



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 APPOINT**³ the Chairman of the annual general meeting 2013 or any adjournment thereof of the Company ("AGM") or failing him _____ of _____ as my/our proxy to attend and vote for me/us and on my/our behalf at the AGM of the Company to be held at 10:00 a.m. on Tuesday, 20 August 2013 at Renaissance Harbour View Hotel Hong Kong, Boardroom 8, Lower Lobby, 1 Harbour Road, Wanchai, Hong Kong (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the AGM as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit:

RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To receive and adopt the audited financial statements and the reports of the directors and of the auditors of the Company for the year ended 31 March 2013.		
2.	To declare a final dividend of HK6.28 cents per share.		
3.	(a) To re-elect, each as a separate resolution, the following Directors;		
	i. To re-elect Mr. CHEN Xinguo as an executive Director;		
	ii. To re-elect Mr. HUANG Yong as an executive Director;		
	iii. To re-elect Mr. YU Jeong Joon as a non-executive Director;		
	iv. To re-elect Mr. FENG Zhuozhi as a non-executive Director;		
	v. To re-elect Mr. P K JAIN as a non-executive Director;		
	vi. To re-elect, approve and confirm Ms. WONG Sin Yue, Cynthia as an independent non-executive Director who has served the Company for more than nine years as an independent non-executive Director; and		
	vii. To re-elect, approve and confirm Mr. ZHAO Yuhua as an independent non-executive Director who has served the Company for more than nine years as an independent non-executive Director		
(b) To authorise the board of directors of the Company (the "Board") to fix the directors' remuneration.			
4.	To re-appoint the auditors of the Company and to authorise the Board to fix the auditors' 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 extend a general mandate to the Directors to allot the Company's Shares by including Company's shares which may be repurchased under Resolution No.5 (Ordinary Resolution No.7 of the Notice).		
8.	To approve and adopt the new share option scheme, to authorise the Directors to grant options and allot and issue Shares pursuant to the new share option scheme, and to authorise the Directors to do all such acts and to enter into all such transactions and arrangements as may be necessary and expedient in order to give effect to the new share option scheme.		

Dated this _____ day of _____ 2013.

Signature(s)⁶ _____

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 INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **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.
5. In order 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, Wan Chai, 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 purposes only*