



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 ANNUAL GENERAL MEETING
(OR ANY ADJOURNMENT THEREOF)

I/We¹ _____
of _____
being the registered holder(s) of² _____
share(s) of HK\$0.01 each in the capital of abovenamed company (the "Company"). **HEREBY APPOINT³** 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 10:00 a.m. on Thursday, 19 August 2010 at Salon IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong (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.

		FOR ⁴	AGAINST ⁴
1.	To receive and consider the audited consolidated financial statements and the reports of directors and auditors of the Company for the year ended 31 March 2010.		
2.	To declare a final dividend of HK1.7 cents per share for the year ended 31 March 2010.		
3.	(a) To re-elect the following Directors;		
	i. Mr. Li Xiao Yun		
	ii. Mr. Xu Ying		
	iii. Mr. Feng Zhuo Zhi		
	iv. Ms. Wong Sin Yue, Cynthia		
	v. Mr. Moon Duk Kyu		
	vi. Mr. Mulham Al Jarf		
	(b) To authorize the board of directors of the Company to fix the directors' remuneration.		
4.	To re-appoint the auditors of the Company and to authorise the board of directors to fix their remuneration.		
5.	To grant a general mandate to the Directors to repurchase the Company's own shares (Ordinary Resolution No. 5 of the Notice).		
6.	To grant a general mandate to the Directors to issue and allot the Company's shares (Ordinary Resolution No. 6 of the Notice).		
7.	To include nominal amount of the shares repurchased by the Company in Resolution No. 5 to mandate granted to the Directors resolution No. 6 (Ordinary Resolution No. 7 of the Notice).		

Dated this _____ day of _____ 2010.

Signature(s)⁶ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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).
- 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.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK ("✓") THE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK ("✓") IN THE BOXES ITS MARKED "AGAINST".** Failure to tick a box or boxes will entitle your proxy to cast your votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to the meeting other than those referred to in the notice convening the meeting.
- 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 17M 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.
- 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.
- 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.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.

* For identification purposes only