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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 16 JUNE 2011

The Board is pleased to announce that all the resolutions as set out in the Notice of AGM were duly passed by way of poll at the AGM held on 16 June 2011.

Reference is made to the notice of the annual general meeting (the "Notice of AGM") and the Circular (the "Circular") both dated 21 April 2011 of Zhengzhou Gas Company Limited (the "Company"). Unless otherwise defined herein, terms used herein shall have the same meanings as defined in the Notice of AGM and the Circular.

The AGM was held at the meeting room, 2/F, 352 Longhai Road West, Zhengzhou City, Henan Province, the PRC on Thursday, 16 June 2011.

As at the date of the AGM, the registered share capital of the Company comprised 55,066,000 H shares and 70,084,000 domestic shares. The total number of shares of the Company (the "Shares") entitling the holders to attend and vote for or against all the resolutions of the Company as set out in the Notice of AGM was 125,150,000 Shares, representing the total number of issued shares of the Company. No shareholders of the Company (the "Shareholders") should abstain from voting on the resolutions as set out in the Notice of AGM. There was no restriction on the Shareholders to cast vote on all the resolutions as set out in the Notice of AGM.

There were no Shares entitling the Shareholders to attend and vote only against any of the resolutions proposed at the AGM.

Voting on the resolutions as set out in the Notice of AGM was taken by way of poll pursuant to the Articles of Association of the Company and Rule 13.39(4) of the Listing Rules. Set out below are the poll results in respect of the resolutions put to vote at the AGM:

Results of the AGM

ORDINARY RESOLUTIONS		Number of Votes (%) For	Number of Votes (%) Against	Total Votes
1.	the report of the board of directors of the Company (the "Board") for the year ended 31 December 2010 be approved;	71,100,859 100%	0 0%	71,100,859
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;	71,100,859 100%	0 0%	71,100,859
3.	the report of the supervisors of the Company for the year ended 31 December 2010 be approved;	71,100,859 100%	0 0%	71,100,859
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;	71,100,859 100%	0 0%	71,100,859
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	71,100,859 100%	0 0%	71,100,859
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.	71,100,859 100%	0 0%	71,100,859

Since each of the above resolutions nos. 1-6 was passed by more than half of the votes cast by the Shareholders (including proxies) present at the AGM, all the above resolutions nos. 1-6 were duly passed as ordinary resolutions at the AGM.

Since the above resolution no. 6 was duly passed at the AGM, Mr. Yang Zhangyi (楊長毅先生) is successfully elected as an executive Director and the resignation of Mr. Li Jinlu (李金陸先生) shall take effect immediately.

Save as set out in the Circular, there is no other matter in relation to the appointment of Mr. Yang which needs to be brought to the attention of the Shareholders and there is no other information that needs to be disclosed concerning Mr. Yang pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Under the authorization granted by the Shareholders at the AGM, the remuneration and appraisal committee of the Company has determined that Mr. Yang will not receive any director's fee but will receive a salary which, together with other benefits, amounts to approximately RMB360,000 per year in his capacity as the general manager of the Company. Mr. Yang will also be eligible to receive a performance-based discretionary bonus. This remuneration package was determined with reference to Mr. Yang's duties and responsibilities with the Company, performance and the market rate of his position in the Company.

The Company's registrar of the H Shares in Hong Kong, namely, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for purpose of vote-taking.

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

Zhengzhou, the PRC
16 June 2011

As at the date of this announcement, the Board of Directors of the Company comprises three executive Directors, namely Mr. Yan Guoqi, Mr. Li Hongwei and Mr. Yang Zhangyi, 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*