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CHINA GAS HOLDINGS LIMITED

中國燃氣控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 384)

POLL RESULTS OF THE SPECIAL GENERAL MEETING

The Board is pleased to announce that the SGM was held on 26 April 2011. All the ordinary resolutions as set out in the notice of the SGM were duly passed.

References are made to the circular (the “**Circular**”) of China Gas Holdings Limited (the “**Company**”) and the notice of the special general meeting (the “**SGM**”) dated 6 April 2011. Unless the context requires otherwise, terms used in this announcement shall bear the same meanings as defined in the Circular and the notice of the SGM.

RESULTS OF THE SGM

The SGM was held at Island Ballroom C, Level 5, Island Shangri-la, Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on 26 April 2011. All the ordinary resolutions (the “**Resolutions**”) as set out in the notice of the SGM were approved by the Shareholders by way of poll.

As at the date of the SGM, the Company has 4,383,055,098 Shares. In respect of all the Resolutions, the total number of Shares entitling the holders to attend and vote for or against such Resolutions was 4,383,055,098 Shares. For the Shareholders who were entitled to attend the SGM, none of them could vote only against the Resolutions.

Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong, acted as scrutineers for the poll at the SGM.

The poll results in respect of the resolutions proposed at the SGM were as follows:

Ordinary resolution		Number of votes (Approximate %)	
		For	Against
1.	“THAT Mr. Li Xiao Yun (李小雲) be and is hereby removed from the office as director of the Company with effect upon the passing of this resolution”	1,817,884,724 (65.59%)	953,719,221 (34.41%)
2.	“THAT Mr. Xu Ying (徐鷹) be and is hereby removed from the office as director of the Company with effect upon the passing of this resolution”	1,817,884,724 (65.59%)	953,719,221 (34.41%)
3.	“THAT Mr. Liu Ming Hui (劉明輝) be and is hereby removed from the office as director of the Company with effect upon the passing of this resolution”	1,893,995,058 (68.33%)	877,907,887 (31.67%)

Note:

The percentage of voting is based on the total number of Shares held by the Shareholders who attended and voted at the SGM in person or by proxy.

By the order of the Board of
China Gas Holdings Limited
Wong Sin Yue, Cynthia
Chairperson

Hong Kong, 26 April 2011

* *for identification purpose only*

As of the date of this announcement, Mr. Li Xiao Yun, Mr. Xu Ying, Mr. Liu Ming Hui, Mr. Leung Wing Cheong, Eric, Mr. Ma Jin Long, Mr. Zhu Wei Wei and Mr. Pang Ying Xue are the executive Directors, Mr. Feng Zhuo Zhi, Mr. Joe Yamagata, Mr. P. K. Jain, Mr. Moon Duk Kyu and Mr. Mulham Al Jarf are the non-executive Directors, and Mr. Zhao Yu Hua, Dr. Mao Er Wan and Ms. Wong Sin Yue, Cynthia are the independent non-executive Directors.