



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/We¹ _____
of _____
being the registered holder(s) of² _____ share(s) of HK\$0.01 each in the capital of
abovenamed company (the "Company"). **HEREBY APPOINT**³ the chairman of the 2023 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 23
August 2023 (Wednesday) at China Gas Building, 188 Meiyuan Road, Luohu District, Shenzhen, Guangdong Province, China (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 ⁴	AGAINST ⁴
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 2023		
2.	To declare a final dividend of HK40 cents per share		
3.	(a) To re-elect, each as a separate resolution, the following directors:		
	i. To re-elect Mr. LIU Ming Hui as an executive Director of the Company		
	ii. To re-elect Ms. LIU Chang as an executive Director of the Company		
	iii. To re-elect Mr. Mahesh Vishwanathan IYER 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 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		
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)		
8.	To approve the adoption of the New Share Option Scheme (as defined in the circular of the AGM ("Circular")) and the termination of the 2013 Share Option Scheme (as defined in the Circular)		
9.	To approve the adoption of the Scheme Mandate Limit (as defined in the Circular) under the New Share Option Scheme		
10.	To approve the adoption of the Service Provider Sublimit (as defined in the Circular) under the New Share Option Scheme		

Dated this _____ day of _____ 2023

Signature(s)⁵ _____

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 2023 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 21 July 2023.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- (ii) The supply of your Personal Data to the Company and/or the Company’s branch share registrar is on a voluntary basis and such data will be used for processing your instructions as stated in this Form of Proxy.
- (iii) Your Personal Data will not be transferred to any third parties (other than the Company’s branch share registrar) unless it is a requirement to do so by law, for example, in response to a court order or a law enforcement agency’s request and will be retained for such period as may be necessary for our verification and record purposes.
- (iv) You and your appointed proxy have the right to request access to and/or to correct the respective Personal Data in accordance with the provisions of the PDPO. Any such request should be made in writing and addressed to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong.

* *For identification purposes only*