CHINESE PEOPLE GAS HOLDINGS COMPANY LIMITED

中民燃氣控股有限公司*

(incorporated in Bermuda with limited liability)

(stock code: 681)

FORM OF PROXY FOR THE SPECIAL GENERAL MEETING TO BE HELD ON 27 OCTOBER, 2005

No. of shares to which this form of proxy relates *(Note 1)*	

I/We *(Note 2)* ____
of ____ being the registered holder(s) of shares of HK$0.07 each ("Share(s)") in the share capital of CHINESE PEOPLE GAS HOLDINGS COMPANY LIMITED (the "Company") hereby appoint *(Note 3)* the Chairman of the Special General Meeting (the "Meeting") or ____
or failing him ____
of ____
as my/our proxy/proxies to attend and act for me/us at the Meeting (and any adjournment thereof) to be held at Grand Ballroom D, Lobby Level, Hong Kong Gold Coast Hotel, No. 1 Castle Peak Road, Castle Peak Bay, Kowloon, Hong Kong on 27 October, 2005 at 9:30 a.m. for the purposes of considering and, if thought fit, passing the resolutions referred to in the notice of the Meeting of the Company as set out in the circular dated 12 October, 2005 and at such Meeting (and any adjournment thereof) to vote for me/us and in my/our names(s) in respect of the resolution as indicated below:

Ordinary Resolution	**For** *(Note 4)*	**Against** *(Note 4)*
the issue of US$20,000,000 2 per cent. convertible bonds (the "Bonds") due 2008 pursuant to the terms of the subscription agreement entered into between the Company and Equator View Capital and the allotment and issue of new shares of HK$0.07 each in the capital of the Company upon conversion of the Bonds.		

Date this ___________________day of___________________ 2005. Signature *(Note 5)* ______________

Notes:

1. Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
3. If any proxy other than the Chairman of the Meeting is preferred, delete words **"THE CHAIRMAN OF THE SPECIAL GENERAL MEETING"** and insert the name and address of the proxy desired in the space provided.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED "FOR"IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting (or any adjournment thereof) other than those referred to in the notice convening the Meeting.
5. This instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorized to sign the same.
6. 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 of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tengis Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
7. Where there are joint holders of any shares of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders present at the Meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
8. Any shareholder entitled to attend and vote at the Meeting convened by the above notice shall be entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
9. Any alteration made to this form of proxy must be initialed by the person who signs it.
10. Completion and deposit of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting convened or any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.

* *For identification only*