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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Gas Holdings Limited, you should at once hand this circular with the accompanying form of proxy, to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser.

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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)**

**(1) RENEWAL OF GENERAL MANDATES TO ISSUE SHARES AND  
REPURCHASE SHARES;  
(2) RE-ELECTION OF DIRECTORS; AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM of the Company to be held at Boardroom 6, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong at 10:00 a.m. on Thursday, 20 August 2020 is set out on page 19 to page 24 of this circular. A form of proxy for use at the AGM is enclosed with the Annual Report which is despatched to you together with this circular.

**PRECAUTIONARY MEASURES FOR THE AGM**

In view of uncertain development of the current COVID-19 situation, the Company will implement the following, including but not limited to, precautionary measures at the AGM:

- (1) Compulsory body temperature screening/checks;
- (2) Compulsory health declaration;
- (3) Compulsory wearing of surgical mask;
- (4) Designated seat will be assigned for each attendee; and
- (5) No provision of refreshments or drinks.

The Company will keep reviewing the situation and may implement additional measures which will be announced closer to the date of the AGM. The Company is at the absolute discretion to deny entry of attendees who do not comply with the above precautionary measures for the AGM.

For the safety and health of Shareholders, the Company encourages Shareholders to appoint the chairman of the AGM as their proxy to vote on the resolutions at the AGM instead of attending the AGM in person.

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 20 August 2020 or if the Hong Kong Observatory has announced at or before 7:00 a.m. on 20 August 2020 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 20 August 2020 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.

Whether or not you intend to attend and vote at the AGM in person, you are requested to complete the form of proxy enclosed with the Annual Report in accordance with the instructions printed thereon and return it to the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

\* For identification purposes only

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## DEFINITIONS

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*In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:*

|                           |  |
|---------------------------|--|
| “associate(s)”            | has the same meaning ascribed thereto in the Listing Rules   |
| “AGM”                     | the annual general meeting of the Company to be held at Boardroom 6, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong at 10:00 a.m. on Thursday, 20 August 2020 or at any adjournment thereof  |
| “Annual Report”           | the annual report of the Company for the year ended 31 March 2020 despatched to the Shareholders together with this circular   |
| “Board”                   | the board of Directors   |
| “Bye-laws”                | the bye-laws of the Company from time to time and references to a “Bye-law” are to a bye-law contained therein   |
| “Company”                 | China Gas Holdings Limited, a company incorporated in Bermuda with limited liability, and the issued shares of which are listed on the Main Board of the Stock Exchange  |
| “Director(s)”             | the director(s) of the Company   |
| “Group”                   | the Company and its subsidiaries   |
| “HK\$”                    | Hong Kong dollars, the lawful currency of Hong Kong  |
| “Hong Kong”               | the Hong Kong Special Administrative Region of the People’s Republic of China  |
| “Issue Mandate”           | a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with additional Shares up to a maximum of 10% of the aggregate nominal share capital of the Company in issue as at the date of passing of the relevant resolution |
| “Latest Practicable Date” | 10 July 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein   |
| “Listing Rules”           | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited   |

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## DEFINITIONS

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|                       |   |
|-----------------------|---|
| “PRC”                 | the People’s Republic of China  |
| “Repurchase Mandate”  | a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution |
| “SFO”                 | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)   |
| “Share Option Scheme” | the existing share option scheme of the Company adopted on 20 August 2013   |
| “Share(s)”            | the ordinary share(s) of HK\$0.01 each in the share capital of the Company  |
| “Shareholder(s)”      | the holder(s) of the Shares   |
| “Stock Exchange”      | The Stock Exchange of Hong Kong Limited   |
| “Takeovers Code”      | the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong   |
| “%”                   | per cent  |



**CHINA GAS HOLDINGS LIMITED**

**中國燃氣控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 384)**

*Executive Directors:*

Mr. LIU Ming Hui

*(Executive Chairman,*

*Managing Director and President)*

Mr. HUANG Yong *(Executive President)*

Mr. ZHU Weiwei *(Managing Vice President)*

Ms. LI Ching

Ms. LIU Chang *(Vice President)*

*Non-executive Directors:*

Mr. LIU Mingxing

Mr. JIANG Xinhao

Mr. Rajeev Kumar MATHUR

*Independent Non-executive Directors:*

Mr. ZHAO Yuhua

Dr. MAO Erwan

Ms. CHEN Yanyan

Mr. ZHANG Ling

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place  
of business in Hong Kong:*

Room 1601, 16th Floor

Capital Centre, 151 Gloucester Road

Wan Chai

Hong Kong

17 July 2020

*To the Shareholders*

Dear Sir or Madam,

**(1) RENEWAL OF GENERAL MANDATES TO ISSUE SHARES AND  
REPURCHASE SHARES;  
(2) RE-ELECTION OF DIRECTORS; AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with details in relation to the resolutions to be proposed at the AGM, including (i) the proposed renewal of Issue Mandate and Repurchase Mandate; and (ii) re-election of Directors.

\* For identification purposes only

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## LETTER FROM THE BOARD

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### **2. PROPOSED RENEWAL OF GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES**

At the annual general meeting of the Company held on 21 August 2019, ordinary resolutions were passed granting general mandates to the Directors, *inter alia*, to repurchase Shares and to issue, allot and deal with Shares.

The existing general mandates will lapse at the conclusion of the AGM. Accordingly, the Issue Mandate and the Repurchase Mandate, respectively, as set out as ordinary resolutions in the notice of AGM, are now proposed to be granted.

In respect of the Issue Mandate, at the AGM, an ordinary resolution will be proposed to grant the Directors a general and unconditional mandate to exercise all powers of the Company to issue new Shares up to 10% of the number of issued Shares as at the date of passing of the ordinary resolution.

In respect of the Repurchase Mandate, at the AGM, an ordinary resolution will be proposed to grant the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase Shares on the Stock Exchange up to a maximum of 10% of the Shares in issue as at the date of passing of the ordinary resolution.

In addition, a separate ordinary resolution will further be proposed, that the Issue Mandate be extended so that the Directors be given a general mandate to issue further Shares of a number equal to the number of the Shares repurchased by the Company under the Repurchase Mandate.

In relation to the Issue Mandate, 5,218,562,972 Shares were in issue and fully paid as at the Latest Practicable Date. Assuming that there are no changes in the Company's issued and fully paid share capital from the Latest Practicable Date to the date of AGM and the ordinary resolution approving the Issue Mandate is passed, the maximum number of Shares that may be issued by the Company will be 521,856,297 Shares.

The Directors, as at the Latest Practicable Date, had no immediate plans to repurchase any Shares or to issue any new Shares (other than the Shares which may fall to be issued under the Share Option Scheme) pursuant to the relevant mandates.

The explanatory statement, as required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate, is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

### **3. RE-ELECTION OF DIRECTORS**

Pursuant to Bye-law 86(2) of the Bye-laws, the Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a causal vacancy on the Board or, subject to authorization by the Shareholders in general meeting, as an addition to the Board. Any Director so appointed by the Board shall hold office only until the next following general meeting

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## LETTER FROM THE BOARD

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(in the case of filling a vacancy) or until the next following annual general meeting (in the case of an addition to their number) of the Company and shall then be eligible for re-election at that meeting. In this connection, Ms. LIU Chang will retire, and being eligible, will offer herself for re-election at the AGM.

Pursuant to Bye-law 87(1) of the Bye-laws, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not a multiple of three, the number nearest to but not less than one-third, shall retire from office by rotation, provided that every Director shall be subject to retirement at least once every three years. Pursuant to Bye-law 87(1) of the Bye-laws and the Code Provision A.4.2. of the Corporate Governance Code set out in Appendix 14 to the Listing Rules, Mr. LIU Ming Hui, Mr. ZHU Weiwei, Ms. CHEN Yanyan and Mr. ZHANG Ling will retire by rotation, being eligible, will offer themselves for re-election at the forthcoming AGM.

Details of the above Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

#### **4. AGM**

A notice of AGM is set out on pages 19 to 24 of this circular.

To the best knowledge of the Directors, no Shareholder is required to abstain from voting in respect of any of the resolutions proposed at the AGM pursuant to the Listing Rules.

A form of proxy for use at the AGM is enclosed with the Annual Report. In order to be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 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 AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM should they so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

#### **5. RESPONSIBILITY STATEMENT**

This circular (including its appendices), for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules 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 the information contained in this circular (including its appendices) is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular (including its appendices) misleading.

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## LETTER FROM THE BOARD

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### **Closure of Register of Members**

For the purpose of determining the identity of the Shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from 17 August 2020 (Monday) to 20 August 2020 (Thursday) (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM to be held on 20 August 2020 (Thursday), 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 14 August 2020 (Friday).

For the purpose of determining the Shareholders who are entitled to receive the proposed final dividend for the year ended 31 March 2020, the register of members of the Company will be closed from 27 August 2020 (Thursday) to 31 August 2020 (Monday) (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 30 September 2020 (Wednesday), to the Shareholders whose names appear on the register of members of the Company on 31 August 2020 (Monday). 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 26 August 2020 (Wednesday).

### **Voting by Way of Poll**

Pursuant to Rule 13.39(4) of the Listing Rules and Bye-law 66 of the Bye-laws of the Company, at any general meeting of the Company, a resolution put to the vote of the meeting shall be taken by poll, other than resolution which relates purely to a procedural or administrative matter which may be decided by the chairman in good faith to be voted by a show of hands. The Company will appoint a scrutineer to handle vote-taking procedures at the AGM. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with Rule 13.39(5) of the Listing Rules.

### **Recommendation**

The Directors are of the opinion that the resolutions to be proposed at the AGM as referred in this circular are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

In light of the epidemic situation of COVID-19, Shareholders are encouraged to appoint the chairman of the AGM as their proxy to vote on the resolutions, instead of attending the AGM in person.



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## LETTER FROM THE BOARD

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### General Information

Your attention is also drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,  
On behalf of the Board  
**CHINA GAS HOLDINGS LIMITED**  
**LIU Ming Hui**  
*Executive Chairman, Managing Director and President*

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company was 5,218,562,972 Shares.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that there are no changes in the Company's issued and fully paid share capital from the Latest Practicable Date to the date of AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 521,856,297 Shares.

### **2. REASONS FOR SHARE REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole.

Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might consider being appropriate to repurchase the Shares, they believe that an ability to do so would give the Company flexibility that would be beneficial to the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

### **3. SOURCE OF FUNDS OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Bye-laws and the applicable laws and regulations of Bermuda. The laws of Bermuda provide that: (i) the amount of capital repaid in connection with a repurchase of Shares may only be paid, with respect to the par value of the Shares to be repurchased, out of either the capital paid up on the relevant Shares, or the funds of the Company that would otherwise be available for dividend or distribution, or the proceeds of a fresh issue of Shares made for the purpose of the repurchase; (ii) the amount of premium payable on repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company; (iii) no purchase by the Company of its own Shares may be effected if, on the date on which the purchase is to be effected, there are reasonable grounds for believing that the Company is, or after the purchase would be, unable to pay its liabilities as they become due; and (iv) the Shares so repurchased would be treated as cancelled but the aggregate amount of authorised share capital of the Company would not be reduced.

On the basis of the consolidated financial position of the Company as at 31 March 2020 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital position of the Company at that time and the number of Shares in issue, the Directors consider that there might be a material adverse impact on the working capital position or the gearing position of the Company in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period. However, no purchase would be made in circumstances that would have a material adverse impact on the working capital position or the gearing position of the Company (as compared with the position disclosed in its latest published audited financial statements).

#### 4. SHARE PRICES

The highest and lowest prices at which the Shares traded on the Stock Exchange during each of the following months up to and including the Latest Practicable Date were as follows:

|  | Price per Share |                |
|--|-----------------|----------------|
|  | Highest<br>HK\$ | Lowest<br>HK\$ |
| <b>2019</b>                              |                 |                |
| July                                     | 33.30           | 28.70          |
| August                                   | 32.95           | 30.00          |
| September                                | 32.65           | 28.55          |
| October                                  | 33.50           | 30.25          |
| November                                 | 34.95           | 28.65          |
| December                                 | 30.85           | 27.60          |
| <b>2020</b>                              |                 |                |
| January                                  | 32.70           | 28.55          |
| February                                 | 30.90           | 28.00          |
| March                                    | 30.30           | 22.70          |
| April                                    | 28.90           | 22.30          |
| May                                      | 28.50           | 25.00          |
| June                                     | 28.55           | 23.35          |
| July (up to the Latest Practicable Date) | 26.35           | 24.05          |

#### 5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the memorandum of association of the Company and Bye-laws and the applicable laws and regulations of Bermuda.

As at the Latest Practicable Date, none of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), had any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved at the AGM.

As at the Latest Practicable Date, no core connected persons (as defined in the Listing Rules) of the Company had notified the Company that they had a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Company is authorised to make purchases of the Shares.

## 6. EFFECT OF TAKEOVERS CODE

If, as a result of a repurchase of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the interest of the Shareholder(s), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

According to the register kept under Section 336 of the SFO and information received by the Company, as at the Latest Practicable Date, the following Shareholders are taken to have 5% or more of the total issued shares of the Company:

| Name of Shareholders   | Number of Shares interested      | Percentage of shareholding in the Company |   |
|--|----------------------------------|---|---|
|  |                                  | As at the Latest Practicable Date         | Assuming that the Repurchase Mandate is exercised in full |
| Beijing Enterprises Group Company Limited ("BE Group")           | 1,237,663,143<br>(Note 1)        | 23.72%                                    | 26.35%  |
| Beijing Enterprises Group (BVI) Company Limited ("BE Group BVI") | 1,237,663,143<br>(Note 1)        | 23.72%                                    | 26.35%  |
| Beijing Enterprises Holdings Limited ("Beijing Enterprises")     | 1,237,663,143<br>(Note 1)        | 23.72%                                    | 26.35%  |
| Hong Mao Developments Limited ("Hong Mao")                       | 1,164,911,143<br>(Note 1)        | 22.32%                                    | 24.80%  |
| Mr. LIU Ming Hui ("Mr. LIU")                                     | 1,148,843,628<br>(Notes 2 and 3) | 22.01%                                    | 24.46%  |

| Name of Shareholders  | Number of Shares interested    | Percentage of shareholding in the Company |   |
|---|--------------------------------|---|---|
|   |                                | As at the Latest Practicable Date         | Assuming that the Repurchase Mandate is exercised in full |
| Joint Coast Alliance Market Development Limited (“Joint Coast”) | 763,658,600<br>(Notes 2 and 3) | 14.63%                                    | 16.26%  |
| China Gas Group Limited (“CGGL”)                                | 763,658,600<br>(Notes 2 and 3) | 14.63%                                    | 16.26%  |
| CHIU Tat Jung Daniel (“Mr. CHIU”)                               | 985,474,035<br>(Note 4)        | 18.88%                                    | 20.98%  |
| First Level Holdings Limited (“First Level”)                    | 985,474,035<br>(Note 4)        | 18.88%                                    | 20.98%  |
| Fortune Dynasty Holdings Limited (“Fortune Dynasty”)            | 984,474,035<br>(Note 4)        | 18.86%                                    | 20.96%  |
| Fortune Oil Limited (“Fortune Oil”)                             | 984,474,035<br>(Note 4)        | 18.86%                                    | 20.96%  |
| Fortune Oil PRC Holdings Limited (“Fortune Oil PRC”)            | 920,160,144<br>(Note 4)        | 17.63%                                    | 19.59%  |
| JPMorgan Chase & Co.  | 523,692,672<br>(Note 5)        | 6.01%                                     | 6.68%   |
| The Capital Group Companies, Inc                                | 375,664,979<br>(Note 6)        | 7.20%                                     | 8.00%   |

## Notes:

- Each of BE Group, BE Group BVI and Beijing Enterprises was deemed to be interested in 1,237,663,143 Shares, 72,752,000 of which were directly and beneficially owned by Beijing Enterprises, and 1,164,911,143 of which were directly and beneficially owned by Hong Mao. Hong Mao was wholly-owned by Beijing Enterprises which was owned as to 41.06% by BE Group BVI, 7.93% by Modern Orient Limited (“Modern Orient”) and 12.97% by Beijing Enterprises Investments Limited (“Beijing Enterprises Investments”). Modern Orient was wholly-owned by Beijing Enterprises Investments which is owned as to 72.72% by BE Group BVI. BE Group BVI was wholly-owned by BE Group.
- Mr. LIU was deemed to be interested in a total of 1,148,843,628 Shares, comprising:
  - 335,185,028 Shares beneficially owned by him;
  - 763,658,600 Shares beneficially owned by CGGL. CGGL was owned as to 50% by Joint Coast which, in turn, is wholly-owned by Mr. LIU; and
  - 50,000,000 underlying Shares beneficially owned by way of share options.

3. Joint Coast was deemed to be interested in 763,658,600 Shares beneficially owned by CGGL. CGGL is owned as to 50% by Joint Coast which, in turn, is wholly-owned by Mr. LIU.
4. Each of Mr. CHIU and First Level was deemed to be interested in a total of 985,474,035 Shares, comprising:
  - (i) 763,658,600 Shares beneficially owned by CGGL. CGGL was owned as to 50% by Fortune Oil PRC;
  - (ii) 156,501,544 Shares beneficially owned by Fortune Oil PRC which is a wholly-owned subsidiary of Fortune Oil. Fortune Oil is a wholly-owned subsidiary of Fortune Dynasty which is owned as to 70% by First Level;
  - (iii) 27,617,919 Shares beneficially owned by First Marvel Investment Limited which is a wholly-owned subsidiary of Fortune Oil;
  - (iv) 36,695,972 Shares beneficially owned by Fortune Oil Holdings Limited which is a wholly-owned subsidiary of Fortune Oil; and
  - (v) 1,000,000 Shares beneficially owned by First Level which, in turn, is owned as to 99% by Mr. CHIU.
5. JPMorgan Chase & Co. was deemed to be interested 313,784,524 Shares in long position, 1,894,734 Shares in short position and 208,013,414 Shares in lending pool through its numerous 100% controlled companies. Parts of the interests are derivative interests.
6. The Capital Group Companies, Inc. was deemed to be interested in 375,664,979 Shares which were beneficially owned by its wholly-owned subsidiary Capital Research and Management Company.

Assuming that from the Latest Practicable Date to the date of AGM there will be no change in the Company's issued and fully paid share capital and none of the substantial shareholders (as defined in the Listing Rules) of the Company will dispose of its/his Shares, in the event that the Directors exercise in full the Repurchase Mandate, the interests of the above Shareholders would be increased to such percentages of the issued share capital of the Company as set out in the fourth column of the above table. To the best knowledge of the Directors, there are no Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of such increase as a result of the Repurchase Mandate exercised in full.

## **7. SHARE REPURCHASES MADE BY THE COMPANY**

No repurchase of the Shares has been made by the Company in the six months preceding the Latest Practicable Date.

As required by the Listing Rules, the particulars of the Directors proposed to be re-elected at the AGM are set out in this Appendix II.

**Mr. LIU Ming Hui**, aged 57, is currently the executive chairman, managing director and president of the Company. He is also the chairman of the Executive Committee and the Nomination Committee and a member of the Remuneration Committee and a director of certain subsidiaries of the Company. Mr. LIU was appointed as a non-executive Director of the Company in August 2012 and was elected as an executive Director of the Company in September 2012. Mr. LIU was a non-executive Director of the Company from April 2002 to July 2002, an executive Director of the Company from July 2002 to April 2011 and the managing director of the Company from July 2002 to January 2011. He was re-appointed as the managing director and president of the Company in August 2012. Mr. LIU is the founder of the Group. He is responsible for the Group's overall strategic planning and development and operation. Mr. LIU received a bachelor's degree in science from Hebei Normal University in 1984, a master's degree in political economics from the Graduate School of Renmin University of China in 1999 and completed the education of DBA (Doctor of Business Administration) program from the Shenzhen Research Institute of Renmin University of China in 2006. He has substantial experience in the infrastructure and energy industry in China. He is the elder brother of Mr. LIU Mingxing, a non-executive Director of the Company and the father of Ms. LIU Chang, an executive Director of the Company.

Save as disclosed above, Mr. LIU had not held any other directorships in publicly listed companies, whether in Hong Kong or overseas, during the last three years and up to the Latest Practicable Date, nor did he have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company (as defined in the Listing Rules). As at the Latest Practicable Date, Mr. LIU does not hold any other position with the Company and its subsidiaries.

As at the Latest Practicable Date, there was an employment contract (approved by the Shareholders in the 2018 annual general meeting) between the Company and Mr. LIU in his capacity as a managing director and president of the Company for a term of 10 years, under which Mr. LIU is entitled to a monthly salary of HK\$727,584, housing allowance of up to HK\$100,000 per month and discretionary bonus as may be approved by the Remuneration Committee with reference to his roles and responsibilities and the prevailing market conditions. The basic salary of Mr. LIU shall be reviewed annually and may be adjusted at the discretion of the Remuneration Committee, in accordance with the salary adjustment level of our Group's general staff in the preceding financial year.

Mr. LIU, in his capacity as a Director, has no fixed term of appointment, but he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company.

As at the Latest Practicable Date, Mr. LIU was deemed to be interested in 1,148,843,628 Shares, representing 22.01% of the issued share capital of the Company under Part XV of the SFO, which comprises (i) 335,185,028 Shares beneficially held by him; 763,658,600 Shares beneficially owned by China Gas Group Limited, which is owned as to 50% by Joint Coast Alliance Market Development Limited, which in turn, is wholly-owned by Mr. LIU; and (iii) share options entitling him to subscribe for 50,000,000 Shares.

Save as disclosed above, the Board is not aware of any other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any other matters that needs to be brought to the attention of the Shareholders of the Company.

**Mr. ZHU Weiwei**, aged 47, is currently the managing vice president and the chief financial officer of the Company. He is also a member of each of the Executive Committee and the Remuneration Committee and a director of certain subsidiaries of the Company. Mr. ZHU was appointed as an executive Director of the Company in September 2002. He is responsible for the Group's overall financial management, financing and capital management and internal control matters. Mr. ZHU received a bachelor's degree and a master's degree in economics from Zhongnan University of Economics and Law in 1993 and 1996 respectively. He has substantial experience in financing and capital management.

Save as disclosed above, Mr. ZHU had not held any other directorships in publicly listed companies, whether in Hong Kong or overseas, during the last three years and up to the Latest Practicable Date, nor did he have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company (as defined in the Listing Rules). As at the Latest Practicable Date, Mr. ZHU does not hold any other position with the Company and its subsidiaries.

As at the Latest Practicable Date, there was an employment contract (approved by Shareholders in the 2017 annual general meeting) between the Company and Mr. ZHU in his capacity as a vice president of the Company for a term of 10 years, under which Mr. ZHU is entitled to a monthly salary of HK\$303,160, housing allowance of up to HK\$50,000 per month and discretionary bonus as may be approved by the Remuneration Committee with reference to his roles and responsibilities and the prevailing market conditions. The basic salary of Mr. ZHU shall be reviewed annually and may be adjusted at the discretion of the Remuneration Committee, in accordance with the salary adjustment level of our Group's general staff in the preceding financial year.

Mr. ZHU, in his capacity as a Director, has no fixed term of appointment, but he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company.



As at the Latest Practicable Date, Mr. ZHU held 6,000,000 Shares and had interest in share options to subscribe for 4,000,000 Shares.

Save as disclosed above, the Board is not aware of any other information to be disclosed pursuant to the requirement of the Rules 13.51(2)(h) and 13.51(2)(v) of the Listing Rules and there are no other matters that needs to be brought to the attention of the Shareholders of the Company.

**Ms. LIU Chang**, aged 31, is currently a vice president and a member of the Executive Committee of the Company. She is also the deputy general manager of Capital Management Centre (corporate finance and investor relations), the deputy general manager of the Office of the Board and Company Secretarial Department of the Company and the chairperson of Yipin Smart Living Technology Limited\* (壹品慧生活科技有限公司), a subsidiary of the Company. Ms. LIU is also a director of China Gas Group Limited which has discloseable interest in the shares and underlying shares of the Company under the provisions of Division 2 and 3 of Part XV of the SFO and the relevant information is disclosed in Appendix I to this circular. Ms. LIU was appointed as an executive Director of the Company in April 2020. Before such appointment, she was an alternate director to Mr. LIU Mingxing, a non-executive director of the Company, and his alternate member of the CGRC Committee from November 2017 to April 2020. Ms. LIU is responsible for the management of value-added services business, legal affairs, corporate finance and investor relations for the Group. From 2016 to 2017, Ms. LIU served as a legal associate at the office of Vitol Inc. in Houston, the USA. She is admitted to practise law in New York State, the USA. Ms. LIU received a bachelor's degree in economics and finance and a master's degree in economics from the Hong Kong University of Science and Technology in 2011 and 2012 respectively and a juris doctor degree in law from Cornell Law School in 2016. She has experience in legal affairs and investor relations. Ms. LIU is the daughter of Mr. LIU Ming Hui, an executive Director of the Company, and the niece of Mr. LIU Mingxing, a non-executive Director of the Company.

Save as disclosed above, Ms. LIU had not held any other directorships in publicly listed companies, whether in Hong Kong or overseas, during the last three years and up to the Latest Practicable Date, nor did he have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company (as defined in the Listing Rules). As at the Latest Practicable Date, Ms. LIU does not hold any other position with the Company and its subsidiaries.

As at the Latest Practicable Date, there is an employment agreement between the Company and Ms. LIU as an employee in the Company, and she is entitled to a monthly salary of HK\$200,000 and discretionary bonus for her current role in the Company as may be approved by the Remuneration Committee with reference to her roles and responsibilities and the prevailing market conditions. The basic salary of Ms. LIU shall be reviewed annually and may be adjusted at the discretion of the Remuneration Committee.

Ms. LIU, in her capacity as a Director, has no fixed term of appointment, but she is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company.

As at the Latest Practicable Date, Ms. LIU had interest in share options to subscribe for 2,000,000 Shares.

Save as disclosed above, the Board is not aware of any other information to be disclosed pursuant to the requirement of the Rules 13.51(2)(h) and 13.51(2)(v) of the Listing Rules and there are no other matters that needs to be brought to the attention of the Shareholders of the Company.

**Ms. CHEN Yanyan**, aged 57, is currently a member of each of the Audit Committee, the Nomination Committee, the Remuneration Committee and the Corporate Governance and Risk Control Committee (the “CGRC Committee”) of the Company. Ms. CHEN was appointed as an independent non-executive Director of the Company in December 2012. She is an economist, senior political engineer, and an expert in Logistics and Supply Chain Management Specialty of Expert Database of Science and Technology Expert Committee of Shenzhen Municipal Government. She is also a research fellow of the Chinese Logistics Society and a representative of the 11th Women’s Congress of Guangdong Province. Ms. CHEN is currently an independent director of four public companies listed on the Shenzhen Stock Exchange (“SZSE”), i.e. Shenzhen Huashengchang Technology Industrial Co., Ltd\* (SZSE Stock Code: 2980), Shenzhen Wenke Landscape Co., Ltd. (SZSE Stock Code: 2775), Shenzhen Cheng Chung Design Co., Ltd. (SZSE Stock Code: 2811) and Shenzhen Woer Heat-Shrinkable Material Co., Ltd. (SZSE Stock Code: 2130) (She was also an independent director of the company from 2010 to 2016). Ms. CHEN has also been appointed as an expert member of the MBA Advisory Committee of the Renmin University of China Business School since May 2019. She received a post-graduate education in Economics from Guangdong Provisional Committee Party School of the Communist Party of China in 1999 and received “Second Prize of Technological Progress by the China Federation of Logistic and Purchasing” in 2008 and 2009. She has substantial experience in logistics and supply chain management.

Save as disclosed above, Ms. CHEN had not held any other directorships in publicly listed companies, whether in Hong Kong or overseas, during the last three years and up to the Latest Practicable Date, nor did she have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company (as defined in the Listing Rules). As at the Latest Practicable Date, Ms. CHEN did not hold any other position with the Company and its subsidiaries.

As at the Latest Practicable Date, there was no service agreement between the Company and Ms. CHEN, but Ms. CHEN is entitled to a director’s fee as may be approved by the Board of the Company with reference to her roles and responsibilities and the prevailing market conditions. Currently, Ms. CHEN, as an independent non-executive Director, is entitled to an annual director’s fee of HK\$264,000 and discretionary bonus payment. She is also entitled to a total annual fee of HK\$264,000 as the members of the Audit Committee, Nomination Committee, Remuneration Committee and the CGRC Committee.

Ms. CHEN has no designated length of service with the Company but she is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company.

As at the Latest Practicable Date, Ms. CHEN had interest in share options to subscribe for 1,000,000 Shares.

Save as disclosed above, the Board is not aware of any other information to be disclosed pursuant to the requirement of the Rules 13.51(2)(h) and 13.51(2)(v) of the Listing Rules and there are no other matters that needs to be brought to the attention of the Shareholders of the Company.

**Mr. Zhang Ling**, aged 64, is currently a member of each of the Audit Committee, the Remuneration Committee and the CGRC Committee of the Company. Mr. ZHANG was appointed as an independent non-executive Director of the Company in November 2017. He is currently a professor and a mentor of doctoral students at the China University of Political Science and Law, a director of the China Law Society, an executive vice president and a legal representative of the Chinese Society of Criminology\*, the person-in-charge of the National Victimology Professional Committee\* and an officer of the Asian Law (Eastern Asia) Research Institution of the China University of Political Science and Law. Mr. ZHANG also serves as an independent director of each of Luzhou Laojiao Co., Ltd. (SZSE Stock Code: 000568) and Zhengzhou Sino-Crystal Diamond Co., Ltd. (Shenzhen Growth Enterprise Market Stock Code: 300064). In 1999, Mr. ZHANG was an external lecturer in the law department of Aichi University in Japan. From 2000 to 2002, Mr. ZHANG was a foreign researcher in the law research centre of Waseda University in Japan. Subsequently, Mr. ZHANG served as the deputy procurator and a committee member of the inspection committee of Beijing Chaoyang People's Procuratorate\* during 2004 to 2010, and has been serving as a committee member of the expert consultation committee of the Forth Court of Beijing People's Procuratorate (Railway Inspections)\* since 2015. Mr. ZHANG served as an independent director of Huadian Energy Company Limited (Shanghai Stock Exchange Stock Code: 600726) from 2010 to 2014. Mr. ZHANG received a master's degree in law from Jilin University in 1987, a doctorate degree in law from the same university in 1995 and a doctorate degree in law from Waseda University in Japan in 2002. He has substantial experience in law and legal affairs.

Saved as disclosed above, Mr. ZHANG had not held any directorship in publicly listed companies, whether in Hong Kong or overseas, during the last three years and up to the Latest Practicable Date, nor did he have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules). As at the Latest Practicable Date, Mr. ZHANG did not hold any other position with the Company and its subsidiaries.

As at the Latest Practicable Date, there was no service agreement between the Company and Mr. ZHANG but Mr. ZHANG is entitled to a director's fee as may be approved by the Board of the Company with reference to his roles and responsibilities and the prevailing market conditions. Currently, Mr. ZHANG, as an independent non-executive Director, is entitled to an annual

director's fee of HK\$264,000 and discretionary bonus payment. He is also entitled to a total annual fee of HK\$198,000 as the members of the Audit Committee, the Remuneration Committee and the CGRC Committee.

Mr. ZHANG has no designated length of service with the Company but he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company.

As at the Latest Practicable Date, Mr. ZHANG had interest in share options to subscribe for 1,000,000 Shares.

Save as disclosed above, the Board is not aware of any other information to be disclosed pursuant to the requirement of the Rules 13.51(2)(h) and 13.51(2)(v) of the Listing Rules and there are no other matters that needs to be brought to the attention of the Shareholders of the Company.

Pursuant to Code Provision A.4.3. of the Corporate Governance Code set out in Appendix 14 of the Listing Rules, such re-election will be subject to a separate resolution to be approved by the Shareholders at the AGM.

*\* For identification purpose only*

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## NOTICE OF AGM

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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 Boardroom 6, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong at 10:00 a.m. on Thursday, 20 August 2020 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 2020;
2. To declare a final dividend of HK40 cents per share for the year ended 31 March 2020;
3. (a) To re-elect, each as a separate resolution, the following directors of the Company:
  - i. To re-elect Mr. LIU Ming Hui as an executive Director of the Company;
  - ii. To re-elect Mr. ZHU Weiwei as an executive Director of the Company;
  - iii. To re-elect Ms. LIU Chang as an executive Director of the Company;
  - iv. To re-elect Ms. CHEN Yanyan as an independent non-executive Director of the Company;
  - v. To re-elect Mr. ZHANG Ling as an independent non-executive Director of the Company;
- (b) 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;

\* For identification purposes only

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### AS SPECIAL BUSINESS

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

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## NOTICE OF AGM

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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

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## NOTICE OF AGM

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(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 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.”

On behalf of the Board  
**CHINA GAS HOLDINGS LIMITED**  
**LIU Ming Hui**

*Executive Chairman, Managing Director and President*

Hong Kong, 17 July 2020

\* *For identification purposes only*



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## NOTICE OF AGM

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*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. In light of the epidemic situation of COVID-19, Shareholders are encouraged to appoint the chairman of the AGM as his/her proxy to vote on the resolutions, instead of attending the AGM in person.
2. A form of proxy for use in connection with the AGM is enclosed with the Company's 2019/20 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 who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from 17 August 2020 (Monday) to 20 August 2020 (Thursday) (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 20 August 2020 (Thursday), 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 14 August 2020 (Friday).

For the purpose of determining the Shareholders who are entitled to receive the proposed final dividend for the year ended 31 March 2020, the register of members of the Company will be closed from 27 August 2020 (Thursday) to 31 August 2020 (Monday) (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 30 September 2020 (Wednesday) to the Shareholders whose names appear on the register of members of the Company on 31 August 2020 (Monday). 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 26 August 2020 (Wednesday).

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,

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## NOTICE OF AGM

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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 the resolutions to be tabled at the meeting will be 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 20 August 2020 or if the Hong Kong Observatory has announced at or before 7:00 a.m. on 20 August 2020 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 20 August 2020 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. LIU Ming Hui, Mr. HUANG Yong, Mr. ZHU Weiwei, Ms. LI Ching and Ms. LIU Chang are the executive Directors of the Company, Mr. LIU Mingxing, Mr. JIANG Xinhao and Mr. Rajeev Kumar MATHUR are the non-executive Directors of the Company and Mr. ZHAO Yuhua, Dr. MAO Erwan, Ms. CHEN Yanyan and Mr. ZHANG Ling are the independent non-executive Directors of the Company.



## CHINA GAS HOLDINGS LIMITED

中國燃氣控股有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 384)

### 2020 ANNUAL GENERAL MEETING (“AGM”) HEALTH DECLARATION FORM

In view of uncertain development of the current COVID-19 situation, subject to the government guideline, for the prevention and control of mass gathering, the Company will implement precautionary measures and special arrangements at the AGM with a view to addressing the risk to attendees of infection. **Please complete this form to the best of your knowledge and return it to the staff at the registration counters at the AGM venue.**

If (i) you have any of the symptoms as set out in Part A, or (ii) your answer to any of the questions under Part B is “YES”, you may not be admitted to the AGM venue.

Part A (Please circle as appropriate)

|  |                      |                     |
|--|----------------------|---------------------|
| Do you have any of the following symptoms? |                      |                     |
| Fever                                      | Sore throat          | Shortness of breath |
| Cough                                      | Breathing difficulty |                     |

Part B (Please circle as appropriate)

|   |     |    |
|---|-----|----|
| In the past 14 days,  |     |    |
| (i) did you <b>travel outside Hong Kong</b> ?   | Yes | No |
| (ii) have you ever been under <b>compulsory quarantine or medical surveillance order</b> by the Department of Health of Hong Kong?  | Yes | No |
| (iii) have you ever been in <b>close contact<sup>#</sup> with confirmed case(s) and/or probable case(s)</b> of COVID-19 patient(s)? | Yes | No |
| (iv) have you ever <b>lived with any person under home quarantine</b> ?   | Yes | No |

<sup>#</sup> Refers to any person who has not taken effective protection and has been in close contact with (a) probable case(s) or confirmed case(s) 2 days before the symptoms onset; or (b) asymptomatic infected person(s) 2 days before the sampling.

I declare that all the above information is true.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Personal Information Collection Statement: Your supply of all information collected in this form is required for the purpose of the Company's prevention of the occurrence or spread of Infectious Diseases. If you fail to provide the information, the Company will not be able to assess your suitability to attend the AGM and you may not be granted access to the AGM venue. The information will only be disclosed to other parties or authorities with your consent or where it is permitted under the Personal Data (Privacy) Ordinance. All information collected will be destroyed in 21 days after the AGM. You have the right to request access to and/or correction of your personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance, and any such request should be made in writing and addressed to the Company.

\* For identification purpose only