

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



CHINA GAS HOLDINGS LIMITED
中國燃氣控股有限公司*
(incorporated in Bermuda with limited liability)

(Stock Code: 384)

MAJOR AND CONNECTED TRANSACTION:
RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 12 AUGUST 2004

The Board is pleased to announce that the SGM was held on 12 August 2004 and the ordinary resolution approving the Share Transfer Agreement in relation to the acquisition of 30% equity interests in 淮南中燃城市燃氣發展有限公司 (Huainan China Gas City Gas Development Company Limited) and the transactions contemplated thereunder was duly passed by way of poll.

Reference is made to the press announcement dated 24 May 2004 and the circular (the “**Circular**”) dated 9 July 2004 of the Company regarding the Acquisition. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise stated.

RESULTS OF THE SGM

As set out in the notice convening the SGM dated 9 July 2004, ordinary resolution in respect of the Share Transfer Agreement in relation to the acquisition of 30% equity interests in 淮南中燃城市燃氣發展有限公司 (Huainan China Gas City Gas Development Company Limited) and the transactions contemplated thereunder was proposed to be considered and, if thought fit, passed at the SGM.

The resolution was voted by way of poll. The Company’s share registrar, Computershare Hong Kong Investor Services Limited, was appointed as scrutineer for the vote-taking in the SGM.

It was stated in the Circular that Huainan Natural Gas and its associates would have to abstain from voting at the SGM. As at the date of the SGM, Huainan Natural Gas and its associates did not have any shareholding interests in the Company. As such, no Shareholders have abstained from voting at the SGM.

As at the date of the SGM, there were a total number of 1,754,151,765 Shares in issue. Independent Shareholders holding 1,754,151,765 Shares were entitled to attend and vote for or against the resolution at the SGM.

The results of the voting at the SGM are as follows:

Resolution	Number of Shares (%)	
	For	Against
1. To approve the Share Transfer Agreement in relation to the acquisition of 30% equity interests in 淮南中燃城市燃氣發展有限公司 (Huainan China Gas City Gas Development Company Limited) and the transactions contemplated thereunder.	667,754,585 (100%)	Nil (Nil)

Accordingly, the resolution was duly passed by way of a poll at the SGM.

By order of the board of directors of
China Gas Holdings Limited
Liu Ming Hui
Managing Director

Hong Kong, 12 August 2004

** for identification purpose only*

As at the date of this announcement, Mr. Li Xiaoyun, Mr. Xu Ying, Mr. Liu Ming Hui, Mr. Ma Jin Long and Mr. Zhu Wei Wei are the executive Directors, Mr. Wu Bangjie is the non-executive Director and Mr. Zhao Yu Hua, Dr. Mao Er Wan and Ms. Wong Sin Yue, Cynthia are the independent non-executive Directors.

Please also refer to the published version of this announcement in The Standard.