



**CHINAGAS**  
**中國燃氣**

**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/We<sup>1</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ share(s) of HK\$0.01 each in the capital of abovenamed company (the "Company"). **HEREBY APPOINT<sup>3</sup>** the chairman of the annual general meeting 2018 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 22 August 2018 (Wednesday) at Renaissance Harbour View Hotel Hong Kong, Boardroom 8, Lower Lobby, 1 Harbour Road, Wanchai, Hong Kong (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 <sup>4</sup>	AGAINST <sup>4</sup>
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 2018		
2.	To declare a final dividend of HK\$27 cents per share		
3.	(a) To re-elect, each as a separate resolution, the following directors:		
	i. To re-elect Mr. HUANG Yong as an executive Director of the Company		
	ii. To re-elect Mr. LIU Mingxing as a non-executive Director of the Company		
	iii. To re-elect Mr. Rajeev Kumar MATHUR 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 Ms. WONG Sin Yue Cynthia as an independent non-executive Director of the Company		
	vi. To re-elect Ms. CHEN Yanyan as an independent non-executive Director of the Company		
	vii. To re-elect Mr. ZHANG Ling as an independent non-executive Director of the Company		
	(b) To elect Mr. JO Jinho as a non-executive Director of the Company		
	(c) 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.	(a) To approve the employment contract entered into between the Company and Mr. LIU Ming Hui dated 3 July 2018 and to authorise any one of the Directors of the Company to do such acts and things and to sign all documents and to take any steps which in his/her absolute discretion considered to be necessary, desirable or expedient to carry out or give effect to the provisions of the employment contract (Ordinary resolution numbered 8(a) of the Notice)		
	(b) To approve the employment contract entered into between the Company and Mr. HUANG Yong dated 3 July 2018 and to authorise any one of the Directors of the Company to do such acts and things and to sign all documents and to take any steps which in his/her absolute discretion considered to be necessary, desirable or expedient to carry out or give effect to the provisions of the employment contract (Ordinary resolution numbered 8(b) of the Notice)		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature(s)<sup>6</sup> \_\_\_\_\_

**Notes:**

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- 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).
- If any proxy other than the Chairman of the meeting is preferred, please delete the words "the Chairman of the annual general meeting 2018 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.**
- 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.
- 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).
- 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.
- 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.
- The proxy need not be a shareholder of the Company but must attend the meeting (or any adjournment thereof) in person to represent you.

\* For identification purposes only