



Zhonghua Gas Holdings Limited

(中華燃氣控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8246)

FORM OF PROXY OF ANNUAL GENERAL MEETING

(or any adjournment thereof)

I/We ^(Note 3) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary share(s) of
HK\$0.00125 each in the capital of Zhonghua Gas Holdings Limited ("Company") hereby appoint the chairman of the annual general meeting of the
Company ("Meeting"), or _____
of _____
to act as my/our proxy ^(Note 3) to attend and vote for me/us and on my/our behalf at the Meeting to be held at 24/F, OfficePlus @Wan Chai, 303 Hennessy
Road, Wan Chai, Hong Kong on 23 June 2022 (Thursday) at 10:00 a.m. or at any adjournment thereof on the following resolutions.

Please tick (✓) in the appropriate boxes below to indicate how you wish your vote(s) to be cast.

ORDINARY RESOLUTIONS ^(Note 4)		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (the "Directors" and each a "Director") and independent auditors for the year ended 31 December 2021.		
2.	(a) To re-elect Mr. Hu Yishi as an executive Director of the Company.		
	(b) To re-elect Mr. Chan Wing Yuen, Hubert as an executive Director of the Company.		
	(c) To re-elect Ms. Qin Xuwen as an independent non-executive Director of the Company.		
	(d) To authorise the board of Directors (the "Board") to fix the Director's remuneration.		
3.	To re-appoint RSM Hong Kong as auditors of the Company and to authorize the Board to fix their remuneration.		
4.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the existing issued share capital.		
5.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the existing issued share capital.		
6.	To extend the general mandate granted to the Directors to allot, issue and deal with the additional shares in the share capital of the Company by adding the aggregate number of shares repurchased.		
SPECIAL RESOLUTIONS ^(Note 4)		FOR ^(Note 4)	AGAINST ^(Note 4)
7.	To consider and approve the proposed amendments of the existing second amended and restated memorandum of association and the articles of association of the Company and to adopt the third amended and restated memorandum of association and the amended and restated articles of association of the Company.		

Date: _____

Signature: ^(Notes 5, 6 and 8) _____

Notes:

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. A proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you. If you wish to appoint a person other than the chairman of the Meeting as your proxy, please delete the words "the chairman of the annual general meeting of the Company ("Meeting"), or" and insert the name and address of the person appointed as your proxy in the space provided.
4. Please refer to the full text of the resolutions set out in the notice of the Meeting in the Circular. **Important: If you wish to vote for the resolution, tick in the appropriate box marked "For". If you wish to vote against the resolution, tick in the appropriate box marked "Against".** If this form of proxy when returned is duly signed but without specific direction on the proposed resolutions, the proxy will vote or abstain at his/her/its discretion in respect of the proposed resolutions. A proxy will also be entitled to vote or abstain at his/her/its discretion on any amendment of a resolution put to the Meeting.
5. In the case of joint registered holders of any share(s), this form of proxy may be signed by any joint registered holder, but if more than one joint registered holders are present at the Meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of shareholders of the Company in respect of the relevant jointly registered share(s) shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
6. This form of proxy must be signed by a shareholder of the Company, or his/her/its attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of its officer, attorney or other person authorised to sign the same.
7. To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
8. Any alteration made to this form should be initiated by the person who signs the form.
9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish. If you attend and vote at the Meeting, this form of proxy will be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company ("Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Boardroom Share Registrars (HK) Limited at the above address.