

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (the “Meeting”) of Xinao Gas Holdings Limited (the “Company”) will be held at Chater Room I, Function Room Level, The Ritz-Carlton, 3 Connaught Road Central, Hong Kong on Wednesday, 21 May 2003 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2002;
2. To re-elect retiring directors and to authorise the board of directors to fix the directors’ fees; and
3. To re-appoint the auditors and to authorise the board of directors to fix their remuneration.

By order of the Board  
**Xinao Gas Holdings Limited**  
**CHENG Chak Ngok**  
*Company Secretary*

Hong Kong, 8 April 2003

*Principal place of business in Hong Kong:*

Xinao Gas Holdings Limited,  
Offices Nos. 1-3, 31st Floor,  
Tower One, Lippo Centre,  
89 Queensway,  
Hong Kong

*Notes:*

1. Every shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a shareholder of the Company.
2. In order to ascertain the identity of the shareholders for attending the forthcoming Meeting of the Company, all share transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the appointed time for holding the Meeting.
3. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1901-5, 19th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.
4. Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting at the Meeting if the shareholder of the Company so desires.



新奧燃氣控股有限公司  
XINAO GAS HOLDINGS LIMITED

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