



# CHINA GAS HOLDINGS LIMITED

中國燃氣控股有限公司\*

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 384)

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “SGM”) of the shareholders of China Gas Holdings Limited (the “Company”) will be held at Room 1601, 16th Floor, AXA Centre, 151 Gloucester Road, Wanchai, Hong Kong on Tuesday, 22 July 2008 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

### ORDINARY RESOLUTION

“**THAT**

- (a) the equity transfer agreement (the “**Zhejiang Hua Chen Agreement**”) (a copy of which has been produced to the SGM marked “A” and signed by the chairman of the SGM for the purpose of identification) dated 24 March 2008 and entered into between Zhongran Investment Limited (“**Zhongran Investment**”), a wholly owned subsidiary of the Company, as purchaser and Zhejiang Hua Chen Energy Co. Ltd. as vendor in relation to the sale and purchase of 35.27% interest in Zhejiang Zhongyou Hua Dian Energy Co. Ltd. (“**Zhongyou Hua Dian**”) at a total consideration of RMB318,000,000 (equivalent to approximately HK\$349,800,000) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the equity transfer agreement (the “**Shenzhen Chun Shun Agreement**”) (a copy of which has been produced to the SGM marked “B” and signed by the chairman of the SGM for the purpose of identification) dated 24 March 2008 and entered into between Zhongran Investment, as purchaser and Shenzhen City Chun Shun Shipping Co. Ltd., as vendor in relation to the sale and purchase of 7.23% interest in Zhongyou Hua Dian at a total consideration of RMB43,380,000 (equivalent to approximately HK\$47,718,000) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;

- (c) the equity transfer agreement (the “**Wenzhou Li Tian Agreement**”) (a copy of which has been produced to the SGM marked “C” and signed by the chairman of the SGM for the purpose of identification) dated 24 March 2008 and entered into between Zhongran Investment, as purchaser and Wenzhou Li Itan Investment Co. Ltd. as vendor in relation to the sale and purchase of 5.00% interest in Zhongyou Hua Dian at a total consideration of RMB30,000,000 (equivalent to approximately HK\$33,000,000) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (d) the equity transfer agreement (the “**Dong Tou Xin Cheng Agreement**”) (a copy of which has been produced to the SGM marked “D” and signed by the chairman of the SGM for the purpose of identification) dated 24 March 2008 and entered into between Zhongran Investment, as purchaser and Dong Tou Xian Xin Cheng Development Co. as vendor in relation to the sale and purchase of 5.50% interest in Zhongyou Hua Dian at a total consideration of RMB33,000,000 (equivalent to approximately HK\$36,300,000) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (e) the equity transfer agreement (the “**CCP Agreement**”) (a copy of which has been produced to the SGM marked “E” and signed by the chairman of the SGM for the purpose of identification) dated 10 May 2008 and entered into between Zhongran Investment, as purchaser and China Petroleum Pipeline Bureau as vendor in relation to the sale and purchase of 30% interest in Zhongyou Hua Dian at a total consideration of RMB180,000,000 (equivalent to approximately HK\$198,000,000) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (f) any one or more of the directors (the “**Directors**”) of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Zhejiang Hua Chen Agreement, Shenzhen Chun Shun Agreement, Wenzhou Li Tian Agreement, Dong Tou Xin Cheng Agreement and CCP Agreement and the transactions contemplated thereunder”

By order of the Board  
**China Gas Holdings Limited**  
**Liu Ming Hui**  
*Managing Director*

Hong Kong, 30 June 2008

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Head office and principal place of  
business in Hong Kong:*  
Room 1601  
16th Floor  
AXA Centre  
151 Gloucester Road  
Wanchai  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the SGM is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the SGM is enclosed. Whether or not you intend to attend the SGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor services Limited, 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. In the case of joint holders of shares, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holder are present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

*As at the date of this announcement, Mr. Li Xiao Yun, Mr. Xu Ying, Mr. Liu Ming Hui, Mr. Ma Jin Long and Mr. Zhu Wei Wei are the executive Directors, Mr. Feng Zhuo Zhi, Mr. Mark Gelinis, Mr. Joe Yamagata and Mr. R.K. Goel are the non-executive Directors and Mr. Zhao Yu Hua, Dr. Mao Er Wan and Ms. Wong Sin Yue, Cynthia are the independent non-executive Directors.*

*\* For identification purposes only*