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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 Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 10 September 2012 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions. Unless otherwise indicated, capitalised terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 24 August 2012 (the “Circular”):

ORDINARY RESOLUTIONS

“**THAT**

1. the employment contract entered into between the Company and Mr. Liu Ming Hui dated 17 August 2012 in respect of his appointment as Managing Director and President of the Company and the transactions contemplated thereunder be and are hereby approved;
2. the employment contract entered into between the Company and Mr. Leung Wing Cheong, Eric dated 17 August 2012 in respect of his appointment as Deputy Managing Director and Chief Financial Officer of the Company and the transactions contemplated thereunder be and are hereby approved;
3. the employment contract entered into between the Company and Mr. Huang Yong dated 17 August 2012 in respect of his appointment as Executive President of the Company and the transactions contemplated thereunder be and are hereby approved;

* *For identification purposes only*

4. the employment contract entered into between the Company and Mr. Pang Yingxue dated 17 August 2012 in respect of his appointment as Deputy Executive President of the Company and the transactions contemplated thereunder be and are hereby approved;
5. the employment contract entered into between the Company and Mr. Zhu Weiwei dated 17 August 2012 in respect of his appointment as a Vice President of the Company and the transactions contemplated thereunder be and are hereby approved;
6. the employment contract entered into between the Company and Mr. Ma Jinlong dated 17 August 2012 in respect of his appointment as a Vice President of the Company and the transactions contemplated thereunder be and are hereby approved;
7. the employment contract entered into between the Company and Mr. Kim Yong Joong dated 17 August 2012 in respect of his appointment as a Vice President of the Company and the transactions contemplated thereunder be and are hereby approved;
8. Mr. Liu Ming Hui be and is hereby appointed as an executive director of the Company to hold office from the date on which this resolution is passed;
9. a special payment be made by the Company to Ms. Wong Sin Yue, Cynthia in the amount of HK\$210,000 per month during the period commencing from 3 March 2011, the date on which she was appointed as Chairperson of the Company, and ending on the earliest of: (i) the date of the SGM; (ii) the day immediately after the offerors inform the Company, or announce, that they do not intend to proceed with the unsolicited pre-conditional voluntary cash offer; or (iii) the day immediately after the offer lapses; and
10. any one or more of the Directors be and is/are hereby authorised 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 above employment contracts and special payment and the transactions contemplated thereunder.”

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

Hong Kong, 24 August 2012

Principal Place of Business in Hong Kong:

16th Floor
AXA Centre
151 Gloucester Road
Wan Chai
Hong Kong

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Notes:

1. Any member entitled to attend and vote at the SGM 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. A form of proxy for use in connection with the SGM is enclosed with the Circular. To be valid, the 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 that power of attorney or authority, must be deposited at the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the SGM should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The register of members of the Company will be closed from 6 September 2012 (Thursday) to 10 September 2012 (Monday) (both days inclusive), during which period no transfer of Shares in the Company will be registered, for the purpose of determining the identity of the Shareholders entitled to attend and vote at the SGM. In order to qualify for attending and voting at the SGM to be held on 10 September 2012 (Monday), all transfers of Shares accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 5 September 2012 (Wednesday).
4. 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.
5. The Company is currently subject to an unsolicited pre-conditional voluntary cash offer by ENN Energy Holdings Limited and China Petroleum & Chemical Corporation.
6. As at the date of this notice, Mr. LEUNG Wing Cheong, Eric, Mr. PANG Yingxue, Mr. ZHU Weiwei, Mr. MA Jinlong are the executive Directors; Mr. LIU Ming Hui, Mr. FENG Zhuozhi, Mr. Jo YAMAGATA, Mr. P K JAIN and 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.