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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 AND THE SPECIAL GENERAL MEETING BOTH HELD ON 16 AUGUST 2012**

**The Board is pleased to announce that at the AGM and the SGM both held on Thursday, 16 August 2012, all the proposed resolutions as set out in the AGM Notice and the SGM Notice were duly passed by the Shareholders by way of poll.**

**The Board further announces that Mr. Mulham AL-JARF has retired as a non-executive director and has not offered himself for re-election at the AGM. Mr. AL-JARF has therefore ceased to be a non-executive director and Mr. Mark D. GELINAS has ceased to be his alternate with effect from 16 August 2012.**

References are made to the circular (“**AGM Circular**”) and the notice of annual general meeting (“**AGM**”) both dated 13 July 2012 (the “**AGM Notice**”) of China Gas Holdings Limited (the “**Company**”) and the circular (“**SGM Circular**”) and the notice of special general meeting (“**SGM**”) both dated 31 July 2012 (the “**SGM Notice**”) of the Company. Unless otherwise specified, terms in this announcement shall have the same meanings as those defined in the AGM Circular and the SGM Circular.

#### **POLL RESULTS OF THE AGM AND THE SGM**

The board of directors (the “**Board**”) of the Company is pleased to announce that at the AGM and the SGM (collectively the “**Meetings**”), all the proposed resolutions as set out in the AGM Notice and the SGM Notice were duly passed, by way of poll, at the Meetings, both held on Thursday, 16 August 2012.

As at the date of the Meetings, the total number of issued shares of the Company was 4,383,055,098, which was the total number of shares entitling the holders to attend and vote for or against the resolutions. There was no restriction on any shareholders casting votes on any of the proposed resolutions at the Meetings.

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

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 2012.	2,597,140,760 (99.51%)	12,736,000 (0.49%)
2.		To declare a final dividend of HK3.92 cents per share.	2,597,150,760 (99.51%)	12,726,000 (0.49%)
3.	a	i. To re-elect Mr. MA Jinlong as director.	2,274,909,419 (84.06%)	431,433,141 (15.94%)
		ii. To re-elect Mr. MOON Duk Kyu as director.	2,455,889,418 (90.73%)	250,953,342 (9.27%)
		iii. To re-elect Dr. MAO Erwan as director.	2,157,078,820 (79.69%)	549,651,740 (20.31%)
	b	To authorise the Board to fix the directors' remuneration.	2,549,904,176 (97.75%)	58,726,162 (2.25%)
4.		To consider the appointment of the Company's auditors and to authorise the Board to fix their remuneration.	2,597,140,760 (99.51%)	12,736,000 (0.49%)
5.		To grant a general mandate to the directors to repurchase the Company's own shares.	2,596,956,338 (99.51%)	12,734,000 (0.49%)
6.		To grant a general mandate to the directors to issue and allot the Company's shares.	2,200,159,785 (84.30%)	409,716,975 (15.70%)
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.	2,201,989,677 (84.37%)	407,887,083 (15.63%)

The poll result in respect of the resolution proposed at the SGM is as follows:

Ordinary resolution	Numbers of votes and percentage	
	For	Against
To approve, confirm and ratify the 51% Agreement and the transactions contemplated thereunder and to authorise any one or more of the directors of the Company to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the 51% Agreement and the transactions contemplated thereunder.	2,561,964,760 (99.60%)	10,240,000 (0.40%)

## CHANGE OF DIRECTORS

The Board further announces that since Mr. Mulham AL-JARF (“**Mr. AL-JARF**”) has retired as a non-executive director and has not offered himself for re-election at the AGM. Mr. AL-JARF and Mr. Mark D. GELINAS (“**Mr. GELINAS**”), alternate to Mr. AL-JARF, have ceased to be a non-executive director and alternate director, both with effect from 16 August 2012 in accordance with the Bye-Laws of the Company.

Both Mr. AL-JARF and Mr. GELINAS have respectively confirmed that they have no disagreement with the Board and Mr. AL-JARF also confirmed that there is no matter relating to his retirement that will need to be brought to the attention of the shareholders.

The Company would like to express appreciation towards Mr. AL-JARF and Mr. GELINAS for their contributions to the Company.

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

Hong Kong, 16 August 2012

*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 (his alternate is Mr. KIM Yong Joong) are the non-executive Directors and Mr. ZHAO Yuhua, Dr. MAO Erwan and Ms. WONG Sin Yue, Cynthia are the independent non-executive Directors.*

\* *for identification purpose only*