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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 16 AUGUST 2011

The Board is pleased to announce that all resolutions as set out in the AGM Notice were duly passed by way of a poll at the AGM.

Reference was made to the circular (“GM Circular”) and the notice of annual general meeting (“AGM”) both dated 18 July 2011 (the “AGM Notice”) of China Gas Holdings Limited (the “Company”). Unless otherwise specified, terms in this announcement shall have the same meanings as those defined in the GM Circular.

POLL RESULTS OF ANNUAL GENERAL MEETING

The Board is pleased to announce that all the resolutions (“Resolutions”) set out in the AGM Notice were duly passed by way of a poll at the AGM held on 16 August 2011.

As at the date of the AGM, the issued share capital of the Company was 4,383,055,098 Shares which was the total number of shares entitling the holders to attend and vote for or against all resolutions. There were no restrictions on any Shareholders casting votes on any of the proposed resolutions at the AGM.

Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong, acted as scrutineer for the poll at the AGM.

The poll results in respect of the resolutions proposed at the AGM are as follows:

Ordinary resolutions		Numbers of votes and percentage	
		For	Against
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and of the auditors of the Company for the year ended 31 March 2011.	2,167,451,446 (99.9999%)	2,000 (0.0001%)
2.	To declare a final dividend of HK2.2 cents per share.	2,229,003,093 (100%)	0 (0%)
3.	a i. To re-elect Mr. LEUNG Wing Cheong, Eric as Director.	2,285,962,079 (97.8%)	51,491,014 (2.2%)
	ii. To re-elect Mr. PANG Yingxue as Director.	2,153,171,189 (92.12%)	184,283,904 (7.88%)
	iii. To re-elect Mr. P K JAIN as Director.	2,182,685,542 (93.38%)	154,767,551 (6.62%)
	iv. To re-elect MR. ZHU Weiwei as Director.	1,858,950,918 (79.53%)	478,502,175 (20.47%)
	v. To re-elect Mr. ZHAO Yuhua as Director.	2,266,847,189 (96.98%)	70,605,904 (3.02%)
	vi. To re-elect Mr. Jo YAMAGATA as Director.	2,252,329,093 (96.36%)	85,124,000 (3.64%)
	b	To authorize the Board to fix the Directors' remuneration.	2,193,585,189 (98.41%)
4.	To consider the appointment of the Company's auditors and to authorize the Board to fix their remuneration.	2,229,001,093 (99.99991%)	2,000 (0.00009%)
5.	To grant a general mandate to the Directors to repurchase the Company's own shares.	2,229,001,093 (99.99991%)	2,000 (0.00009%)
6.	To grant a general mandate to the Directors to issue and allot the Company's shares.	1,289,654,674 (57.78%)	942,372,419 (42.22%)
7.	To include nominal amount of the shares repurchased by the Company in Resolution No. 5 to mandate granted to the Directors in Resolution No. 6.	1,747,412,674 (78.43%)	480,458,419 (21.57%)

By Order of the Board of
CHINA GAS HOLDINGS LIMITED
LI Man Kit
Company Secretary

Hong Kong, 16 August 2011

As at the date of this announcement, Mr. LEUNG Wing Cheong, Eric, Mr. PANG Yingxue, Mr. ZHU Wei Wei and Mr. MA Jin Long are the executive Directors, Mr. FENG Zhuozhi, Mr. Jo YAMAGATA, Mr. P K JAIN, Mr. MOON Duk Kyu and Mr. Mulham AL-JARF are the non-executive Directors, Mr. Mark D. GELINAS as alternate to Mr. AL-JARF, and Mr. ZHAO Yuhua, Dr. MAO Erwan and Ms. WONG Sin Yue, Cynthia are the independent non-executive Directors.

** for identification purpose only*