



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 (“SGM”) of the shareholders of China Gas Holdings Limited (the “**Company**”) will be held at 16th Floor, AXA Centre, 151 Gloucester Road, Wanchai, Hong Kong, on 9 December 2004 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT**, subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the shares of HK\$0.01 each in the Company (the “**Subscription Shares**”) to be subscribed by Sinopec Corp. pursuant to the subscription agreement dated 31 October 2004 (the “**Subscription Agreement**”) entered into between the Company and Sinopec Corp.;

(A) the subscription of 210,000,000 Subscription Shares pursuant to the Subscription Agreement be and is hereby approved; and

(B) the directors of the Company be and are hereby authorised to (i) allot and issue the Subscription Shares; and (ii) to do all such acts and things as they consider necessary, desirable or expedient to give effect to any or all other transactions contemplated in this resolution.”

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

Hong Kong, 23 November 2004

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal
place of business in Hong Kong:*
16th Floor
AXA Center
No. 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 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. 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 head office and principal place of business of the Company in Hong Kong at 16th Floor, AXA Centre, No. 151 Gloucester Road, Wanchai, 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 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 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.

** For identification purpose only*

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