

FORMS RELATING TO LISTING

Form F

The Growth Enterprise Market (GEM)

Company Information Sheet

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Company name: Xinao Gas Holdings Limited

Stock code (ordinary shares): 8149

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 10 April 2002.

A. General

Place of incorporation	: The Cayman Islands
Date of initial listing on GEM	: 10 May 2001
Name of Sponsor(s)	: N M Rothschild & Sons (Hong Kong) Limited
Names of directors:	: Executive Directors Mr. Wang Yusuo Mr. Yang Yu Mr. Zhao Jinfeng Mr. Qiao Limin Mr. Jin Yongsheng Mr. Yu Jianchao Mr. Cheung Yip Sang Mr. Cheng Chak Ngok Non-executive Director Ms. Zhao Baoju Independent non-executive Directors Mr. Wang Guangtian Mr. Xu Liang

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	: Assuming the Over-allotment is not exercised:								
	<table border="0"> <thead> <tr> <th data-bbox="780 151 863 183">Name</th> <th data-bbox="1203 151 1522 183">Percentage of holding</th> </tr> </thead> <tbody> <tr> <td data-bbox="780 225 1177 257">Easywin Enterprises Limited</td> <td data-bbox="1458 225 1522 257">57%</td> </tr> <tr> <td data-bbox="780 263 1007 295">Mr. Wang Yusuo</td> <td data-bbox="1458 263 1522 295">57%</td> </tr> <tr> <td data-bbox="780 302 1002 334">Ms. Zhao Baoju</td> <td data-bbox="1458 302 1522 334">57%</td> </tr> </tbody> </table>	Name	Percentage of holding	Easywin Enterprises Limited	57%	Mr. Wang Yusuo	57%	Ms. Zhao Baoju	57%
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Easywin Enterprises Limited	57%								
Mr. Wang Yusuo	57%								
Ms. Zhao Baoju	57%								
	<p data-bbox="780 376 1522 534"><i>Note:</i> The above references to the percentage of holding relate to the same block of shares in the Company. Such shares are held by Easywin Enterprises Limited which is owned as to 50% by Mr. Wang Yusuo and 50% by Ms. Zhao Baoju.</p>								
Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company	: N/A								
Financial year end date	: 31 December								
Registered address	: Ugland House P.O. Box 309 George Town Grand Cayman Cayman Islands British West Indies								
Head office and principal place of business	: Head office in the PRC Huaxiang Road Langfang Economic and Technical Development Zone Langfang City Hebei Province The PRC Principal place of business in Hong Kong Room 4202, Far East Finance Centre 16 Harcourt Road Admiralty Hong Kong								
Web-site address (if applicable)	: www.irasia.com/listco/hk/xinaogas								
Share registrar	: Bank of Butterfield International (Cayman) Ltd. Butterfield House Fort Street, P.O. Box 705 George Town Grand Cayman Cayman Islands British West Indies								

Central Registration Hong Kong Limited
Room 1901-5, 19th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

Auditors : Deloitte Touche Tohmatsu
26th Floor, Wing On Centre
111 Connaught Road Central
Hong Kong

B. Business activities

The principal business of the Group is the investment in, and the operation and management of, gas pipeline infrastructure and the sale and distribution of piped gas in the PRC. Its business activities also consist of the sale of gas appliances and equipment, the production of stored value card gas metres and the provision of repair, maintenance and other services in connection with gas supply.

C. Ordinary shares

Number of ordinary shares in issue : 737,000,000

Par value of ordinary shares in issue : HK\$0.10

Board lot size (in number of shares) : 2,000

Name of other stock exchange(s) on which ordinary shares are also listed : N/A

D. Warrants

Stock code : N/A

Board lot size : N/A

Expiry date : N/A

Exercise price : N/A

Conversion ratio : N/A

(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding : N/A

No. of shares falling to be issued upon the exercise of outstanding warrants : N/A

E. Other securities

Pursuant to the share option scheme of the Company adopted on 24 April 2001 (the “Share Option Scheme”), the full-time employees of the Group (including any executive directors of the Group) may be granted options to subscribe for shares of HK\$0.10 each of the Company (“Shares”).

Number of share options granted and : 18,000,000
not yet exercised

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Wang Yusuo
Executive Director

Yang Yu
Executive Director

Zhao Jinfeng
Executive Director

Qiao Limin
Executive Director

Jin Yongsheng
Executive Director

Yu Jianchao
Executive Director

Cheung Yip Sang
Executive Director

Cheng Chak Ngok
Executive Director

Zhao Baoju
Non-executive Director

Wang Guangtian
Independent
non-executive Director

Xu Liang
Independent
non-executive Director