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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 Plaza 1-2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Friday, 8 February 2013 at 3:00 p.m. for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions. Unless otherwise indicated, capitalized terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 22 January 2013 (the “Circular”):

**ORDINARY RESOLUTIONS**

**1. “THAT:**

- (a) the Acquisition and the transactions contemplated under the Share Purchase Agreement (a copy of which has been produced to the SGM marked “A” and signed by the chairman of the SGM for the purpose of identification), be and hereby approved, confirmed and ratified; and
- (b) any one of the directors of the Company be and hereby authorized to do all such acts and things and to sign all documents and to take any steps which in their absolute discretion considered to be necessary, desirable or expedient for the purpose of implementing and/or giving effect to the Acquisition and the transactions contemplated under the Share Purchase Agreement.”

**2. “THAT:**

subject to completion of the Share Purchase Agreement, to the fulfilment of the conditions relating to the allotment of the Consideration Shares and to the Directors approving the issue of the Consideration Shares and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and the permission to deal in, the Consideration Shares, the Directors be and are hereby specifically authorised to allot and issue the Consideration Shares, credited as fully paid, to the Sellers or their respective nominees in accordance with the terms and conditions of the Share Purchase Agreement.”

\* *For identification purposes only*

3. “THAT:

Mr. Ho Yeung be and is hereby re-elected as an independent non-executive director of the Company with immediate effect.”

4. “THAT:

Ms. Chen Yanyan be and is hereby re-elected as an independent non-executive director of the Company with immediate effect.”

By order of the Board  
**China Gas Holdings Limited**  
**NG Yuk Yee, Feona**  
*Company Secretary*

Hong Kong, 22 January 2013

*Head office and principal Place of Business in Hong Kong:*

Room 1601  
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, 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.
3. The register of members of the Company will be closed from 6 February 2013 (Wednesday) to 8 February 2013 (Friday) (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 8 February 2013 (Friday), all transfers of Shares accompanied by the relevant share certificates and transfer forms, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 5 February 2013 (Tuesday).

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. As of the date of this announcement, Mr. LIU Ming Hui, Mr. LEUNG Wing Cheong, Eric, Mr. PANG Yingxue, Mr. ZHU Weiwei and Mr. MA Jinlong are the executive Directors; Mr. FENG Zhuozhi, Mr. Jo YAMAGATA, Mr. P. K. JAIN and Mr. MOON Duk Kyu (his alternate being Mr. KIM Yong Joong) are the non-executive Directors; and Mr. ZHAO Yuhua, Dr. MAO Erwan, Ms. WONG Sin Yue, Cynthia, Mr. HO Yeung and Ms. CHEN Yanyan are the independent non-executive Directors.