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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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) 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, immediately after the conclusion or adjournment of the H Share Class Meeting to be held at 10:00 a.m. at the same place, for the purposes of considering and, if thought fit, passing the following resolutions. 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 SPECIAL RESOLUTIONS**

1. “**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.”

2. “**THAT:**

- (a) the amendments to the Articles of Association in the form set out in Part B of Appendix IV to the Composite Document be and are hereby approved, which amendments shall come into effect on the day that both of the following conditions are satisfied: (i) the Stock Exchange withdrawing the listing of the H Shares from the Stock Exchange; or (ii) issue by any relevant authority in the PRC of any approval, endorsement or registration required to make the specified amendments of the Articles of Association; and

- (b) the board of directors of the Company be and is hereby authorised to deal with on behalf of the Company the relevant approval, registration, filing procedures and other related issues arising from the amendments to the Articles of Association; and the directors of the Company be and are hereby authorised and empowered to make further amendments to the Articles of Association in order to fulfil any request that may be raised or made by the relevant authority in the PRC during the approval, endorsement and/or registration of the amendments of the Articles of Association.”

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 ZZ Gas Shareholder who is entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote at the EGM on his or her behalf. A proxy need not be a ZZ Gas Shareholder. A form of proxy for use at the EGM is hereby enclosed. In the case of joint holders of a Domestic Share or H Share, any one of such joint holders may sign the form of proxy. If more than one of such joint holders attend the EGM 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:
  - in the case of H Shareholders, with 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; or
  - in the case of Domestic Shareholders, at the Company’s registered address at 352 Longhai Road West, Zhengzhou City, Henan Province, the PRC 450006,

not less than 24 hours before the time for holding the EGM or any adjournment thereof or 24 hours before the time appointed for taking the poll.

- iii. The registers of holders of the Domestic Shares and 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.
- iv. For holders of H Shares, 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 Rooms 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.
- v. ZZ Gas Shareholders whose names appear on the relevant register of members on 9 December 2011 are entitled to attend and vote at the EGM.
- vi. ZZ Gas Shareholders who intend to attend the EGM should complete and return the enclosed reply slip:
  - in the cases of H Shareholders, by deposit with or post 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; or
  - in the cases of Domestic Shareholders, by post or fax to the Company's registered address at 352 Longhai Road West, Zhengzhou City, Henan Province, the PRC 450006 (fax no.: 86-371-68890488),on or before 19 December 2011.
- vii. ZZ Gas Shareholders or their proxies must produce their identity documents when attending the EGM.
- viii. The EGM is expected to be held for less than half a day. ZZ Gas Shareholders (in person or by proxy) who attend the EGM shall be responsible for their own traveling and accommodation expenses.
- ix. 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 EGM will be taken by way of poll.