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## **CHINA GAS HOLDINGS LIMITED**

**中國燃氣控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 384)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “AGM”) of China Gas Holdings Limited (the “Company”) will be held at Renaissance Harbour View Hotel Hong Kong, Boardroom 8, Lower Lobby, 1 Harbour Road, Wanchai, Hong Kong at 10:00 a.m. on Wednesday, 22 August 2018 for the following purposes:

#### **AS ORDINARY BUSINESS**

To consider and, if thought fit, pass with or without amendments, each of the following resolutions as ordinary resolutions:

1. To receive and approve the audited financial statements and the reports of the directors and the auditors of the Company for the year ended 31 March 2018;
2. To declare a final dividend of HK\$27 cents per share for the year ended 31 March 2018;
3. (a) To re-elect the following directors of the Company:
  - i. To re-elect Mr. HUANG Yong as an executive Director of the Company;
  - ii. To re-elect Mr. LIU Mingxing as a non-executive Director of the Company;
  - iii. To re-elect Mr. Rajeev Kumar MATHUR as a non-executive Director of the Company;
  - iv. To re-elect Mr. ZHAO Yuhua as an independent non-executive Director of the Company;
  - v. To re-elect Ms. WONG Sin Yue Cynthia as an independent executive Director of the Company;

- vi. To re-elect Ms. CHEN Yanyan as an independent non-executive Director of the Company; and
  - vii. To re-elect Mr. ZHANG Ling as an independent non-executive Director of the Company;
- (b) To elect Mr. JO Jinho as a non-executive Director of the Company;
  - (c) To authorise the board of directors of the Company (the “Board”) to fix the directors’ remuneration;
4. To re-appoint the auditors of the Company and to authorise the Board to fix the auditors’ remuneration;

#### **AS SPECIAL BUSINESS**

To consider and, if thought fit, pass with or without amendments, each of the following resolutions 5, 6, 7 and 8 as ordinary resolutions:

5. **“THAT:**
- (a) subject to paragraph (b) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange (as applicable) as amended from time to time, subject to and in accordance with all applicable laws, rules and regulations and the Bye-laws of the Company, be and is hereby generally and unconditionally approved;
  - (b) the aggregate nominal amount of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution:

“Relevant Period” means the period from the time of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by laws to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

6. **“THAT:**

- (a) subject to the following paragraphs of this resolution and subject to and in accordance with all applicable laws, rules and regulations and the Bye-laws of the Company, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements, options and similar rights to subscribe for or convert any security into shares of the Company (including warrants, bonds, notes and debentures convertible into shares of the Company) be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options (including warrants, bonds, notes and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) an issue of shares pursuant to any specific authority granted by shareholders of the Company in general meeting, including upon the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any bonds, notes, debentures convertible into shares of the Company;

- (iii) the grant of options and the exercise of any option granted under any share option scheme or similar arrangement for the time being adopted by the Company and/or any of its subsidiaries;
- (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company; or
- (v) any adjustment, after the date of grant or issue of any options, rights to subscribe for or convert any security into shares or other securities referred to above, in the price at which shares in the Company shall be subscribed, and/or in the number of shares in the Company which shall be subscribed, on exercise of relevant rights under such options, warrants or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities,

shall not exceed aggregate of 10% of the nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution:

“Relevant Period” means the period from the time of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by laws to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of shares of the Company or an issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

7. “**THAT** conditional upon the passing of resolutions numbered 5 and 6 above set out in this notice, the general mandate granted to the Directors to issue, allot and deal with additional shares of the Company and to make or grant offers, agreements, options and similar rights to subscribe for or convert any security into shares in the Company pursuant to resolution numbered 6 set out in this notice be and is hereby extended by the addition to it of an amount representing the aggregate nominal amount of shares of the Company which are repurchased by the Company pursuant to and since the granting to the Company of the general mandate to repurchase shares in accordance with resolution numbered 5 set out in this notice, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of shares of the Company in issue as at the date of the passing of this resolution.”
  
8. “**THAT**
  - (a) the employment contract dated 3 July 2018 between Mr. LIU Ming Hui and the Company, a copy of the same having been produced at the meeting marked “A” and signed by the chairman of the meeting for identification purposes, be and is hereby unconditionally approved, confirmed and ratified and that any one of the directors of the Company be and is hereby authorised to do such acts and things and to sign all documents and to take any steps which in his/her absolute discretion considered to be necessary, desirable or expedient to carry out or give effect to the provisions of the employment contract; and

- (b) the employment contract dated 3 July 2018 between Mr. HUANG Yong and the Company, a copy of the same having been produced at the meeting marked “B” and signed by the chairman of the meeting for identification purposes, be and is hereby unconditionally approved, confirmed and ratified and that any one of the directors of the Company be and is hereby authorised to do such acts and things and to sign all documents and to take any steps which in his/her absolute discretion considered to be necessary, desirable or expedient to carry out or give effect to the provisions of the employment contract.”

On behalf of the Board  
**CHINA GAS HOLDINGS LIMITED**  
**ZHOU Si**  
*Chairman*

Hong Kong, 20 July 2018

\* *For identification purposes only*

*Principal Place of Business in Hong Kong:*

Room 1601  
16th Floor  
Capital Centre  
151 Gloucester Road  
Wan Chai  
Hong Kong

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Notes:*

1. Any shareholder entitled to attend and vote at the above meeting (or at any adjournment thereof) is entitled to appoint one or, if he is a holder of more than one share, more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
2. A form of proxy for use in connection with the AGM is enclosed with the Company's 2017/18 annual report (the "Annual Report"). In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a copy of such authority notarially certified must be deposited at the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be).
3. **For the purpose of determining the identity of the shareholders entitled to attend and vote at the AGM, the register of members of the Company will be closed from 17 August 2018 (Friday) to 22 August 2018 (Wednesday) (both days inclusive), during which period no transfer of shares in the Company will be registered.** In order to qualify for attending and voting at the AGM to be held on 22 August 2018 (Wednesday), all transfers of shares accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 16 August 2018 (Thursday).

**For the purpose of determining the entitlement of the shareholders to receive the proposed final dividend for the year ended 31 March 2018, the register of members of the Company will be closed from 29 August 2018 (Wednesday) to 31 August 2018 (Friday) (both days inclusive), during which period no transfer of shares will be registered.** Subject to approval of the shareholders at the AGM, the proposed final dividend will be payable on or about 28 September 2018 (Friday) to the shareholders whose names appear on the register of members of the Company on 31 August 2018 (Friday). In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 28 August 2018 (Tuesday).

4. Where there are joint holders of any shares, any one of such joint holders may vote at the meeting (or at any adjournment thereof) personally or by proxy in respect of such shares as if he was solely entitled thereto; but if more than one of such joint holders be present at the meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. A circular containing the information regarding, among other things, the re-election and election of directors, the general mandates to issue and repurchase shares of the Company, are sent to the shareholders together with this notice and the Annual Report.
6. If there is a black rainstorm warning signal or a tropical cyclone warning signal number 8 or above in force at or after 7:00 a.m. on 22 August 2018 or if the Hong Kong Observatory has announced at or before 7:00 a.m. on 22 August 2018 that either of the above mentioned warnings is to be issued within the next two hours, the chairman of the AGM may propose for the AGM to be adjourned to a date which falls within 13 days from 22 August 2018 if (i) a quorum is present and the adjournment is consented to by the shareholders present; or (ii) a quorum is not present. If the meeting is so adjourned, the Company will make announcement regarding the adjourned meeting.
7. As at the date of this Notice, Mr. ZHOU Si, Mr. LIU Ming Hui, Mr. HUANG Yong, Mr. ZHU Weiwei, Mr. MA Jinlong and Ms. LI Ching are the executive Directors of the Company, Mr. YU Jeong Joon (his alternate being Mr. KWON Woonsang), Mr. LIU Mingxing (his alternate being Ms. LIU Chang), Mr. JIANG Xinhao and Mr. Rajeev Kumar MATHUR are the non-executive Directors of the Company and Mr. ZHAO Yuhua, Dr. MAO Erwan, Ms. WONG Sin Yue Cynthia, Ms. CHEN Yanyan and Mr. ZHANG Ling are the independent non-executive Directors of the Company.