



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 ANNUAL GENERAL MEETING AND CLASS MEETINGS OF HOLDERS OF H SHARES AND DOMESTIC SHARES HELD ON 26 MAY 2008

The Board is pleased to announce that the ordinary resolutions at the AGM and the special resolutions approving (i) the proposed Share Consolidation; (ii) the Proposed A Share Issue; (iii) the proposed amendments of the Articles of Association; (iv) the proposed amendments of the independent directors rules and the Procedural Rules; (v) the proposed adoption of the Administrative Measures Regarding The Use of Proceeds; and (vi) the proposed declaration of Special Dividend were duly passed by way of poll at each of the AGM and Class Meetings held on 26 May 2008.

References are made to the circular of the Zhengzhou Gas Company Limited (the “**Company**”) dated 10 April 2008 (the “**Circular**”) in relation to (i) the proposed Share Consolidation; (ii) the Proposed A Share Issue; (iii) the proposed amendments of the Articles of Association; (iv) the proposed amendments of the independent directors rules and the Procedural Rules; (v) the proposed adoption of the Administrative Measures Regarding The Use of Proceeds; and (vi) the proposed declaration of Special Dividend and the notices convening the AGM and the Class Meetings to consider, and if thought fit, approve the same (each notice is referred to as the “**Notice**” and all notices are collectively referred to as the “**Notices**”).

Unless the context otherwise requires, terms used herein shall have the same meanings as defined in the Circular.

The AGM and the Class Meetings were held at Meeting Room, 6/F, 352 Longhai Road West, Zhengzhou, Henan Province, the PRC on Monday, 26 May 2008.

As at the date of the AGM, the registered share capital of the Company comprised 550,660,000 H Shares and 700,840,000 Domestic Shares. No Shareholders should abstain from voting on the ordinary and special resolutions as set out in the relevant Notice convening the AGM. There was no restriction on Shareholders to cast vote on all resolutions set out in the relevant Notice convening the AGM.

As at the date of the Class Meetings, the holders of 550,660,000 H Shares and 700,840,000 Domestic Shares were entitled to attend and vote for or against the special resolutions as set out in the relevant Notices convening the Class Meetings at the respective Class Meetings.

There were no Shares entitling the holders to attend and vote only against any of the resolutions proposed at each of the AGM and the Class Meetings.

The board of directors (the “Board”) of the Company is pleased to announce that a poll was demanded by the Chairman of the AGM and respective Class Meetings for voting on the resolutions set out in the relevant Notices convening the AGM and Class Meetings. Set out below are the poll results in respect of the resolutions put to vote at each of the AGM and respective Class Meetings:

(i) Results of the AGM

ORDINARY RESOLUTIONS		Number of votes (%) For	Number of votes (%) Against	Total votes
1.	The audited financial statements of the Company and the report of the board of directors (the “Board”) and the auditors of the Company for the year ended 31 December 2007 be approved.	740,940,000 (99.996%)	30,000 (0.004%)	740,970,000
2.	The report of the Supervisors of the Company for the year ended 31 December 2007 be approved.	740,940,000 (99.996%)	30,000 (0.004%)	740,970,000
3.	The declaration and payment of a final dividend of RMB0.0242 per share for the year ended 31 December 2007 be approved. The proposed dividend will be payable on 17 June 2008 to Shareholders whose names appear in the register of members of the Company on 26 May 2008.	755,040,000 (99.996%)	30,000 (0.004%)	755,070,000
4.	The remunerations of independent Directors, Directors and Supervisors of the Company be approved.	755,040,000 (99.996%)	30,000 (0.004%)	755,070,000
5.	The reappointment of Ernst & Young as the auditors of the Company for the year 2008 and the authorization of the Board to fix their remuneration be approved.	755,040,000 (99.996%)	30,000 (0.004%)	755,070,000
6.	The annual budget and final accounts of the Company be approved.	755,040,000 (99.996%)	30,000 (0.004%)	755,070,000
7.	The business directions and investment plans of the Company be approved.	755,040,000 (99.996%)	30,000 (0.004%)	755,070,000
8.	The purchase of directors and officers’ liability insurance for the Directors, Supervisors and senior management of the Company be approved; and the management of the Company be and is hereby authorized to transact the correlated procedures.	723,120,000 (95.77%)	31,950,000 (4.23%)	755,070,000
9.	The Rules and Procedures of Shareholders’ General Meetings (as set out in Appendix 3 to the Circular) be and is hereby approved and adopted by the Company in substitution and to the exclusion of the existing rules, such Rules and Procedures of Shareholders’ General Meetings shall take effect conditional upon any approval, endorsement or registration (as applicable) from or with the Relevant Authorities; and the Board be and are hereby authorized and empowered to make further amendments of the Rules and Procedures of the Shareholders’ General Meetings in order to fulfill any request that may be raised or made by the Relevant Authorities during the approval, endorsement and/or registration of the Rules and Procedures of the Shareholders’ General Meetings.	755,040,000 (99.996%)	30,000 (0.004%)	755,070,000

ORDINARY RESOLUTIONS		Number of votes (%) For	Number of votes (%) Against	Total votes
10.	The Rules and Procedures of the Board (as set out in Appendix 4 to the Circular) be and is hereby approved and adopted by the Company in substitution and to the exclusion of the existing rules, such Rules and Procedures of the Board shall take effect conditional upon any approval, endorsement or registration (as applicable) from or with the Relevant Authorities; and the Board be and are hereby authorized and empowered to make further amendments of the Rules and Procedures of the Board in order to fulfill any request that may be raised or made by the Relevant Authorities during the approval, endorsement and/or registration of the Rules and Procedures of the Board.	755,040,000 (99.996%)	30,000 (0.004%)	755,070,000
11.	The independent directors rules (as set out in Appendix 2 to the Circular) be and is hereby approved and adopted by the Company in substitution and to the exclusion of the existing rules, such independent directors rules shall take effect conditional upon any approval, endorsement or registration (as applicable) from or with the Relevant Authorities; and the Board be and are hereby authorized and empowered to make further amendments of the independent directors rules in order to fulfill any request that may be raised or made by the Relevant Authorities during the approval, endorsement and/or registration of the independent directors rules.	755,040,000 (99.996%)	30,000 (0.004%)	755,070,000
12.	The Rules and Procedures of the Supervisory Committee (as set out in Appendix 5 to the Circular) be and is hereby approved and adopted by the Company in substitution and to the exclusion of the existing rules, such Rules and Procedures of the Supervisory Committee shall take effect conditional upon any approval, endorsement or registration (as applicable) from or with the Relevant Authorities; and the Supervisory Committee be and are hereby authorized and empowered to make further amendments of the Rules and Procedures of the Supervisory Committee in order to fulfill any request that may be raised or made by the Relevant Authorities during the approval, endorsement and/or registration of the Rules and Procedures of the Supervisory Committee.	755,040,000 (99.996%)	30,000 (0.004%)	755,070,000
13.	The Administrative Measures Regarding The Use of Proceeds in the form as set out in Appendix 6 to the Circular be approved and adopted by the Company, such Administrative Measures Regarding The Use of Proceeds shall take effect upon completion of the Proposed A Share Issue, conditional upon obtaining any approval, endorsement or registration (as applicable) from or with the Relevant Authorities, and the Board be and are hereby authorized and empowered to make further amendments to the Administrative Measures Regarding The Use of Proceeds in order to fulfill any request that may be raised or made by the Relevant Authorities during the approval, endorsement and/or registration of the amendments of Administrative Measures Regarding The Use of Proceeds.	755,040,000 (99.996%)	30,000 (0.004%)	755,070,000

SPECIAL RESOLUTIONS		Number of votes (%) For	Number of votes (%) Against	Total votes
14.	Subject to and conditional upon the obtaining of the approval from the CSRC regarding the proposed Share Consolidation and the Proposed A Share Issue of A Shares of RMB1.00 each and the granting of approval by the Listing Committee for the listing of, and permission to deal in the Consolidated H Shares, the Board is authorized to decide (by reference to the relevant law, rules and regulations and the request of the Relevant Authorities) whether to effect the Share Consolidation on the terms and conditions set out in the notice of AGM dated 10 April 2008.	755,040,000 (99.996%)	30,000 (0.004%)	755,070,000
15A.	The Proposed A Share Issue and each of the following proposed terms and conditions be and are hereby individually approved:	755,040,000 (99.996%)	30,000 (0.004%)	755,070,000
(1) Type of securities to be issued:	A Shares			
(2) Place of Listing:	Shenzhen Stock Exchange			
(3) Number of A Shares to be issued:	A maximum of 42,000,000 A Shares of RMB1.00 each or 420,000,000 A Shares of RMB0.10 each. The final number of A Shares to be issued and the structure of the issue is subject to the approval by CSRC and other Relevant Authorities and adjustments (if any) made by the Board as authorized by the Shareholders at the AGM and the Class Meetings.			

SPECIAL RESOLUTIONS		Number of votes (%) For	Number of votes (%) Against	Total votes
(4) Plan of distribution of accumulated undistributed profits before the A Share Issue:	<p>The Board shall declare the Special Dividend from the audited accumulated undistributed profits of the Company as at 31 December 2007 to all Shareholders prior to the A Share Issue.</p> <p>The Special Dividend shall be RMB0.08 per share of the Company, which will amount to RMB100.12 million in aggregate. The amounts of the Special Dividend to which the holders of H Shares are entitled shall be calculated in RMB but settled in HK\$. The translation rate shall be the average translation rate between HK\$ and RMB as quoted by The People's Bank of China (中國人民銀行) for one complete calendar week prior to the date of announcement in respect of the declaration of the Special Dividend.</p> <p>The Company's accumulated undistributed profits after the distribution of the Special Dividend and from 1 January 2008 to the day prior to completion of the A Share Issue shall be shared by all new and existing Shareholders of the Company after the A Share Issue.</p>	(continued)	(continued)	(continued)
(5) Target subscribers:	Members of the PRC public (i.e. PRC individuals and institutional investors (including qualified foreign institutional investors recognised in the PRC) having A Share accounts with the Shenzhen Stock Exchange), except those prohibited under PRC laws and regulations. The target subscribers are expected to be third parties independent of the Company and its connected persons (as defined in the Listing Rules) as such is expected to be a term of the offer.			
(6) Nominal value:	RMB1.00 or RMB0.10 per A Share (depending on the approval of the Relevant Authorities)			

SPECIAL RESOLUTIONS		Number of votes (%) For	Number of votes (%) Against	Total votes
(7) Rights attached to A Share:	<p>The A Shares, except as otherwise provided for in the applicable laws, rules and regulations and the Articles of Association, will rank pari passu in all respects with the Domestic Shares and H Shares. Once the Proposed A Share Issue is completed, both new and existing Shareholders will be entitled to share the accumulated related earnings at the time of the issue of A Share (after deduction of the amount distributed as Special Dividend).</p> <p>For the avoidance of doubt, the holders of the A Shares will not be entitled to any dividends declared prior to the issue of A Shares.</p>	(continued)	(continued)	(continued)
(8) Basis for determining the issue price:	<p>The issue price of the Proposed A Share Issue will be determined on the basis of market conditions, the condition prevailing in the PRC securities market at the time of the Proposed A Share Issue by way of customary market consultation and such other ways as approved by CSRC. Thus, the amount of funds to be raised from the Proposed A Share Issue cannot be confirmed at the Latest Practicable Date, but the offer price will not be lower than 90% of the higher of (i) the average closing price of the Company's Consolidated H Shares or H Shares (as the case may be) on the Stock Exchange for the 20 Trading Days preceding to the date of the A Share Prospectus or (ii) the closing price of the Company's Consolidated H Shares or H Shares (as the case may be) on the Stock Exchange on the Trading Day immediately preceding to the date of the A Share Prospectus.</p>			
(9) Method of issue:	<p>The issue will be conducted via placement through offline offering to institutional investors as approved by CSRC, and placement through online subscription at issue price, or such other method as approved by CSRC.</p>			

SPECIAL RESOLUTIONS		Number of votes (%) For	Number of votes (%) Against	Total votes
15B.	Subject to the passing of special resolution 15A above, the following terms and conditions in relation to the use of proceeds from the Proposed A Share Issue be and is hereby approved:	755,040,000 (99.996%)	30,000 (0.004%)	755,070,000
	Use of proceeds:			
	The net proceeds from the Proposed A Shares Issue will be used to expand the Company's business in relation to the sale of natural gas, pressure control equipment and gas appliances, the construction of gas pipelines and the provision of repairs and maintenance of gas pipeline services in or outside the PRC.			
	Approximately RMB354,000,000 for investment on the Bo Oi – Zhengzhou Natural Gas Pipeline (博愛－鄭州天然氣管道) Construction Project.			
	Approximately RMB140,000,000 for investment on Zhengzhou Gas High Pressure Circular Gas Pipelines Construction Project and Auxiliary Project (鄭州市燃氣高壓環線及配套工程).			
	Approximately RMB62,000,000 for investment on construction of three natural gas stations.			
	Approximately RMB120,500,000 for acquisition of coal gas assets.			
	The proceeds obtained from the Proposed A Share Issue (after deducting the administrative costs in relation to the Proposed A Share Issue) shall be used to facilitate the above mentioned projects first. To the extent that the net proceeds from the Proposed A Share Issue are higher than the above, the additional net proceeds shall be used as general working capital. To the extent that the net proceeds from the Proposed A Share Issue are not sufficient to fund the uses set forth above, the Company shall fund the balance through various means.			

SPECIAL RESOLUTIONS		Number of votes (%) For	Number of votes (%) Against	Total votes
	<p>The Board is authorised to determine the use of the proceeds by taking into account the actual funds raised and the circumstances of each of the above mentioned projects but subject to the approval of the Relevant Authorities.</p> <p>At this stage, the Board does not intend to use the proceeds in project or areas other than those stated.</p>	(continued)	(continued)	(continued)
15C.	Subject to the passing of special resolution 15A above, the Proposed A Share Issue and each of terms and conditions in relation to the authorization to be given to the Board as set in the notice of AGM dated 10 April 2008 be and is hereby approved.	755,040,000 (99.996%)	30,000 (0.004%)	755,070,000
15D.	Such resolutions 15A, 15B and 15C above be effective for a period of 1 year from the date of approval at the AGM and the separate Class Meetings be approved.	755,040,000 (99.996%)	30,000 (0.004%)	755,070,000
16.	Subject to the passing of the special resolutions 15A, 15B, 15C and 15D above and the approval from the CSRC and other relevant regulatory authorities to the Company for allotment, issue and dealing with the A Shares, (i) the declaration and distribution of the Special Dividend referred to in resolution 15A above be approved and (ii) the Directors be and are hereby authorized to decide all matters relating to the Special Dividends (including the Record Date and closure of register of members).	755,040,000 (99.996%)	30,000 (0.004%)	755,070,000
17.	The amendments of the Articles of Association of the Company in the form as set out in Appendix 1 to the Circular be and are hereby approved and such amendments shall take effect upon completion of the Proposed A Share Issue, conditional upon obtaining any approval, endorsement or registration as may be necessary from the Relevant Authorities, and the Board be and is hereby authorized to deal with on behalf of the Company the relevant application, approval, registration, filing procedures and other related issues arising from the amendments of the Articles of Association; and the Directors be and are hereby authorized and empowered to make further amendments to the Articles of Association in order to fulfill any request that may be raised or made by the Relevant Authorities during the approval, endorsement and/or registration of the amendments of the Articles of Association.	755,040,000 (99.996%)	30,000 (0.004%)	755,070,000

Since each of the above resolutions nos. 1-13 were passed by more than half of the voting rights held by the Shareholders (including proxies) present at the AGM, all the above resolutions nos. 1-13 were duly passed as ordinary resolutions at the AGM.

Since each of the above resolutions nos. 14-17 were passed by more than two-thirds of the voting rights (including proxies) present at the AGM, all the above resolutions nos. 14-17 were duly passed as special resolutions at the AGM.

(ii) Results of the Class Meeting of holders of H Shares

SPECIAL RESOLUTIONS		Number of votes (%) For	Number of votes (%) Against	Total votes
1.	Subject to and conditional upon the obtaining of the approval from the CSRC regarding the proposed Share Consolidation and the Proposed A Share Issue of A Shares of RMB1.00 each and the granting of approval by the Listing Committee for the listing of, and permission to deal in the Consolidated H Shares, the Board is authorized to decide (by reference to the relevant law, rules and regulations and the request of the Relevant Authorities) whether to effect the Share Consolidation on the terms and conditions set out in the notice of H Shares Class Meeting dated 10 April 2008.	74,100,000 (99.87%)	100,000 (0.13%)	74,200,000
2A.	The Proposed A Share Issue and each of the following proposed terms and conditions be and are hereby individually approved:	74,170,000 (99.96%)	30,000 (0.04%)	74,200,000
(1) Type of securities to be issued:	A Shares			
(2) Place of Listing:	Shenzhen Stock Exchange			
(3) Number of A Shares to be issued:	A maximum of 42,000,000 A Shares of RMB1.00 each or 420,000,000 A Shares of RMB0.10 each. The final number of A Shares to be issued and the structure of the issue is subject to the approval by CSRC and other Relevant Authorities and adjustments (if any) made by the Board as authorized by the Shareholders at the AGM and the Class Meetings.			

SPECIAL RESOLUTIONS		Number of votes (%) For	Number of votes (%) Against	Total votes
(4) Plan of distribution of accumulated undistributed profits before the A Share Issue:	The Board shall declare the Special Dividend from the audited accumulated undistributed profits of the Company as at 31 December 2007 to all Shareholders prior to the A Share Issue. The Special Dividend shall be RMB0.08 per share of the Company, which will amount to RMB100.12 million in aggregate. The amounts of the Special Dividend to which the holders of H Shares are entitled shall be calculated in RMB but settled in HK\$. The translation rate shall be the average translation rate between HK\$ and RMB as quoted by The People's Bank of China (中國人民銀行) for one complete calendar week prior to the date of announcement in respect of the declaration of the Special Dividend. The Company's accumulated undistributed profits after the distribution of the Special Dividend and from 1 January 2008 to the day prior to completion of the A Share Issue shall be shared by all new and existing Shareholders of the Company after the A Share Issue.	(continued)	(continued)	(continued)
(5) Target subscribers:	Members of the PRC public (i.e. PRC individuals and institutional investors (including qualified foreign institutional investors recognised in the PRC) having A Share accounts with the Shenzhen Stock Exchange), except those prohibited under PRC laws and regulations. The target subscribers are expected to be third parties independent of the Company and its connected persons (as defined in the Listing Rules) as such is expected to be a term of the offer.			
(6) Nominal value:	RMB1.00 or RMB0.10 per A Share (depending on the approval of the Relevant Authorities)			

SPECIAL RESOLUTIONS		Number of votes (%) For	Number of votes (%) Against	Total votes
(7) Rights attached to A Share:	<p>The A Shares, except as otherwise provided for in the applicable laws, rules and regulations and the Articles of Association, will rank pari passu in all respects with the Domestic Shares and H Shares. Once the Proposed A Share Issue is completed, both new and existing Shareholders will be entitled to share the accumulated related earnings at the time of the issue of A Share (after deduction of the amount distributed as Special Dividend).</p> <p>For the avoidance of doubt, the holders of the A Shares will not be entitled to any dividends declared prior to the issue of A Shares.</p>	(continued)	(continued)	(continued)
(8) Basis for determining the issue price:	<p>The issue price of the Proposed A Share Issue will be determined on the basis of market conditions, the condition prevailing in the PRC securities market at the time of the Proposed A Share Issue by way of customary market consultation and such other ways as approved by CSRC. Thus, the amount of funds to be raised from the Proposed A Share Issue cannot be confirmed at the Latest Practicable Date, but the offer price will not be lower than 90% of the higher of (i) the average closing price of the Company's Consolidated H Shares or H Shares (as the case may be) on the Stock Exchange for the 20 Trading Days preceding to the date of the A Share Prospectus or (ii) the closing price of the Company's Consolidated H Shares or H Shares (as the case may be) on the Stock Exchange on the Trading Day immediately preceding to the date of the A Share Prospectus.</p>			
(9) Method of issue:	<p>The issue will be conducted via placement through offline offering to institutional investors as approved by CSRC, and placement through online subscription at issue price, or such other method as approved by CSRC.</p>			

SPECIAL RESOLUTIONS		Number of votes (%) For	Number of votes (%) Against	Total votes
2B.	Subject to the passing of special resolution 2A above, the following terms and conditions in relation to the use of proceeds from the Proposed A Share Issue be and is hereby approved:	74,170,000 (99.96%)	30,000 (0.04%)	74,200,000
	Use of proceeds:			
	The net proceeds from the Proposed A Shares Issue will be used to expand the Company's business in relation to the sale of natural gas, pressure control equipment and gas appliances, the construction of gas pipelines and the provision of repairs and maintenance of gas pipeline services in or outside the PRC.			
	Approximately RMB354,000,000 for investment on the Bo Oi – Zhengzhou Natural Gas Pipeline (博愛 – 鄭州天然氣管道) Construction Project.			
	Approximately RMB140,000,000 for investment on Zhengzhou High Pressure Circular Gas Pipelines Construction Project and Auxiliary Project (鄭州市燃氣高壓環線及配套工程).			
	Approximately RMB62,000,000 for investment on construction of three natural gas stations.			
	Approximately RMB120,500,000 for acquisition of coal gas assets.			
	The proceeds obtained from the Proposed A Share Issue (after deducting the administrative costs in relation to the Proposed A Share Issue) shall be used to facilitate the above mentioned projects first. To the extent that the net proceeds from the Proposed A Share Issue are higher than the above, the additional net proceeds shall be used as general working capital. To the extent that the net proceeds from the Proposed A Share Issue are not sufficient to fund the uses set forth above, the Company shall fund the balance through various means.			

SPECIAL RESOLUTIONS		Number of votes (%) For	Number of votes (%) Against	Total votes
	<p>The Board is authorised to determine the use of the proceeds by taking into account the actual funds raised and the circumstances of each of the above mentioned projects but subject to the approval of the Relevant Authorities.</p> <p>At this stage, the Board does not intend to use the proceeds in project or areas other than those stated.</p>	(continued)	(continued)	(continued)
2C.	Subject to the passing of special resolution 2A above, the Proposed A Share Issue and each of terms and conditions in relation to the authorization to be given to the Board as set in the notice of H Shares Class Meeting dated 10 April 2008 be and is hereby approved.	74,170,000 (99.96%)	30,000 (0.04%)	74,200,000
2D.	Such resolutions 2A, 2B and 2C above be effective for a period of 1 year from the date of approval at the AGM and the separate Class Meetings be approved.	74,170,000 (99.96%)	30,000 (0.04%)	74,200,000
3.	Subject to the passing of the special resolutions 2A, 2B, 2C and 2D above and the approval from the CSRC and other relevant regulatory authorities to the Company for allotment, issue and dealing with the A Shares, (i) the declaration and distribution of the Special Dividend referred to in resolution 2A above be approved and (ii) the Directors be and are hereby authorized to decide all matters relating to the Special Dividends (including the Record Date and closure of register of members).	74,170,000 (99.96%)	30,000 (0.04%)	74,200,000

Since all the above resolutions were passed by more than two-thirds of the voting rights held by the holders of H Shares (including proxies) present at the Class Meeting of holders of H Shares, they were duly passed as special resolutions at the Class Meeting of holders of H Shares.

(iii) Results of the Class Meeting of holders of Domestic Shares

SPECIAL RESOLUTIONS		Number of votes (%) For	Number of votes (%) Against	Total votes
1.	Subject to and conditional upon the obtaining of the approval from the CSRC regarding the proposed Share Consolidation and the Proposed A Share Issue of A Shares of RMB1.00 each and the granting of approval by the Listing Committee for the listing of, and permission to deal in the Consolidated H Shares, the Board is authorized to decide (by reference to the relevant law, rules and regulations and the request of the Relevant Authorities) whether to effect the Share Consolidation on the terms and conditions set out in the notice of Domestic Shares Class Meeting dated 10 April 2008.	700,840,000 (100%)	0 (0%)	700,840,000

SPECIAL RESOLUTIONS		Number of votes (%) For	Number of votes (%) Against	Total votes	
2A.	The Proposed A Share Issue and each of the following proposed terms and conditions be and are hereby individually approved:	700,840,000 (100%)	0 (0%)	700,840,000	
	(1) Type of securities to be issued:				A Shares
	(2) Place of Listing:				Shenzhen Stock Exchange
	(3) Number of A Shares to be issued:				A maximum of 42,000,000 A Shares of RMB1.00 each or 420,000,000 A Shares of RMB0.10 each. The final number of A Shares to be issued and the structure of the issue is subject to the approval by CSRC and other Relevant Authorities and adjustments (if any) made by the Board as authorized by the Shareholders at the AGM and the Class Meetings.
	(4) Plan of distribution of accumulated undistributed profits before the A Share Issue:	The Board shall declare the Special Dividend from the audited accumulated undistributed profits of the Company as at 31 December 2007 to all Shareholders prior to the A Share Issue. The Special Dividend shall be RMB0.08 per share of the Company, which will amount to RMB100.12 million in aggregate. The amounts of the Special Dividend to which the holders of H Shares are entitled shall be calculated in RMB but settled in HK\$. The translation rate shall be the average translation rate between HK\$ and RMB as quoted by The People's Bank of China (中國人民銀行) for one complete calendar week prior to the date of announcement in respect of the declaration of the Special Dividend. The Company's accumulated undistributed profits after the distribution of the Special Dividend and from 1 January 2008 to the day prior to completion of the A Share Issue shall be shared by all new and existing Shareholders of the Company after the A Share Issue.			

SPECIAL RESOLUTIONS		Number of votes (%) For	Number of votes (%) Against	Total votes
(5) Target subscribers:	Members of the PRC public (i.e. PRC individuals and institutional investors (including qualified foreign institutional investors recognised in the PRC) having A Share accounts with the Shenzhen Stock Exchange), except those prohibited under PRC laws and regulations. The target subscribers are expected to be third parties independent of the Company and its connected persons (as defined in the Listing Rules) as such is expected to be a term of the offer.	(continued)	(continued)	(continued)
(6) Nominal value:	RMB1.00 or RMB0.10 per A Share (depending on the approval of the Relevant Authorities)			
(7) Rights attached to A Share:	<p>The A Shares, except as otherwise provided for in the applicable laws, rules and regulations and the Articles of Association, will rank pari passu in all respects with the Domestic Shares and H Shares. Once the Proposed A Share Issue is completed, both new and existing Shareholders will be entitled to share the accumulated related earnings at the time of the issue of A Share (after deduction of the amount distributed as Special Dividend).</p> <p>For the avoidance of doubt, the holders of the A Shares will not be entitled to any dividends declared prior to the issue of A Shares.</p>			

SPECIAL RESOLUTIONS		Number of votes (%) For	Number of votes (%) Against	Total votes
(8) Basis for determining the issue price:	The issue price of the Proposed A Share Issue will be determined on the basis of market conditions, the condition prevailing in the PRC securities market at the time of the Proposed A Share Issue by way of customary market consultation and such other ways as approved by CSRC. Thus, the amount of funds to be raised from the Proposed A Share Issue cannot be confirmed at the Latest Practicable Date, but the offer price will not be lower than 90% of the higher of (i) the average closing price of the Company's Consolidated H Shares or H Shares (as the case may be) on the Stock Exchange for the 20 Trading Days preceding to the date of the A Share Prospectus or (ii) the closing price of the Company's Consolidated H Shares or H Shares (as the case may be) on the Stock Exchange on the Trading Day immediately preceding to the date of the A Share Prospectus.	(continued)	(continued)	(continued)
(9) Method of issue:	The issue will be conducted via placement through offline offering to institutional investors as approved by CSRC, and placement through online subscription at issue price, or such other method as approved by CSRC.			

SPECIAL RESOLUTIONS		Number of votes (%) For	Number of votes (%) Against	Total votes
2B.	Subject to the passing of special resolution 2A above, the following terms and conditions in relation to the use of proceeds from the Proposed A Share Issue be and is hereby approved:	700,840,000 (100%)	0 (0%)	700,840,000
Use of proceeds:	The net proceeds from the Proposed A Shares Issue will be used to expand its business in relation to the sale of natural gas, pressure control equipment and gas appliances, the construction of gas pipelines and the provision of repairs and maintenance of gas pipeline services in or outside the PRC.			
	Approximately RMB354,000,000 for investment on the Bo Oi – Zhengzhou Natural Gas Pipeline (博愛 – 鄭州天然氣管道) Construction Project.			
	Approximately RMB140,000,000 for investment on Zhengzhou Gas High Pressure Circular Gas Pipelines Construction Project and Auxiliary Project (鄭州市燃氣高壓環線及配套工程).			
	Approximately RMB62,000,000 for investment on construction of three natural gas stations.			
	Approximately RMB120,500,000 for acquisition of coal gas assets.			
	The proceeds obtained from the Proposed A Share Issue (after deducting the administrative costs in relation to the Proposed A Share Issue) shall be used to facilitate the above mentioned projects first. To the extent that the net proceeds from the Proposed A Share Issue are higher than the above, the additional net proceeds shall be used as general working capital. To the extent that the net proceeds from the Proposed A Share Issue are not sufficient to fund the uses set forth above, the Company shall fund the balance through various means.			

SPECIAL RESOLUTIONS		Number of votes (%) For	Number of votes (%) Against	Total votes
	<p>The Board is authorised to determine the use of the proceeds by taking into account the actual funds raised and the circumstances of each of the above mentioned projects but subject to the approval of the Relevant Authorities.</p> <p>At this stage, the Board does not intend to use the proceeds in project or areas other than those stated.</p>	(continued)	(continued)	(continued)
2C.	Subject to the passing of special resolution 2A above, the Proposed A Share Issue and each of terms and conditions in relation to the authorization to be given to the Board as set in the notice of Domestic Shares Class Meeting dated 10 April 2008 be and is hereby approved.	700,840,000 (100%)	0 (0%)	700,840,000
2D.	Such resolutions 2A, 2B and 2C above be effective for a period of 1 year from the date of approval at the AGM and the separate Class Meetings be approved.	700,840,000 (100%)	0 (0%)	700,840,000
3.	Subject to the passing of the special resolutions 2A, 2B, 2C and 2D above and the approval from the CSRC and other relevant regulatory authorities to the Company for allotment, issue and dealing with the A Shares, (i) the declaration and distribution of the Special Dividend referred to in resolution 2A above be approved and (ii) the Directors be and are hereby authorized to decide all matters relating to the Special Dividends (including the Record Date and closure of register of members).	700,840,000 (100%)	0 (0%)	700,840,000

Since all the above resolutions were passed by more than two-thirds of the voting rights held by the holders of Domestic Shares (including proxies) present at the Class Meeting of holders of Domestic Shares, they were duly passed as special resolutions at the Class Meeting of holders of Domestic Shares.

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 and the Class Meetings for the purpose of vote-taking.

As (i) the proposed Share Consolidation; (ii) the Proposed A Share Issue; (iii) the proposed amendments of the Articles of Association; (iv) the proposed amendments of the independent directors rules and the Procedural Rules; (v) the proposed adoption of the Administrative Measures Regarding The Use of Proceeds; and (vi) the proposed declaration of Special Dividend are subject to a number of conditions which may or may not be fulfilled, they may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the H Shares.

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

Zhengzhou, the PRC
26 May 2008

* for identification purposes only

As at the date of this announcement, the members of the Board include (i) the executive directors of the Company, namely, Mr. Yan Guoqi (閔國起) (Chairman), Mr. Li Jinlu (李金陸) and Mr. Li Hongwei (李紅衛); (ii) the non-executive directors of the Company, namely, Mr. Song Jinhui (宋金會), Mr. Zhang Wushan (張武山), Mr. Ding Ping (丁平) and Mr. Hao Ganjun (郝幹軍); and (iii) the independent non-executive directors of the Company, namely, Mr. Zhang Yichun (張亦春), Mr. Liu Jianwen (劉劍文), Ms. Yu Shulian (余恕蓮) and Mr. Wong Ping (王平).