



**CHINA GAS HOLDINGS LIMITED**  
**中國燃氣控股有限公司\***

(Incorporated in Bermuda with limited liability)

(Stock Code: 384)

**FORM OF PROXY FOR SPECIAL GENERAL MEETING**  
**(OR ANY ADJOURNMENT THEREOF)**

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_  
share(s) of HK\$0.01 each in the capital of abovenamed company (the "Company"). **HEREBY APPOINT<sup>3</sup>** the  
Chairman of the meeting or failing him \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the said meeting of the Company to be  
held at Room 1601, 16/F, AXA Centre, 151 Gloucester Road, Wan Chai, Hong Kong on Tuesday, 22 July 2008  
at 11:00 a.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the  
said meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

Resolution	For	Against
To approve the Zhejiang Hua Chen Agreement, Shenzhen Chun shun Agreement, Wenzhou Li Tian Agreement, Dong Tou Xin Cheng Agreement and CCP Agreement (as defined in the circular) and the transactions contemplated thereunder		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2008

Signature(s)<sup>6</sup> \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s), if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, delete the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK ("✓") IN THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Hong Kong Branch Share Registrar of the Company, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the said meeting or adjourned meeting.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or other person duly authorised.
7. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.

\* For identification purpose only