>Note 1</i>)						
3.						
-						
(/ /)						
shares						
			·			
(Note 1)		Т.	4-1 A (O.:4:			
		10	otal A. (Ordin	iary snares)		
			(Pretere	nce shares)		
			((Other class)		
Total funds raised dur options (State currence		n from exercise o	f			
1	J /		-			

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value nominal close of value preceding mon	during the	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 (Note 1)		<u> </u>			
Subscription price		<u> </u>			
EGM approval date (if applicable)					
4	(/ /)	<u> </u>			
4.	-				
	-				
(/ /) Stock code (if listed)					
Class of shares issuable (<i>Note 1</i>)					
Subscription price					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)	_			
	т.	otal B. (Ordi	nary shares)		
	TC	(Prefer	ence shares)		_
		(Other class)		_

Convertibles (i.e. Convertible in Class and description		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						
(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.	<u> </u>					
C(+, 1, -, 1, ('C1', +, 1)	_					
Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price						
EGM approval date (if applicable)	(/ /)					
4.						
	<u>—</u>					
Stock code (if listed) Class of shares issuable (<i>Note 1</i>)						
Subscription price EGM approval date		<u></u>				
(if applicable) (dd/mm/yyyy)	(/ /)			1		
		•	iotal C. (Ordii Prefere	nary shares)		-
			((Other class)		-

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		
(/ /)		
shares (Note 1)		
2		
(/ /) shares (Note 1)		
3		
shares (Note 1)		
		· ·
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
	71		Class of shares issuable				
			(Note 1)				
1.	Rights issue	At price : State currency —	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable (Note 1)				
2.	Open offer	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable (Note 1)		_		
3.	Placing	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable (Note 1)		_		
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		

For Main Board and GEM listed issuers

	Type of Issue		_			2000	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
			Class of shares issuable (Note 1)	_				
5.	Scrip dividend	At price : State currency —	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
							-	
			Class of shares repurchased (Note 1)	_				
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 currency —	Issue and allotment date: (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		

Class of shares issuable Class of shares iss				For Main B	oard and GEM listed is	ssuers
9. Capital reorganisation Ssue and allotment	Ту	ype of Issue			of issuer issued during the month	shares of issuer which may be issued pursuant thereto as a close of the
Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): Issue and allotment (/ / /)					-	
Class of shares issuable (Note 1) 10. Other (Please specify) At price: State currency EGM approval date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) Total E. (Ordinary shares) (Preference shares) (Other class) Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)				issue una unoument)	
10. Other (Please specify) At price: State currency — Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) Total E. (Ordinary shares) (Preference shares) (Other class) Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)				110111 approvar date.)	
10. Other (Please specify) At price: State currency — Issue and allotment date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) Total E. (Ordinary shares) (Preference shares) (Other class) Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)						
Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (dd/mm/yyyy) EGM approval date: (/ / /) (dd/mm/yyyy) Total E. (Ordinary shares) (Preference shares) (Other class)					-	
Total E. (Ordinary shares) (Preference shares) (Other class) Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)			At price : State currency	issue una unoument)	
(Other class) Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)				EGM approvar date.)	
				(Preference sh	ares)	- - -
(2)	Tota	l increase / (decrea	ase) in ordinary shares durin	ng the month (i.e. Total of A to E):	(1)	
Total increase / (decrease) in preference shares during the month (i.e. Total of A to F):			\.		(2)	

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").)

For Main Board and GEM listed issuers

Remarks (if any):
Submitted by: Wong Cheuk Lam
Title: Company Secretary (Director, Secretary or other duly authorised officer)