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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 Grand Hyatt Hong Kong, Drawing Room, Mezzanine Floor, 1 Harbour Road, Hong Kong on Thursday, 16 August 2012 at 11:00 a.m. or immediately after the conclusion of the annual general meeting of the Company which is scheduled to be held on the same date and at the same venue at 10:00 a.m. for purposes of considering and, if thought fit, passing the following resolution as ordinary resolution. Unless otherwise indicated, capitalized terms used in this notice and the following resolution shall have the same meanings as those defined in the circular of the Company dated 31 July 2012 (the “**Circular**”):

ORDINARY RESOLUTION

“THAT

- (a) the 51% 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) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified; and
- (b) 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 51% Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 31 July 2012

* *For identification purposes only*

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, 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 10 August 2012 (Friday) to 16 August 2012 (Thursday) (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 16 August 2012 (Thursday), 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 9 August 2012 (Thursday).
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 announcement, 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, Mr. MOON Duk Kyu (his alternate is Mr. KIM Yong Joong) and Mr. Mulham AL-JARF (his alternate is Mr. Mark D. GELINAS) are the non-executive Directors and Mr. ZHAO Yuhua, Dr. MAO Erwan and Ms. WONG Sin Yue, Cynthia are the independent non-executive Directors.