



PANVA

# PANVA GAS HOLDINGS LIMITED

## 百江燃氣控股有限公司\*

(Incorporated in the Cayman Islands with limited liability)

Stock code on Main Board: 1083

Stock code on GEM: 8132

**FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING  
TO BE HELD AT 28TH FLOOR, VICWOOD PLAZA, 199 DES VOEUX ROAD CENTRAL, HONG KONG  
ON NOVEMBER 28, 2005 AT 10:00 A.M. OR AT ANY ADJOURNMENT THEREOF**

I/We (Note 1) .....  
of .....  
being the registered holder(s) of ..... shares of HK\$0.10 each (Note 2) in the capital of Panva Gas Holdings Limited  
(the "Company"), HEREBY APPOINT the Chairman of the Meeting or (Note 3) .....  
of .....  
or failing him .....  
of .....  
to act as my/our proxy to attend, act and vote on my/our behalf at the extraordinary general meeting of the Company to be held at 28th Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong on November 28, 2005 at 10:00 a.m. (the "Meeting") (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the ordinary resolutions and the special resolution as set out in the notice convening the Meeting.

ORDINARY RESOLUTIONS		For (Note 4)	Against (Note 4)
1.	To approve the implementation of the Proposed Withdrawal (as defined in the notice convening the Meeting) and the reduction in the minimum notice period in respect of the Proposed Withdrawal.		
2.	To approve the adoption of the Proposed Share Option Scheme (as defined in the notice convening the Meeting) and the termination of the share option scheme adopted by the Company pursuant to a resolution passed by the shareholders of the Company on April 26, 2005.		
3.	(a) To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution. (b) To revoke the general mandate to issue shares of the Company granted to the directors of the Company at the annual general meeting of the Company held on April 26, 2005.		
4.	(a) To grant a general mandate to the directors of the Company to repurchase the Company's own shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution. (b) To revoke the general mandate to repurchase shares of the Company granted to the directors of the Company at the annual general meeting of the Company held on April 26, 2005.		
5.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with the additional shares by the amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company.		
SPECIAL RESOLUTION			
6.	To approve the adoption of the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.		

Dated ..... Signature(s) (Note 5) .....

**NOTES:**

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of ordinary shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion.
- This form of proxy must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must be either under its seal or under the hand of an officer or attorney duly authorised.
- 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 that power or authority, must be deposited with office of the Company's branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the Meeting or the adjourned meeting (as the case may be).
- Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of the joint holders be 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 in respect of the relevant share will alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting at the meeting or the adjourned meeting (as the case may be) should you so wish.

\* For identification purpose only