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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)

HOLDING ANNOUNCEMENT AND ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE

This announcement is made pursuant to Rule 3.7 of the Takeovers Code and Rule 13.09 of the Listing Rules. The Company makes this holding announcement to inform the public of the current status of the Company. Trading in H shares of the Company on the Stock Exchange has been suspended at the request of the Company since 9:30 a.m. on 27 October 2009 pending publication of an announcement in relation to the Potential Cooperation.

Reference is made to the announcements issued by the Company dated 9 July 2009, 6 August 2009, 11 August 2009, 10 September 2009 and 9 October 2009 in relation to the potential cooperation between Zhengzhou Gas Group and CRGH (the “**Potential Cooperation**”). Capitalized terms used herein shall have the same meanings as those defined in the announcement of the Company of 9 July 2009, unless specified otherwise.

The Company is advised by Zhengzhou Gas Group that China Resources Gas (China) Investment Limited (華潤燃氣(中國)投資有限公司) (“**CRGCI**”), a wholly-owned subsidiary of China Resources Gas Group Limited (stock code: 1193), has taken the place of CRGH in the negotiation of the Potential Cooperation with Zhengzhou SASAC and/or Zhengzhou Gas Group. As at the date of this announcement, Zhengzhou SASAC and/or Zhengzhou Gas Group and CRGCI are in the process of finalizing the relevant definitive agreements relating to the Potential Cooperation. An announcement setting out, among others, details of the Potential Cooperation will be published as soon as practicable following the finalization and execution of such agreements and in any event in compliance with the Takeovers Code and the Listing Rules.

Trading in shares of the Company on the Stock Exchange will remain suspended pending the publication of the aforesaid announcement in relation to the Potential Cooperation.

**SHAREHOLDERS OF THE COMPANY AND INVESTORS SHOULD EXERCISE CAUTION
WHEN DEALING IN THE SHARES.**

DIRECTORS' JOINT AND SEVERAL RESPONSIBILITIES

All directors of the Company jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

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

Zhengzhou, the PRC
6 November 2009

As at the date of this announcement, the Board of Directors of the Company comprises three executive Directors, namely Mr. Yan Guoqi, Mr. Li Jinlu and Mr. Li Hongwei, four non-executive Directors, namely Mr. Song Jinhui, Mr. Zhang Wushan, 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*