



BEIJING GAS BLUE SKY HOLDINGS LIMITED

北京燃氣藍天控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 6828)

SPECIAL GENERAL MEETING – PROXY FORM

I/We, _____ of _____ (Address) being a member/members of BEIJING GAS BLUE SKY HOLDINGS LIMITED (the “Company”) hereby appoint:

Name	Address	Proportion of shareholding	
		Number of shares	%

and/or (delete as appropriate)

Name	Address	Proportion of shareholding	
		Number of shares	%

or failing which, the Chairman of the special general meeting (the “SGM”), as *my/our proxy/proxies to vote for *me/us on *my/our behalf at the SGM to be convened on Tuesday, 15 November 2022 at 11:00 a.m. (Hong Kong time), at Room 3402-4, 34/F, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong and at any adjournment thereof. *I/We direct *my/our proxy/proxies to vote for or against the resolutions to be proposed at the SGM as indicated hereunder. If no specific direction as to voting is given, the *proxy/proxies will vote or abstain from voting at *his/her/their discretion, as *he/she/they will on any other matter arising at the SGM.

Ordinary Resolutions		Number of votes for ^(Note 4)	Number of votes against ^(Note 4)
1.	<p>(a) To approve, confirm and ratify (A) the Financial Assistance by Beijing Gas HK pursuant to the Facility Agreement and the Convertible Bond Subscription Agreement; (B) the subscription of new Shares by Beijing Gas HK pursuant to the Subscription Agreement; and (C) the acquisition of the Target Company and the issue of Consideration Shares pursuant to the Acquisition Agreement, and the transactions contemplated thereunder;</p> <p>(b) Subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting and not having withdrawn the approval for the listing of, and the permission to deal in the Subscription Shares, the Consideration Shares and the Conversion Shares, to approve the grant of a specific mandate to the Directors for the allotment and issue of the Subscription Shares, the Consideration Shares and the Conversion Shares in accordance with the terms and conditions of the Subscription Agreement, the Acquisition Agreement and the Convertible Bond Subscription Agreement respectively; and</p> <p>(c) To authorise any one or more Directors to do all such acts and execute all such other documents generally and unconditionally as he/she as may consider necessary, expedient or desirable in connection with or to give effect to paragraphs (a) to (b) of this resolution, including, without limitation, the allotment and issue of the Subscription Shares, the Consideration Shares and the Conversion Shares.</p>		
2.	To elect Mr. Shao Dan as a non-executive Director, the appointment which shall take effect upon the completion of the Subscription Agreement.		
Special Resolution		Number of votes for ^(Note 4)	Number of votes against ^(Note 4)
3.	<p>(a) To approve the grant of waiver of the obligation of the Beijing Gas Group to make a general offer for all the shares and other equity share capital of the Company (other than those Shares and other equity share capital owned or agreed to be acquired by the Beijing Gas Group and parties acting in concert with it) as a result of the allotment and issue of Shares under (a) the Share Subscription Agreement and (b) the Acquisition Agreement in accordance with the Whitewash Waiver granted or to be granted by the Executive pursuant to Note 1 on dispensations to Rule 26 of the Takeovers Code; and</p> <p>(b) To authorize any one or more directors to, do all such acts and things and execute all relevant documents or deeds (and, if necessary, affix the company seal in accordance with the by-laws of the Company) as he/she may consider necessary, expedient or desirable in connection with, to give effect to, or to consummate any matter relating to or in connection with the Whitewash Waiver and/or the transactions contemplated thereunder.</p>		

full text of the above resolutions is set out in the notice of SGM dated 31 October 2022.

Note:

(1) If you wish to exercise all your votes “For” or “Against”, please indicate with a tick within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2022.

Total number of shares	Number of shares
In Register of Members	

Signature(s) of Member(s)/Common Seal
*Delete as appropriate

IMPORTANT: PLEASE READ NOTES BEFORE COMPLETING THIS PROXY FORM

Notes:

1. Where a member appoints more than one (1) proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy and if no percentage is specified, the first named proxy shall be treated as representing 100% of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
2. A proxy need not be a member of the Company.
3. Please insert the total number of shares held by you. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by you.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION SET OUT ABOVE, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”. IF YOU WISH TO USE LESS THAN ALL YOUR VOTES, OR TO CAST SOME OF YOUR VOTES “FOR” AND SOME OF YOUR VOTES “AGAINST” THE RESOLUTION, YOU MUST WRITE THE NUMBER OF VOTES IN THE RELEVANT BOX(ES).** Failure to tick either box or write the number of votes in the box in respect of a resolution will entitle your proxy to cast your vote in respect of that resolution at his/her discretion or abstain from voting.
5. The instrument appointing a proxy or proxies together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged at the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than forty-eight (48) hours before the time appointed for holding the SGM or any adjourned meeting thereof (as the case may be).
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or by his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
7. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
8. A corporation which is a shareholder of the Company may, in accordance with bye-law 83 of the Company, authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the SGM.
9. The Company shall be entitled to reject the instrument appointing a proxy or proxies, if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument appointing a proxy or proxies.
10. Where there are joint registered members of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint members is present at the meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.

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 (the ‘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 authorized 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 / Tricor Investor Services Limited at the above address.