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鄭州華潤燃氣股份有限公司  
Zhengzhou China Resources Gas Co., Ltd.\*

(a joint stock limited company incorporated in the People's Republic of China)  
(Stock Code: 3928)

## NOTICE OF H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that an H share class meeting (the “H Share Class Meeting”) of ZHENGZHOU CHINA RESOURCES GAS CO., LTD.\* (鄭州華潤燃氣股份有限公司, the “Company”) will be held at Meeting Room No. 2, 2/F, 352 Longhai Road West, Zhengzhou City, Henan Province, the PRC on 9 January 2012 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the following resolution. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the composite offer and response document of the Company dated 23 November 2011:

### AS A SPECIAL RESOLUTION

“THAT:

- (a) the voluntary withdrawal of the listing of the H Shares from the Stock Exchange, be and is hereby approved; and
- (b) any director of the Company be and is hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the voluntary withdrawal.”

By Order of the Board  
Zhengzhou China Resources Gas Co., Ltd. \*  
Yan Guoqi  
Chairman

Zhengzhou, the PRC  
23 November 2011

As at the date of this announcement, the board of directors of the Company comprises three executive Directors, namely, Mr. Yan Guoqi, Mr. Yang Changyi 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.

Registered office:  
352 Longhai Road West  
Zhengzhou City  
Henan Province  
PRC 450006

Principal place of business in Hong Kong:  
Room 908, 9th Floor  
Hutchison House  
10 Harcourt Road, Central  
Hong Kong

**Notes:**

- i. Any Shareholder who is entitled to attend and vote at the H Share Class Meeting may appoint one or more proxies to attend and vote at the H Share Class Meeting on his or her behalf. A proxy need not be a shareholder of the Company. A form of proxy for use at the H Share Class Meeting is hereby enclosed. In the case of joint holders of an H Share, any one of such joint holders may sign the form of proxy. If more than one of such joint holders attend the H Share Class Meeting either in person or by proxy, the vote of the joint holder whose name appears first in the relevant register of members shall be accepted to the exclusion of the other joint holder(s).
- ii. In order to be valid, the proxy form and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or authority, must be deposited with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the H Share Class Meeting or any adjournment thereof or 24 hours before the time appointed for taking the poll.
- iii. The register of holders of H Shares in Hong Kong will be closed from 9 December 2011 to 9 January 2012 (both days inclusive), during which no transfer of shares will be registered. Properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 8 December 2011 for registration, in order for the H Shares to be transferred before the closure of the register of H Shares.
- iv. Shareholders whose names appear on the relevant register of members on 9 December 2011 are entitled to attend and vote at the H Share Class Meeting.
- v. Shareholders who intend to attend the H Share Class Meeting should complete and deposit or post the enclosed reply slip to the Company's Hong Kong H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before 19 December 2011.
- vi. Shareholders or their proxies shall produce their identity documents when attending the H Share Class Meeting.
- vii. The H Share Class Meeting is expected to be held for less than half a day. Shareholders (in person or by proxy) who attend the H Share Class Meeting shall be responsible for their own traveling and accommodation expenses.
- viii. 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, the resolution to be considered at the H Share Class Meeting will be taken by way of poll.