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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 Renaissance Harbour View Hotel Hong Kong, Boardroom 8, Lower Lobby, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 17 March 2015 at 10:00 a.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 27 February 2015 (the “Circular”) :

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the Proposed 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 is hereby authorized to do all such acts and things and to sign all documents and to take any steps as he may consider necessary, desirable or expedient for the purpose of implementing and/or giving effect to the Proposed Acquisition and the transactions contemplated under the Share Purchase Agreement.”

* *For identification purposes only*

2. **“THAT:**

subject to completion of the Share Purchase Agreement, to the fulfilment of the conditions relating to the allotment and 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 authorized to allot and issue the Consideration Shares (or the Adjusted Consideration Shares, as the case may be), credited as fully paid, to the Seller (or a wholly-owned subsidiary of the Guarantor) in accordance with the terms and conditions of the Share Purchase Agreement.”

3. **“THAT:**

Mr. Arun Kumar MANCHANDA be and is hereby re-elected as a non-executive director of the Company with immediate effect.”

By order of the Board
China Gas Holdings Limited
ZHOU Si
Chairman

Hong Kong, 27 February 2015

Head office and principal Place of Business in Hong Kong:

Room 1601
16th Floor
AXA Centre
151 Gloucester Road
Wanchai
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, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting.

3. Where there are joint registered holders of any Shares, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Shares 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 of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.

4. As of the date of this notice, Mr. ZHOU Si, Mr. LIU Ming Hui, Mr. HUANG Yong, Mr. ZHU Weiwei, Mr. MA Jinlong, Mr. CHEN Xinguo and Ms. LI Ching are the executive Directors; Mr. YU Jeong Joon (his alternate being Mr. KIM Yong Joong), Mr. LIU Mingxing and Mr. Arun Kumar MANCHANDA 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.