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

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**If you are in any doubt** about 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 Beijing Gas Blue Sky Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities mentioned herein.

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**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)****PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the annual general meeting of the Company (“Annual General Meeting”) to be held at Level 9, Central Building, 1-3 Pedder Street, Central, Hong Kong on Friday, 8 June 2018 at 11:00 a.m. is set out on pages 14 to 18 of this circular. If you are unable to attend the Annual General Meeting, you are requested to complete and return the forms of proxy accompanying this circular in accordance with the instructions printed thereon to the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

24 April 2018

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Level 9, Central Building, 1-3 Pedder Street, Central, Hong Kong on Friday, 8 June 2018 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 14 to 18 of this circular, or any adjournment thereof
“Annual Report”	the annual report of the Company for the financial year ended 31 December 2017
“Board”	the board of Directors
“Bye-laws”	bye-laws of the Company as amended, modified or supplemented from time to time
“Company”	Beijing Gas Blue Sky Holdings Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the main board of the SEHK (Stock Code: 6828)
“Director(s)”	the director(s) of the Company
“General Share Issue Mandate”	a general and unconditional mandate to be granted to the Directors to allot, issue or deal with new Shares subject to and in accordance with the terms of the mandate
“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
“Latest Practicable Date”	20 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the SEHK
“Repurchase Mandate”	the proposed general mandate authorising the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of issued Shares of the Company as at the date of the resolution approving the Repurchase Mandate
“SEHK”	The Stock Exchange of Hong Kong Limited
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.055 each in the capital of the Company
“Shareholder(s)”	the registered holder(s) of the Share(s)
“Takeover Code”	the Hong Kong Code on Takeovers and Mergers
“%”	percentage

*Any reference in this circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Listing Rules, the SFO or any modification thereof and used in this circular shall, where applicable, have the meaning assigned to it under the Listing Rules, the SFO or any modification thereof, as the case may be.*

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## LETTER FROM THE BOARD

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# 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)**

*Executive Directors:*

Mr. Cheng Ming Kit *(Co-Chairman of the Board and  
Chief Executive Officer)*

Mr. Sze Chun Lee

Mr. Hung Tao

Mr. Tam Man Kin

Mr. Li Weiqi

*Non-executive Director:*

Mr. Zhi Xiaoye *(Co-Chairman of the Board)*

*Independent non-executive Directors:*

Mr. Lim Siang Kai

Mr. Wee Piew

Mr. Ma Arthur On-hing

Mr. Pang Siu Yin

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Headquarters and principal place of  
business in Hong Kong:*

Room 1411, 14/F

New World Tower I

16-18 Queen's Road Central

Hong Kong

24 April 2018

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

### 1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting for (i) the re-election of the retiring Directors; and (ii) the granting to the Directors of the General Share Issue Mandate and Repurchase Mandate.

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## LETTER FROM THE BOARD

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### 2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Bye-law 86 of the Bye-laws, at each Annual General Meeting one-third of the Directors for the time being shall retire from office by rotation at least once every three years. Mr. Sze Chun Lee, Mr. Zhi Xiaoye, Mr. Lim Siang Kai (“Mr. Lim”) and Mr. Wee Piew (“Mr. Wee”) shall retire at the Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual General Meeting. The re-election of the retiring Directors will be individually voted by the Shareholders at the Annual General Meeting.

The information required to be disclosed under the Listing Rules in relation to the retiring Directors proposed for re-election are set out in Appendix II to this circular.

Each of Mr. Lim and Mr. Wee, being an independent non-executive Director, has given to the Company his written confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that each of Mr. Lim and Mr. Wee meets the independence guidelines set out in Rule 3.13 of the Listing Rules.

Pursuant to the code provision A.4.3 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, any re-appointment of independent non-executive Director who served more than 9 years shall be subject to a separate resolution to be appointed by the Shareholders. Mr. Lim and Mr. Wee served the Company for more than 9 years and are due to retirement at the Annual General Meeting. During the years of appointment of Mr. Lim and Mr. Wee, they have demonstrated their abilities to provide an independent view to the Company’s matters. Notwithstanding their years of service as independent non-executive Directors, the Board is of the view that Mr. Lim and Mr. Wee are able to continue to fulfill their role as required and recommends them for re-election at the Annual General Meeting. The Board is satisfied that Mr. Lim and Mr. Wee remain independent, and there is no evidence that their tenure has had an impact on their independence. Separate resolutions will be proposed for re-election of Mr. Lim and Mr. Wee at the Annual General Meeting.

### 3. GENERAL SHARE ISSUE MANDATE

At the annual general meeting held on 9 June 2017, the Shareholders passed an ordinary resolution to grant a general mandate to the Directors to allot, issue and deal with 1,963,663,976 Shares (“Existing Issue Mandate”), representing 20% of the total number of Shares as at the date of passing the resolution. Such general mandate had been utilized as to 465,789,473 Shares, representing approximately 23.72% of the Existing Issue Mandate. The Existing Issue Mandate will lapse at the conclusion of the Annual General Meeting.

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## LETTER FROM THE BOARD

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An ordinary resolution will be proposed at the Annual General Meeting to grant to the Directors the General Share Issue Mandate, details of which are set out in resolution no. 8 in the notice of Annual General Meeting. As at the Latest Practicable Date, there were 9,844,945,694 Shares in issue. Subject to the passing of the ordinary resolution granting the General Share Issue Mandate to issue new Shares and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under such General Share Issue Mandate to issue a maximum of 1,968,989,138 Shares representing 20% of the issued Shares of the Company as at the date of passing of such resolution.

The Directors have no present intention to allot and issue any new Shares under the General Share Issue Mandate.

#### **4. REPURCHASE MANDATE**

An ordinary resolution will be proposed at the Annual General Meeting to grant to the Directors the Repurchase Mandate, details of which are set out in resolution no. 9 in the notice of Annual General Meeting. On the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Shares which may be repurchased pursuant to the Repurchase Mandate are limited to a maximum of 984,494,569 Shares representing 10% of the total number of Shares of the Company as at the date of passing of the ordinary resolution approving the Repurchase Mandate.

An explanatory statement as required under the Listing Rules, giving certain information regarding the Repurchase Mandate, is set out in Appendix I to this circular.

#### **5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENTS**

The notice of the Annual General Meeting is set out on pages 14 to 18 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The poll vote results will be published on the websites of SEHK and the Company after the Annual General Meeting.

#### **6. ACTION TO BE TAKEN BY SHAREHOLDERS**

Shareholders who are unable to attend the Annual General Meeting and wish to appoint a proxy to attend and vote at the Annual General Meeting on their behalf will find attached to this circular a proxy form which they are requested to complete and sign in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East Hong Kong not less than 48 hours before the time fixed for the Annual General Meeting. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the Annual General Meeting should they wish to do so.

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## LETTER FROM THE BOARD

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### 7. DIRECTORS' RESPONSIBILITY STATEMENT

This circular, 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 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 misleading.

### 8. GENERAL INFORMATION

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the Annual General Meeting. Your attention is drawn to the information set out in Appendix I and Appendix II to this circular.

### 9. DIRECTORS' RECOMMENDATION

The Directors consider that the proposed re-election of the retiring Directors, the granting of the General Share Issue Mandate and the Repurchase Mandate are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
By order of the Board of  
**Beijing Gas Blue Sky Holdings Limited**  
**Cheng Ming Kit**  
*Co-Chairman*



*This appendix serves as an explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules, to provide you with requisite information for your consideration of the Repurchase Mandate.*

### **1. EXERCISE OF THE REPURCHASE MANDATE**

Exercise in full of the Repurchase Mandate, on the basis of 9,844,945,694 Shares in issue as at the Latest Practicable Date would result in up to 984,494,569 Shares being repurchased by the Company during the period up to (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 the Bye-laws or any applicable laws to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

### **2. REASONS FOR REPURCHASES**

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share. The Directors have no present intention to repurchase any Shares in such a way as will result in an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

### **3. FUNDING OF REPURCHASE**

Repurchase would be funded entirely from the Company's available cash flow or working capital facilities which will be fund legally available for the purpose and in accordance with the Company's Bye-laws, the Listing Rules and the applicable laws of Bermuda.

There may be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report for the year ended 31 December 2017) in the event that the Repurchase Mandate is to be exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**4. SHARE PURCHASED BY THE COMPANY**

The Company had not repurchased any of its Shares (whether on the SEHK or otherwise) in the six months preceding the Latest Practicable Date.

**5. SHARE PRICES**

The table below is a summary of the monthly highest and lowest traded prices in each of the previous twelve months prior to the Latest Practicable Date:

	<b>Highest Traded Price</b>	<b>Lowest Traded Price</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2017</b>		
April	0.580	0.550
May	0.580	0.530
June	0.570	0.500
July	0.580	0.500
August	0.550	0.500
September	0.550	0.510
October	0.560	0.490
November	0.540	0.500
December	0.530	0.485
<b>2018</b>		
January	0.620	0.500
February	0.610	0.540
March	0.600	0.550
April (up to Latest Practicable Date)	0.560	0.510

**6. EFFECT OF TAKEOVERS CODE**

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

As at the Latest Practicable Date, Beijing Gas Company Limited held 2,644,444,443 Shares (representing 26.86% of the issued share capital of the Company), Mr. Cheng Ming Kit (“Mr. Cheng”) (an executive Director) held 100% interest in Grand Powerful Group Limited and was deemed to be interested in 1,082,862,256 Shares held by Grand Powerful Group Limited and Mr. Cheng personally held 132,645,040 Shares, totally representing 12.35% of the total issued shares of the Company. Mr. Sze Chun Lee (“Mr. Sze”) (an executive Director) held 43.75% interest in China Print Power Limited and was deemed to be interested in 110,000,000 Shares held by China Print Power Limited and Mr. Sze personally held 1,800,000 Shares, totally representing 1.14% of the total issued shares of the Company. Mr. Hung Tao (“Mr. Hung”) (an executive Director) personally held 37,682,730 Shares, representing 0.38% of the total issued shares of the Company.

On the basis that no further Shares are issued or repurchased and in the event that the Repurchase Mandate is exercised in full and that there is no change in the shareholdings of Beijing Gas Company Limited, Mr. Cheng, Mr. Sze and Mr. Hung, their shareholdings would be increased to approximately 29.85%, 13.72%, 1.26% and 0.43% of the total issued shares of the Company respectively. Therefore, no obligation to make a general offer to Shareholders under Rules 26 and 32 of the Takeovers Code would arise.

#### **7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates has any present intention, in the event that the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company.

No core connected persons of the Company (as defined in the Listing Rules) have notified the Company that they have any present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

#### **8. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchase pursuant to the proposed Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and the Bye-laws.

*The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.*

**EXECUTIVE DIRECTORS****Mr. Sze Chun Lee (“Mr. Sze”)**

Mr. Sze, aged 49, has been an executive Director of the Company since 19 December 2006. He is one of the founders of the Group. Prior to joining the Group in 2001, Mr. Sze was a director of another printing company from 1993 to 2001, where he was responsible for the sales, finance and marketing operations.

Save as disclosed above, Mr. Sze has not held any directorship in public companies the securities of which are listed on any securities exchange in Hong Kong or overseas in the past three years. Mr. Sze does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Sze held 43.75% interest in China Print Power Limited and was deemed to be interested in 110,000,000 Shares held by China Print Power Limited and personally held 1,800,000 Shares. Save as disclosed herein, Mr. Sze did not have any other interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Mr. Sze has entered into a service agreement with the Company with an initial period of three years commencing from 1 June 2010, renewable annually automatically for such annual period thereafter and his appointment can be terminated by six months’ notice in writing served by either party on the other. Mr. Sze is subject to retirement by rotation in accordance with the Bye-laws.

Save as disclosed above, the Board is not aware of any other matters that need to be brought to the attention of the Shareholders or any other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**NON-EXECUTIVE DIRECTOR****Mr. Zhi Xiaoye (“Mr. Zhi”)**

Mr. Zhi, aged 50, a non-executive Director and Co-chairman of the Board of the Company. Mr. Zhi graduated from Beijing University of Technology with a master degree in Management Science and Engineering, possesses the title of senior engineer, and had worked at Tokyo Gas in Japan as researcher, at Beijing Gas as transmission branch manager, at Beijing Dingxin New Technology Company Limited (北京市鼎新新技术有限公司) as chairman and at Beijing Gas as executive deputy general manager. Mr. Zhi has plenty of experience in pipe gas business and corporate management. He has been the vice president of Beijing Enterprises Holdings Limited (a company listed on the Stock Exchange, stock code: 392) since July 2014 and a director and a general manager of Beijing Gas Group Co., Ltd.

Save as disclosed above, Mr. Zhi had not held any directorship in other public companies the securities which are listed on any securities market in Hong Kong or overseas in the last three years and he has no relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the date of the Latest Practicable Date, Mr. Zhi does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the Securities and Futures Ordinance, Cap.571 of the Laws of Hong Kong) of the Company.

Mr. Zhi has entered into a service agreement with the Company with a term of three years commencing from 11 May 2016. He will be subject to retirement by rotation and re-election pursuant to the Bye-laws of the Company and his appointment may be terminated with three months’ notice in writing served by either party on the other. Mr. Zhi is not entitled to remuneration.

Save as disclosed above, the Board is not aware of any other matters that need to be brought to the attention of the Shareholders or any other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**INDEPENDENT NON-EXECUTIVE DIRECTORS****Mr. Lim Siang Kai (“Mr. Lim”)**

Mr. Lim, aged 61, has been an independent non-executive Director since 26 March 2007. Prior to joining the Group, Mr. Lim held various positions in banks, financial services companies and a fund management company and has over 30 years of experience in the securities, private and investment banking and fund management industries. Mr. Lim is the chairman and independent non-executive director of ISDN Holdings Limited (a company listed in Singapore and also on the SEHK under stock code 1656) and an independent director of Joyas International Holdings Limited (a company listed in Singapore). Mr. Lim has been the chairman and independent director of Samurai 2K Aerosol Limited (a company listed in Singapore) since 16 January 2017. He ceased to be an independent director of Natural Cool Holdings Limited (a company listed in Singapore) on 8 February 2017. Mr. Lim holds a bachelor of arts degree and a bachelor of social sciences (Honours) degree from the National University of Singapore, and a master of arts degree in economics from the University of Canterbury, New Zealand.

Save as disclosed above, Mr. Lim has not held any directorship in public companies the securities of which are listed on any securities exchange in Hong Kong or overseas in the past three years and has not held any positions in the Company or its subsidiaries. Mr. Lim does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Lim personally interested in 2,490,670 share options of the Company. Save as disclosed herein, Mr. Lim has no interest in the Share within the meaning of Part XV of the SFO. Mr. Lim has entered into an appointment letter pursuant to which the term of appointment shall be automatically renewed annually for such annual period following the expiry of the initial term on 31 May 2013 and may be terminated by not less than three months’ notice in writing served by the Company. Mr. Lim is subject to retirement by rotation in accordance with the Bye-laws.

Save as disclosed above, the Board is not aware of any other matters that need to be brought to the attention of the Shareholders or any other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Wee Piew (“Mr. Wee”)**

Mr. Wee, aged 54, has been an independent non-executive Director of the Company since 26 March 2007. He is currently the non-executive independent chairman and independent director of Hosen Group Ltd as well as a non-executive independent director of Miyoshi Limited – both companies are listed in Singapore. Mr. Wee was previously the chief executive officer and executive director of three public listed companies in Singapore – PSL Holdings Ltd, HG Metal Manufacturing Ltd and Kian Ho Bearings Ltd. Prior to joining the corporate world, Mr. Wee held various positions in both local and foreign banks. He graduated from the National University of Singapore with a bachelor of Accountancy (Honours) in 1988 and was a Fellow of the Institute of Singapore Chartered Accountants from 2004 to 2017.

Save as disclosed above, Mr. Wee has not held any directorship in public companies the securities of which are listed on any securities exchange in Hong Kong or overseas in the past three years and has not held any positions in the Company or its subsidiaries. Mr. Wee does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Wee personally interested in 2,490,670 share options of the Company. Save as disclosed herein, Mr. Wee has no interest in the Shares within the meaning of Part XV of the SFO. Mr. Wee has entered into an appointment letter pursuant to which the term of appointment shall be automatically renewed annually for such annual period following the expiry of the initial term on 26 May 2012 and may be terminated by not less than three months’ notice in writing served by the Company. Mr. Wee is subject to retirement by rotation in accordance with the Bye-laws.

Save as disclosed above, the Board is not aware of any other matters that need to be brought to the attention of the Shareholders or any other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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# 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)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Beijing Gas Blue Sky Holdings Limited (the “Company”) will be held at Level 9, Central Building, 1-3 Pedder Street, Central, Hong Kong on Friday, 8 June 2018 at 11:00 a.m. for the purpose of transacting the following businesses:

#### ORDINARY BUSINESS

1. To receive and adopt the report of Directors and the audited financial statements for the financial year ended 31 December 2017 and the report of independent auditor thereon.

**(Resolution 1)**
  
2. To re-elect the following retiring Directors:
  - (i) Mr. Sze Chun Lee as an executive Director

**(Resolution 2)**
  
  - (ii) Mr. Zhi Xiaoye as a non-executive Director

**(Resolution 3)**
  
  - (iii) Mr. Lim Siang Kai as an independent non-executive Director

**(Resolution 4)**
  
  - (iv) Mr. Wee Piew as an independent non-executive Director

**(Resolution 5)**



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## NOTICE OF THE ANNUAL GENERAL MEETING

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3. To authorise the board of directors to fix the remuneration of Directors.  
**(Resolution 6)**
  
4. To reappoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Directors to fix its remuneration.  
**(Resolution 7)**

### SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions, with or without amendments, as Ordinary Resolutions:

5. General Share Issue Mandate

**“THAT**

- (a) subject to paragraph (c) and (d) below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with any unissued shares in the capital of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;
  
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);

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## NOTICE OF THE ANNUAL GENERAL MEETING

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(c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company from time to time; or (iii) an issue of shares upon the exercise of options which may be granted under any option scheme or similar arrangement for the time being adopted or to adopt for the grant or issue to any officers, employees and/or directors of the Company and/or any of its subsidiaries and/or any other participants of such scheme or arrangement of shares or rights to acquire shares; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the Bye-laws of the Company; or (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing of this Resolution, provided that if any subsequent consolidation or subdivision of shares of the Company is conducted, the maximum number of shares that may be issued pursuant to the approval in paragraph (a) above as a percentage of the total number of issued shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted accordingly; and the said approval shall be limited accordingly;

(d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this Resolution; and

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## NOTICE OF THE ANNUAL GENERAL MEETING

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“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of shareholders of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities), subject in all cases 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 applicable to the Company.”

**(Resolution 8)**

6. Repurchase Mandate

“**THAT**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of this Resolution, provided that if any subsequent consolidation or subdivision of shares of the Company is conducted, the maximum number of shares that may be repurchased pursuant to the approval in paragraph (a) above as a percentage of the total number of issued shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted accordingly; and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and

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(c) for the purposes of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this Resolution.”

**(Resolution 9)**

By Order of the Board  
**Beijing Gas Blue Sky Holdings Limited**  
**Cheng Ming Kit**  
*Co-Chairman*

Hong Kong, 24 April 2018

*Notes:*

1. A member entitled to attend and vote at the meeting who is a holder of two or more shares is entitled to appoint no more than two proxies to attend and vote in his/her stead. If a member is the Depository or a clearing house (in each case, as defined in the bye-laws of the Company) (or its nominees(s)), the Depository or a clearing house (or its nominees(s)) may appoint more than two proxies to attend and vote at the meeting. A proxy need not be a member of the Company.
2. The proxy form must be lodged at the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.
3. If the member is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.

*As at the date of this notice, the executive directors of the Company are Mr. Cheng Ming Kit, Mr. Sze Chun Lee, Mr. Hung Tao, Mr. Tam Man Kin and Mr. Li Weiqi; the non-executive director of the Company is Mr. Zhi Xiaoye; and the independent non-executive directors of the Company are Mr. Lim Siang Kai, Mr. Wee Piew, Mr. Ma Arthur On-hing and Mr. Pang Siu Yin.*