



**CHINA GAS HOLDINGS LIMITED**

**中國燃氣控股有限公司\***

(Incorporated in Bermuda with limited liability)

(Stock Code: 384)

**FORM OF PROXY FOR ANNUAL GENERAL MEETING  
(OR ANY ADJOURNMENT THEREOF)**

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ share(s) of HK\$0.01 each in the capital of  
abovenamed company (the "Company"). **HEREBY APPOINT**<sup>3</sup> the chairman of the 2022 annual general meeting or any  
adjournment thereof of the Company ("AGM") or failing him, \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the AGM of the Company to be held at 10:00 a.m. on 18  
August 2022 (Thursday) at Salon IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong (or at  
any adjournment thereof) in respect of the resolutions set out in the notice convening the AGM as hereunder indicated, and, if no  
such indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To receive and approve the audited financial statements and the reports of the directors and of the auditors of the Company for the year ended 31 March 2022		
2.	To declare a final dividend of HK45 cents per share		
3.	(a) To re-elect, each as a separate resolution, the following directors:		
	i. To re-elect Mr. ZHU Weiwei as an executive Director of the Company		
	ii. To re-elect Mr. ZHAO Kun as an executive Director of the Company		
	iii. To re-elect Mr. XIONG Bin as a non-executive Director of the Company		
	iv. To re-elect Mr. JIANG Xinhao as a non-executive Director of the Company		
	v. To re-elect Dr. MAO Erwan as an independent non-executive Director of the Company		
	vi. To re-elect Ms. CHEN Yanyan as an independent non-executive Director of the Company		
	vii. To re-elect Dr. MA Weihua 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		
5.	To grant a general mandate to the directors to repurchase the shares of the Company (Ordinary resolution numbered 5 of the notice convening the AGM (the "Notice"))		
6.	To grant a general mandate to the directors to issue and allot the shares of the Company (Ordinary resolution numbered 6 of the Notice)		
7.	To extend a general mandate to the directors to issue and allot the shares of the Company (Ordinary resolution numbered 7 of the Notice)		
SPECIAL RESOLUTION		FOR <sup>4</sup>	AGAINST <sup>4</sup>
8.	To approve the proposed amendments to the Bye-laws and adopt the new Bye-laws of the Company (Special resolution numbered 8 of the Notice)		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022

Signature(s)<sup>5</sup> \_\_\_\_\_

*Notes:*

1. Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
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 the name of the holder(s).
3. If any proxy other than the Chairman of the meeting is preferred, please delete the words “the Chairman of the 2022 annual general meeting or any adjournment thereof of the Company (“AGM”)” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick a box in respect of any resolution will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. This form of proxy must be signed by the shareholder or his attorney duly authorised in writing. If the shareholder is a company, it should execute this form of proxy under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf.
6. In the case of joint shareholders, any one shareholder may sign this proxy form. The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding.
7. In order 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 such authority, must be deposited at the Hong Kong Branch Share Registrar of the Company, 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 meeting (or any adjournment thereof).
8. The proxy need not be a shareholder of the Company but must attend the meeting (or any adjournment thereof) in person to represent you.
9. Unless otherwise indicated, capitalized terms used in this form of proxy shall have the same meanings as those defined in the circular of the Company dated 19 July 2022.

\* *For identification purposes only*