



XINAO GAS HOLDINGS LIMITED

新奧燃氣控股有限公司*

(incorporated in the Cayman Islands with limited liability)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Xinao Gas Holdings Limited (the “Company”) will be held at Taishan Room, 5th Floor, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Admiralty, Hong Kong on Tuesday, 21 May 2002 at 9:45 a.m. (or as soon as practicable immediately after the conclusion or adjournment of the annual general meeting of the Company to be convened at the same place and date at 9:30 a.m.) or any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications as ordinary resolutions and/or special resolution (as the case may be):

ORDINARY RESOLUTIONS

1. **THAT:**

- (A) “Conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval of the listing of, and permission to deal in, the shares of HK\$0.10 each in the share capital of the Company (“Shares”) in issue and any Shares which may fall to be issued pursuant to the exercise of options granted under the Existing Scheme (as defined in Ordinary Resolution No. 2(A) set out in the notice convening this meeting) and the Scheme (as defined in Ordinary Resolution No. 2(B) set out in the notice convening this meeting) on the Main Board of the Stock Exchange and the publication of a notice in connection with the proposed withdrawal of the listing of the Shares on the Growth Enterprise Market of the Stock Exchange (“GEM”) (the “Proposal Withdrawal”) not less than such period as the shareholders of the Company shall approve under Ordinary Resolution No. 1(B) set out in the notice convening this meeting before the day on which the Proposed Withdrawal is effective, the listing of the Shares on the GEM shall cease with effect from such date and time as the directors of the Company may designate and THAT any one director of the Company or the company secretary of the Company be and is hereby authorised generally to do all matters for and on behalf of the Company as he may deem necessary, desirable or expedient to effect and implement the foregoing.”
- (B) “The notice period required under Rule 9.19(3) of the Rules Governing the Listing of Securities on GEM operated by the Stock Exchange in connection with the Proposed Withdrawal be reduced to a minimum of five clear days on which the Stock Exchange is open for the business of dealings in securities from the date on which the shareholders of the Company shall have approved the Proposed Withdrawal.”

* For identification only

2. **THAT:**

- (A) “The existing share option scheme of the Company for the employees and executive directors of the Company and its subsidiaries adopted on 24 April 2001 (the “Existing Scheme”) be and is hereby terminated with immediate effect;
- (B) “Conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval of the listing of, and permission to deal in, the shares of HK\$0.10 each in the share capital of the Company (“Shares”) in issue and any Shares which may fall to be issued pursuant to the exercise of the options granted under the Existing Scheme (as defined in Ordinary Resolution No. 2(A) set out in the notice convening this meeting) and the share option scheme (the “Scheme”) (a copy of which has been produced to the meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification) on the Main Board of the Stock Exchange, the Scheme be and is hereby approved and adopted and that the directors of the Company be and are hereby authorised, at their absolute discretion, to grant options to subscribe for Shares thereunder and to allot, issue and deal with Shares pursuant to the exercise of subscription rights under any options which may be granted under the Scheme and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme and to vote on any matter connected therewith notwithstanding that they or any of them may be interested in the same.”

SPECIAL RESOLUTION

3. “**THAT** conditional upon the listing of shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited, the articles of association contained in the document marked “B” produced to the meeting and initialled by the chairman of the meeting for the purpose of identification, be approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of all the existing articles of association of the Company.”

By order of the Board
XINAO GAS HOLDINGS LIMITED
CHENG Chak Ngok
Company Secretary

Hong Kong, 23 April 2002

Principal office in Hong Kong:
Room 4202
Far East Finance Centre
16 Harcourt Road
Admiralty
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, at Central Registration Hong Kong Limited, the branch share registrar of the Company in Hong Kong, at Rooms 1901-5, 19th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
3. In the case of joint registered holders of any Shares, any one of them may vote at the meeting, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto; but if more than one of such joint registered holders be present at the meeting, either personally or by proxy, that one of them so present whose name stands first on the register of members in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holders.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the GEM website at "www.hkgem.com" on the "Latest Company Announcements" page for seven days from the day of its posting.