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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 of China Gas Holdings Limited (the “**Company**”) will be held at Level 5, Taishan Room, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 28 August 2009 at 11:15 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company by way of poll:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the directors (the “**Directors**”) of the Company be and are hereby authorised to grant to Mr. Li Xiao Yun share options (the “**Options**”) to subscribe 5,000,000 ordinary shares (each a “**Share**”) of HK\$0.01 each in the capital of the Company at the subscription price of HK\$2.10 per Share subject to such conditions (if any) on the exercise of the Options as stipulated in the offer letter issued pursuant to the share option scheme (the “**Share Option Scheme**”) adopted by the Company on 6 February 2003;
- (b) the Directors be and are hereby authorised to grant to Mr. Zhu Wei Wei Options to subscribe 4,000,000 Shares at the subscription price of HK\$2.10 per Share subject to such conditions (if any) on the exercise of the Options as stipulated in the offer letter issued pursuant to the Share Option Scheme;
- (c) the Directors be and are hereby authorised to grant to Mr. Ma Jin Long Options to subscribe 4,000,000 Shares at the subscription price of HK\$2.10 per Share subject to such conditions (if any) on the exercise of the Options as stipulated in the offer letter issued pursuant to the Share Option Scheme;

- (d) the Directors be and are hereby authorised to grant to Mr. Feng Zhou Zhi Options to subscribe 3,000,000 Shares at the subscription price of HK\$2.10 per Share subject to such conditions (if any) on the exercise of the Options as stipulated in the offer letter issued pursuant to the Share Option Scheme;
- (e) the Directors be and are hereby authorised to grant to Mr. Joe Yamagata Options to subscribe 3,000,000 Shares at the subscription price of HK\$2.10 per Share subject to such conditions (if any) on the exercise of the Options as stipulated in the offer letter issued pursuant to the Share Option Scheme;
- (f) the Directors be and are hereby authorised to grant to Mr. R.K. Goel Options to subscribe 3,000,000 Shares at the subscription price of HK\$2.10 per Share subject to such conditions (if any) on the exercise of the Options as stipulated in the offer letter issued pursuant to the Share Option Scheme;
- (g) the Directors be and are hereby authorised to grant to Mr. Kim Joong Ho Options to subscribe 3,000,000 Shares at the subscription price of HK\$2.10 per Share subject to such conditions (if any) on the exercise of the Options as stipulated in the offer letter issued pursuant to the Share Option Scheme;
- (h) the Directors be and are hereby authorised to grant to Mr. William Rackets Options to subscribe 3,000,000 Shares at the subscription price of HK\$2.10 per Share subject to such conditions (if any) on the exercise of the Options as stipulated in the offer letter issued pursuant to the Share Option Scheme;
- (i) the Directors be and are hereby authorised to grant to Mr. Zhao Yu Hua Options to subscribe 3,000,000 Shares at the subscription price of HK\$2.10 per Share subject to such conditions (if any) on the exercise of the Options as stipulated in the offer letter issued pursuant to the Share Option Scheme;
- (j) the Directors be and are hereby authorised to grant to Dr. Mao Er Wan Options to subscribe 3,000,000 Shares at the subscription price of HK\$2.10 per Share subject to such conditions (if any) on the exercise of the Options as stipulated in the offer letter issued pursuant to the Share Option Scheme;
- (k) the Directors be and are hereby authorised to grant to Ms. Wong Sin Yue, Cynthia Options to subscribe 3,000,000 Shares at the subscription price of HK\$2.10 per Share subject to such conditions (if any) on the exercise of the Options as stipulated in the offer letter issued pursuant to the Share Option Scheme;
- (l) the Directors be and are hereby authorised to grant to Mr. Xu Ying Options to subscribe 100,000,000 Shares at the subscription price of HK\$2.10 per Share subject to such conditions (if any) on the exercise of the Options as stipulated in the offer letter issued pursuant to the Share Option Scheme;

- (m) the Directors be and are hereby authorised to grant to Mr. Liu Ming Hui Options to subscribe 100,000,000 Shares at the subscription price of HK\$2.10 per Share subject to such conditions (if any) on the exercise of the Options as stipulated in the offer letter issued pursuant to the Share Option Scheme;
- (n) the Directors be and are hereby authorised to grant to Mr. Huang Yong Options to subscribe 100,000,000 Shares at the subscription price of HK\$2.10 per Share subject to such conditions (if any) on the exercise of the Options as stipulated in the offer letter issued pursuant to the Share Option Scheme; and
- (o) the Directors or a duly authorised committee thereof be and are hereby authorised to do any act or things to sign, seal, execute and/or deliver any documents for and on behalf of the Company as may be necessary, desirable or expedient in connection with the grant of the Options.”

2. **“THAT**

- (a) the refreshment (the **“Proposed Refreshment”**) of the total number of Shares which may be issued upon the exercise of Option to be granted under the Share Option Scheme to up to 1.41 per cent. of the Shares in issue as at the date of passing of this resolution be and is hereby approved; and
- (b) any one or more of the Directors be and is/are hereby authorised to take all such acts and things and execute all such documents, including under seal where applicable, as he/she/they consider(s) necessary or expedient in his/her/their opinion to implement and/or give effect to the Proposed Refreshment.”

Yours faithfully,
For and on behalf of the board of directors of
China Gas Holdings Limited
Yang Yan Tung Doris
Company Secretary

Hong Kong, 11 August 2009

* *for identification purpose only*

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Notes:

1. A member entitled to attend and vote at the SGM is entitled to appoint one or more proxy to attend and, subject to 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. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited 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, at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th 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. 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 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 holders are present at the SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

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. Joe Yamagata, Mr. R.K. Goel, Mr. Kim Joong Ho and Mr. William Rackets 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.