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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)

MAJOR AND CONNECTED TRANSACTIONS:

RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 12 OCTOBER 2004

The Board is pleased to announce that the SGM was held on 12 October 2004 and the ordinary resolutions approving the Great Sun Agreement, the Share Transfer Agreements and the transactions contemplated thereunder were duly passed by way of poll.

Reference is made to the press announcement dated 23 August 2004 and the circular (the “**Circular**”) dated 24 September 2004 of the Company regarding the Great Sun Acquisition and the JV 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 24 September 2004, ordinary resolutions in respect of the Great Sun Agreement, the Share Transfer Agreements and the transactions contemplated thereunder were proposed to be considered and, if thought fit, passed at the SGM.

The resolutions were voted by way of poll. The Company’s branch 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 Famestar, Beijing YLC, Great Sun and their respective associates would have to abstain from voting at the SGM. As at the date of the SGM, none of Famestar, Beijing YLC, Great Sun nor their respective associates 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. Shareholders holding 1,754,151,765 Shares were entitled to attend and vote for or against the resolutions at the SGM.

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

Resolutions	Number of Shares (%)	
	For	Against
1. To approve the Great Sun Agreement in relation to the acquisition of, among other things, the entire issued share capital of Great Sun and the transactions contemplated thereunder	800,388,973 (100%)	Nil (Nil)
2. To approve the Hanchuan Agreement in relation to the acquisition of 10% equity interests in Hanchuan Jiaxu and the transactions contemplated thereunder	800,388,973 (100%)	Nil (Nil)
3. To approve the Xiaogan Agreement in relation to the acquisition of 10% equity interests in Xiaogan Jiaxu and the transactions contemplated thereunder	800,388,973 (100%)	Nil (Nil)
4. To approve the Yingcheng Agreement in relation to the acquisition of 10% equity interests in Yingcheng Jiaxu and the transactions contemplated thereunder	800,388,973 (100%)	Nil (Nil)
5. To approve the Yumeng Agreement in relation to the acquisition of 10% equity interests in Yumeng Jiaxu and the transactions contemplated thereunder	800,388,973 (100%)	Nil (Nil)

Accordingly, the resolutions were duly passed by way of a poll at the SGM.

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

Hong Kong, 12 October 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.