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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 (the “SGM”) of China Gas Holdings Limited (the “Company”) will be held at Island Ballroom C, Level 5, Island Shangri-la, Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on 26 April 2011, at 10:00 a.m., for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. **“THAT** Mr. Li Xiao Yun (李小雲) be and is hereby removed from the office as director of the Company with effect upon the passing of this resolution.”
2. **“THAT** Mr. Xu Ying (徐鷹) be and is hereby removed from the office as director of the Company with effect upon the passing of this resolution.”
3. **“THAT** Mr. Liu Ming Hui (劉明輝) be and is hereby removed from the office as director of the Company with effect upon the passing of this resolution.”

By the order of the Board of
China Gas Holdings Limited
Wong Sin Yue, Cynthia
Chairperson

Hong Kong, 6 April 2011

Principal place of business in Hong Kong:

Room 1601
16th Floor
AXA Centre
151 Gloucester Road
Wanchai
Hong Kong

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint one or, if he is a holder of more than one Share, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a form of proxy must be completed in accordance with the instructions printed thereon and deposited together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof at the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the SGM or any adjournment thereon. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.
3. Where there are joint holders of any shares, any one of such joint holders may vote at the meeting personally or by proxy in respect of such shares as if he was solely entitled thereto provided that if more than one of such joint holders be present at the meeting personally or by proxy, the person 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.
4. As at the date of this announcement, the Board comprises of seven executive directors, namely Mr. Li Xiao Yun, Mr. Xu Ying, Mr. Liu Ming Hui, Mr. Leung Wing Cheong, Eric (joint managing Director), Mr. Pang Ying Xue (joint managing Director), Mr. Ma Jin Long and Mr. Zhu Wei Wei five non-executive directors, namely Mr. Feng Zhuo Zhi, Mr. Joe Yamagata, Mr. P.K. Jain, Mr. Moon Duk Kyu and Mr. Mulham Al Jarf and three independent non-executive directors, namely Mr. Zhao Yu Hua, Dr. Mao Er Wan and Ms. Wong Sin Yue, Cynthia (non-executive Chairperson).

* *For identification purpose only*