
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of 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 China Gas Holdings Limited, you should at once hand this circular with the accompanying form of proxy, to the purchaser or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser.

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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)

- (1) RENEWAL OF GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) PROPOSED AMENDMENTS TO THE BYE-LAWS;
(4) DECLARATION OF DIVIDEND AND THE SCRIP DIVIDEND SCHEME;
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**
-

A notice convening the 2024 AGM of the Company to be held at China Gas Building, 188 Meiyuan Road, Luohu District, Shenzhen, Guangdong Province, China at 10:00 a.m. on Wednesday, 21 August 2024 is set out on page 36 to page 42 of this circular. A form of proxy for use at the AGM is enclosed with the Annual Report which is despatched to you together with this circular.

Whether or not you intend to attend and vote at the AGM in person, you are requested to complete the form of proxy enclosed with the Annual Report in accordance with the instructions printed thereon and return it to the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment or postponement thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

* For identification purpose only

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at China Gas Building, 188 Meiyuan Road, Luohu District, Shenzhen, Guangdong Province, China at 10:00 a.m. on Wednesday, 21 August 2024 or at any adjournment or postponement thereof
“Annual Report”	the annual report of the Company for the year ended 31 March 2024 despatched to the Shareholders together with this circular
“Board”	the board of Directors
“Bye-laws”	the existing amended and restated bye-laws of the Company from time to time and references to a “Bye-law” are to a bye-law contained therein
“close associate(s)”	has the same meaning ascribed thereto in the Listing Rules
“Company”	China Gas Holdings Limited, a company incorporated in Bermuda with limited liability, and the issued shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholder”	has the same meaning ascribed thereto in the Listing Rules
“core connected person”	has the same meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“Dividend”	the final dividend of HK35 cents per Share proposed to be paid to the Shareholders whose names appear on the register of members of the Company on 29 August 2024 (the record date for determining the entitlement of the Shareholders to receive the proposed final dividend)
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with additional Shares and to sell or transfer treasury shares of the Company (if any) up to a maximum of 10% of the aggregate nominal share capital of the Company (excluding Treasury Shares, if any) in issue as at the date of passing of the relevant resolution
“Latest Practicable Date”	19 July, 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“New Bye-laws”	the new amended and restated bye-laws of the Company incorporating the Proposed Amendments proposed to be adopted by the Shareholders at the AGM
“PRC”	the People’s Republic of China
“Proposed Amendments”	the amendments of the Bye-laws to, among others, (i) bring the existing Bye-laws up to date and in line with the revised requirements under the Listing Rules in relation to electronic dissemination of corporate communications and treasury shares as well as applicable laws of Bermuda; and (ii) incorporate certain housekeeping amendments, the details of which are set out in Appendix III to this circular
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase up to 10% of the aggregate nominal amount of the issued share capital of the Company (excluding Treasury Shares, if any) as at the date of passing of the relevant resolution

DEFINITIONS

“Scrip Dividend Scheme”	the scrip dividend scheme proposed by the Board and announced in the results announcement of the Company on 24 June 2024 which offers Shareholders a scrip alternative whereby Shareholders may elect to receive the Dividend wholly or partly by the allotment of new Share(s) credited as fully paid to be issued under the scrip dividend scheme in lieu of cash
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the same meaning ascribed thereto in the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules which has come into effect on 11 June 2024 as amended, supplemented or otherwise modified from time to time
“%”	per cent



CHINA GAS HOLDINGS LIMITED

中國燃氣控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 384)

Executive Directors:

Mr. LIU Ming Hui (*Chairman*)
Mr. HUANG Yong
Mr. ZHU Weiwei
Ms. LI Ching
Ms. LIU Chang
Mr. ZHAO Kun

Non-executive Directors:

Mr. XIONG Bin (*Vice-Chairman*)
Mr. LIU Mingxing
Mr. JIANG Xinhao
Mr. Ayush GUPTA

Independent Non-executive Directors:

Mr. ZHAO Yuhua
Dr. MAO Erwan
Ms. CHEN Yanyan
Mr. ZHANG Ling
Dr. MA Weihua

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business in Hong Kong:*

Room 1601, 16th Floor
Capital Centre, 151 Gloucester Road
Wan Chai
Hong Kong

26 July 2024

To the Shareholders

Dear Sir or Madam,

- (1) RENEWAL OF GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES;**
(2) RE-ELECTION OF DIRECTORS;
(3) PROPOSED AMENDMENTS TO THE BYE-LAWS;
(4) DECLARATION OF DIVIDEND AND THE SCRIP DIVIDEND SCHEME;
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

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LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide you with details in relation to the resolutions to be proposed at the AGM, including (i) the proposed renewal of Issue Mandate and Repurchase Mandate; (ii) re-election of Directors; (iii) the Proposed Amendments to the Bye-laws; and (iv) the final Dividend and the Scrip Dividend Scheme. A notice of the AGM containing the resolutions to be proposed at the AGM is set out in this circular.

2. PROPOSED RENEWAL OF GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 23 August 2023, ordinary resolutions were passed granting general mandates to the Directors, *inter alia*, to repurchase Shares and to issue, allot and deal with Shares.

The existing general mandates will lapse at the conclusion of the AGM. Accordingly, the Issue Mandate and the Repurchase Mandate, respectively, as set out as ordinary resolutions in the notice of AGM, are now proposed to be granted.

In respect of the Issue Mandate, at the AGM, an ordinary resolution will be proposed to grant the Directors a general and unconditional mandate to exercise all powers of the Company to issue new Shares and to sell or transfer Treasury Shares (if any) up to 10% of the number of issued Shares (excluding Treasury Shares, if any) as at the date of passing of the ordinary resolution.

In respect of the Repurchase Mandate, at the AGM, an ordinary resolution will be proposed to grant the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase Shares on the Stock Exchange up to a maximum of 10% of the Shares in issue (excluding Treasury Shares, if any) as at the date of passing of the ordinary resolution.

In addition, a separate ordinary resolution will further be proposed, that the Issue Mandate be extended so that the Directors be given a general mandate to issue further Shares of a number equal to the number of the Shares repurchased by the Company under the Repurchase Mandate.

In relation to the Issue Mandate, 5,435,573,172 Shares (excluding Treasury Shares, if any) were in issue and fully paid as at the Latest Practicable Date. Assuming that there are no changes in the Company's issued and fully paid share capital from the Latest Practicable Date to the date of AGM and the ordinary resolution approving the Issue Mandate is passed, the maximum number of Shares that may be issued and Treasury Shares (if any) that may be sold and transferred by the Company will be 543,557,317 Shares.

LETTER FROM THE BOARD

The Directors, as at the Latest Practicable Date, had no immediate plans to repurchase any Shares or to issue any new Shares (other than the Shares which may fall to be issued under the share option scheme) pursuant to the relevant mandates.

The explanatory statement, as required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate, is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

3. RE-ELECTION OF DIRECTORS

Pursuant to Bye-law 86(2) of the Bye-laws, the Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a causal vacancy on the Board or, subject to authorization by the Shareholders in general meeting, as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting. In this connection, Mr. Ayush GUPTA will retire, and being eligible, will offer himself for re-election at the AGM.

Pursuant to Bye-law 87(1) of the Bye-laws, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not a multiple of three, the number nearest to but not less than one-third, shall retire from office by rotation, provided that every Director shall be subject to retirement at least once every three years. Pursuant to Bye-law 87(1) of the Bye-laws and the Code Provision B.2.2. of the Corporate Governance Code set out in Appendix C1 to the Listing Rules, Mr. HUANG Yong, Ms. LI Ching, Mr. ZHAO Kun, Mr. LIU Mingxing and Dr. MA Weihua will retire by rotation, being eligible, will offer themselves for re-election at the forthcoming AGM.

At the time of appointment as an independent non-executive Director, Dr. MA Weihua has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules. He has submitted to the Stock Exchange a written confirmation concerning his independence to the Company. Dr. MA has confirmed that there is no subsequent change of circumstances which may affect his independence which would require him to inform the Stock Exchange. The Company has continued to receive written annual confirmation from Dr. MA on his independence based on the criteria set out in Rule 3.13 of the Listing Rules.

In respect of re-election of Dr. MA Weihua as independent non-executive Director of the Company, the Nomination Committee and the Board have followed the Nomination Policy and the Board Diversity Policy of the Company, and considered a number of aspects including but not limited to gender, age, cultural background, educational background, professional experience, skills, knowledge and/or length of service. Dr. MA is currently the Chairman of the Sustainability Committee, a member of the Audit Committee and the CGRC Committee. The Nomination Committee and the Board note that Dr. MA has, amongst others, extensive knowledge in bank credit risk management, corporate management, risk management and sustainability will allow him to provide valuable perspectives and experience to the Board and contribute to the diversity thereof.

LETTER FROM THE BOARD

The Board has assessed and reviewed the annual confirmation of independence based on the criteria set out in Rule 3.13 of the Listing Rules provided by Dr. MA and affirmed that Dr. MA remains independent. The Nomination Committee of the Company has assessed and is satisfied of the independence of Dr. MA. The Board is satisfied that Dr. MA has provided independent and objective judgment and advice to the Board to safeguard the interests of the Company and the Shareholders as a whole.

In view of the foregoing factors, the Board has benefited from the experience of Dr. MA and believes that Dr. MA has the character, integrity, independence and expertise to continue to fulfill his role as an independent non-executive Director effectively and will continue to bring valuable experience and knowledge to the Board and would recommend Dr. MA for re-election as an independent non-executive Director at the AGM.

Details of the above Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

4. PROPOSED AMENDMENTS TO THE BYE-LAWS AND THE ADOPTION OF THE NEW BYE-LAWS

The Company proposes to amend its existing Bye-laws in order to: (i) bring the existing Bye-laws up to date and in line with the revised requirements under the Listing Rules in relation to electronic dissemination of corporate communications and treasury shares as well as the applicable laws of Bermuda; (ii) incorporate certain housekeeping amendments. The Board will also propose that the New Bye-laws, which contains all the Proposed Amendments as set out in Appendix III to this circular, be adopted to replace the existing Bye-laws. The Proposed Amendments and adoption of the New Bye-laws are subject to the approval of the Shareholders by way of a special resolution at the AGM. Full particulars of the Proposed Amendments (marked-up against the existing Bye-laws) are set out in Appendix III to this circular.

The Proposed Amendments are written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the proposed amendments to the Bye-laws is purely a translation only. Should there be any discrepancy, the English version shall prevail.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments comply with the requirements of the Listing Rules and the legal advisers to the Company as to the laws of Bermuda have confirmed that the Proposed Amendments do not violate the applicable laws of Bermuda. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

5. DECLARATION OF DIVIDEND AND THE SCRIP DIVIDEND SCHEME

As mentioned in the results announcement of the Company dated 24 June 2024, the Board resolved to recommend payment of a Dividend of HK35 cents per Share to Shareholders whose names appear on the register of members of the Company on 29 August 2024 (the record date for determining the entitlement of the Shareholders to receive the proposed final Dividend).

LETTER FROM THE BOARD

The proposed final Dividend, if approved by the Shareholders at the forthcoming AGM, will be payable in cash, with an option granted to the Shareholders to receive new and fully paid Shares in lieu of cash in whole or in part under the Scrip Dividend Scheme. The new Shares will, on issue, rank *pari passu* in all respects with the existing Shares in issue on the date of the allotment and issue of the new Shares except that they shall not be entitled to the proposed Dividend. The circular containing details of the Scrip Dividend Scheme and the relevant election form is expected to be sent to the Shareholders on or around 5 September 2024.

The Scrip Dividend Scheme is conditional upon the passing of the resolution relating to the payment of the Dividend at the forthcoming AGM and the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the new Shares to be issued under the Scrip Dividend Scheme.

It is expected that the cheques for cash dividends and the share certificates to be issued under the Scrip Dividend Scheme will be sent by ordinary mail to the Shareholders at their own risk on or around 4 October 2024.

The Dividend, if approved by the Shareholders at the forthcoming AGM, is expected to be payable on or around 4 October 2024.

6. AGM

A notice of AGM is set out on pages 36 to 42 of this circular.

To the best knowledge of the Directors, no Shareholder is required to abstain from voting in respect of any of the resolutions proposed at the AGM pursuant to the Listing Rules.

A form of proxy for use at the AGM is enclosed with the Annual Report. In order to be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority at the Company's branch share registrar in Hong Kong, 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 AGM or any adjournment or postponement thereof. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM should they so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

7. RESPONSIBILITY STATEMENT

This circular (including its appendices), 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 (including its appendices) 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 (including its appendices) misleading.

Closure of Register of Members

For the purpose of determining the identity of the Shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from 16 August 2024 (Friday) to 21 August 2024 (Wednesday) (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM to be held on 21 August 2024 (Wednesday), all transfers of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 15 August 2024 (Thursday).

For the purpose of determining the Shareholders who are entitled to receive the proposed final Dividend for the year ended 31 March 2024, the register of members of the Company will be closed from 27 August 2024 (Tuesday) to 29 August 2024 (Thursday) (both days inclusive), during which period no transfer of Shares will be registered. Subject to approval of the Shareholders at the AGM, the proposed final Dividend will be payable to the Shareholders whose names appear on the register of members of the Company on 29 August 2024 (Thursday). In order to qualify for the proposed final Dividend, all transfers of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 26 August 2024 (Monday).

Voting by Way of Poll

Pursuant to Rule 13.39(4) of the Listing Rules and Bye-law 66 of the Bye-laws of the Company, at any general meeting of the Company, a resolution put to the vote of the meeting shall be taken by poll, other than resolution which relates purely to a procedural or administrative matter which may be decided by the chairman in good faith to be voted by a show of hands. The Company will appoint a scrutineer to handle vote-taking procedures at the AGM. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

Recommendation

The Directors are of the opinion that the resolutions to be proposed at the AGM as referred in this circular are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

General Information

Your attention is also drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
On behalf of the Board
CHINA GAS HOLDINGS LIMITED
LIU Ming Hui
Chairman and President

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was 5,435,573,172 Shares.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that there are no changes in the Company's issued and fully paid share capital from the Latest Practicable Date to the date of AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 543,557,317 Shares (excluding Treasury Shares, if any).

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole.

Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might consider being appropriate to repurchase the Shares, they believe that an ability to do so would give the Company flexibility that would be beneficial to the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

3. SOURCE OF FUNDS OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Bye-laws and the applicable laws and regulations of Bermuda. The laws of Bermuda provide that: (i) the amount of capital repaid in connection with a repurchase of Shares may only be paid, with respect to the par value of the Shares to be repurchased, out of either the capital paid up on the relevant Shares, or the funds of the Company that would otherwise be available for dividend or distribution, or the proceeds of a fresh issue of Shares made for the purpose of the repurchase; (ii) the amount of premium payable on repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company; (iii) no purchase by the Company of its own Shares may be effected if, on the date on which the purchase is to be effected, there are reasonable grounds for believing that the Company is, or after the purchase would be, unable to pay its liabilities as they become due; and (iv) the Shares so repurchased would be treated as cancelled or they may be held as treasury shares but the aggregate amount of authorised share capital of the Company would not be reduced.

On the basis of the consolidated financial position of the Company as at 31 March 2024 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital position of the

Company at that time and the number of Shares in issue, the Directors consider that there might be a material adverse impact on the working capital position or the gearing position of the Company in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period. However, no purchase would be made in circumstances that would have a material adverse impact on the working capital position or the gearing position of the Company (as compared with the position disclosed in its latest published audited financial statements).

4. SHARE PRICES

The highest and lowest prices at which the Shares traded on the Stock Exchange during each of the following months up to and including the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
2023		
July	9.19	8.16
August	8.96	7.62
September	8.26	7.11
October	7.60	6.90
November	7.70	6.80
December	7.71	6.90
2024		
January	7.94	6.70
February	7.25	6.35
March	7.92	6.90
April	8.02	6.82
May	8.43	7.20
June	7.77	6.89
July (up to the Latest Practicable Date)	7.60	7.05

5. GENERAL

The Directors, so far as the same may be applicable, will exercise the powers of the Company to make purchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the memorandum of association and Bye-laws of the Company and the applicable laws and regulations of Bermuda.

As at the Latest Practicable Date, none of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates, had any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved at the AGM.

As at the Latest Practicable Date, no core connected persons of the Company had notified the Company that they had a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Company is authorised to make purchases of the Shares.

The Directors confirm that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

6. EFFECT OF TAKEOVERS CODE

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

According to the register kept under Section 336 of the SFO and information received by the Company, as at the Latest Practicable Date, the following Shareholders are taken to have 5% or more of the total issued shares of the Company:

Name of Shareholders	Number of Shares interested	Percentage of shareholding in the Company	
		As at the Latest Practicable Date	Assuming that the Repurchase Mandate is exercised in full
Beijing Enterprises Group Company Limited (" BE Group ")	1,285,908,343 (Note 1)	23.66%	26.29%
Beijing Enterprises Group (BVI) Company Limited (" BE Group BVI ")	1,282,358,343 (Note 1)	23.59%	26.21%
Beijing Enterprises Holdings Limited (" Beijing Enterprises ")	1,282,358,343 (Note 1)	23.59%	26.21%
Hong Mao Developments Limited (" Hong Mao ")	1,164,911,143 (Note 1)	21.43%	23.81%
Mr. LIU Ming Hui (" Mr. LIU ")	977,733,428 (Note 2)	17.99%	19.99%
Joint Coast Alliance Market Development Limited (" Joint Coast ")	639,262,200 (Note 3)	11.76%	13.07%
China Gas Group Limited (" CGGL ")	569,262,200 (Note 4)	10.47%	11.64%

Name of Shareholders	Number of Shares interested	Percentage of shareholding in the Company	
		As at the Latest Practicable Date	Assuming that the Repurchase Mandate is exercised in full
CHIU Tat Jung Daniel ("Mr. CHIU")	894,077,635 (Note 5)	16.45%	18.28%
First Level Holdings Limited ("First Level")	894,077,635 (Note 5)	16.45%	18.28%
Fortune Dynasty Holdings Limited ("Fortune Dynasty")	893,077,635 (Note 5)	16.43%	18.26%
Fortune Oil Limited ("Fortune Oil")	893,077,635 (Note 5)	16.43%	18.26%
Fortune Oil PRC Holdings Limited ("Fortune Oil PRC")	825,763,744 (Note 5)	15.19%	16.88%

Notes:

- BE Group was deemed to be interested in 1,285,908,343 Shares, 3,550,000 of which were directly and beneficially owned by Beijing Holdings Limited, 1,282,358,343 of which were beneficially owned by Beijing Enterprises, and of which 1,164,911,143 were directly and beneficially owned by Hong Mao. Hong Mao was wholly-owned by Beijing Enterprises which was owned as to 0.37% by Beijing Holdings Limited, 41.12% by BE Group BVI, 7.94% by Modern Orient Limited ("Modern Orient") and 12.99% by Beijing Enterprises Investments Limited ("Beijing Enterprises Investments"). Modern Orient was wholly-owned by Beijing Enterprises Investments which is owned as to 72.72% by BE Group BVI. BE Group BVI and Beijing Holdings Limited were both wholly-owned by BE Group.
- Mr. LIU was deemed to be interested in a total of 977,733,428 Shares, comprising:
 - 338,471,228 Shares beneficially owned by him;
 - 70,000,000 Shares beneficially owned by Joint Coast, a company wholly-owned by Mr. LIU; and
 - 569,262,200 Shares beneficially owned by CGGL which was owned as to 50% by Joint Coast which, in turn, is wholly-owned by Mr. LIU.
- Joint Coast was deemed to be interested in a total of 639,262,200 Shares, 70,000,000 Shares of which were directly and beneficially owned and 569,262,200 Shares were directly and beneficially owned by CGGL which was owned as to 50% by Joint Coast which, in turn, was wholly-owned by Mr. LIU.
- 569,262,200 Shares were beneficially owned by CGGL. CGGL was owned as to 50% by Joint Coast which, in turn, was wholly-owned by Mr. LIU.
- Each of Mr. CHIU and First Level was deemed to be interested in a total of 894,077,635 Shares, comprising:
 - 569,262,200 Shares beneficially owned by CGGL. CGGL was owned as to 50% by Fortune Oil PRC;

- (ii) 825,763,744 Shares owned by Fortune Oil PRC, 569,262,200 of which were deemed to be interested through CGGL and 256,501,544 Shares were beneficially owned. Fortune Oil PRC is a wholly-owned subsidiary of Fortune Oil. Fortune Oil is a wholly-owned subsidiary of Fortune Dynasty which is owned as to 70% by First Level;
- (iii) 27,617,919 Shares beneficially owned by First Marvel Investment Limited which is a wholly-owned subsidiary of Fortune Oil;
- (iv) 39,695,972 Shares beneficially owned by Fortune Oil Holdings Limited which is a wholly-owned subsidiary of Fortune Oil; and
- (v) 1,000,000 Shares beneficially owned by First Level which, in turn, is owned as to 99% by Mr. CHIU.

Assuming that from the Latest Practicable Date to the date of AGM there will be no change in the Company's issued and fully paid share capital and none of the substantial shareholders of the Company will dispose of its/his Shares, in the event that the Directors exercise in full the Repurchase Mandate, the interests of the above Shareholders would be increased to such percentages of the issued share capital of the Company as set out in the fourth column of the above table. To the best knowledge of the Directors, there are no Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of such increase as a result of the Repurchase Mandate exercised in full.

7. SHARE REPURCHASES MADE BY THE COMPANY

The Company has not made any repurchase of the Shares during the six months prior to the Latest Practicable Date.

As required by the Listing Rules, the particulars of the Directors proposed to be re-elected at the AGM are set out in this Appendix II.

Mr. HUANG Yong, aged 61, is currently the executive president of the Group and a member of each of the Executive Committee and the Nomination Committee of the Company. He is also a director of certain subsidiaries of the Company. Mr. HUANG was appointed as an executive Director of the Company in June 2013. He is the founder of the Group and has been the executive president of the Company since joining the Company in 2002. He is responsible for the formulation and implementation of the Group's overall strategies and plans, investment and research on the new business and supervision of risk controls of the Group. Prior to joining the Company, he worked at Shenzhen Nanyou (Holdings) Ltd. and Asia Environmental Development Company Limited. Mr. HUANG received a bachelor's degree and a master's degree in law from Wuhan University in 1985 and 1988 respectively. He has extensive experience in legal affairs and corporate management.

Save as disclosed above, Mr. HUANG had not held any other directorships in publicly listed companies, whether in Hong Kong or overseas, during the last three years and up to the Latest Practicable Date, nor did he have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, save as disclosed above, Mr. HUANG does not hold any other position with the Company and its subsidiaries.

As at the Latest Practicable Date, there was an employment contract (approved by the Shareholders in the 2018 annual general meeting) between the Company and Mr. HUANG in his capacity as an executive president of the Company for a term of 10 years, under which Mr. HUANG is entitled to a monthly salary of HK\$693,630, housing allowance of up to HK\$100,000 per month and discretionary bonus (in the form of cash and/or shares of the Company) as may be approved by the Remuneration Committee with reference to his roles and responsibilities and the prevailing market conditions. The basic salary of Mr. HUANG shall be reviewed annually and may be adjusted at the discretion of the Remuneration Committee, in accordance with the salary adjustment level of our Group's general staff in the preceding financial year.

Mr. HUANG, in his capacity as a Director, has no fixed term of appointment, but he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company.

As at the Latest Practicable Date, Mr. HUANG was deemed to be interested in 168,783,200 Shares, representing 3.11% of the issued share capital of the Company under Part XV of the SFO, which comprises (i) 168,013,200 Shares beneficially owned by Mr. HUANG; (ii) 770,000 Shares held by Ms. ZHAO Xiaoyu, the spouse of Mr. HUANG.

Save as disclosed above, the Board is not aware of any other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. There is no other matter which needs to be brought to the attention of the holders of securities of the Company pursuant to Rule 13.51(2) of the Listing Rules. Mr. HUANG has

confirmed to the Company that the biographical details pursuant to Rule 13.51(2) of the Listing Rules are true, accurate and complete.

Ms. LI Ching, aged 66, is currently a member of the Executive Committee and a director of certain subsidiaries of the Company. Ms. LI was appointed as an executive Director of the Company in January 2014. She is responsible for business management and operation of gas supply and infrastructure projects in China. Since 1998, she has been an executive director of Fortune Oil Limited (formerly known as Fortune Oil PLC and was listed on the London Stock Exchange) which has discloseable interest in the shares and underlying shares of the Company under the provisions of Division 2 and 3 of Part XV of the SFO, the relevant information of which is disclosed in the Directors' Report. She has been working in Fortune Oil Limited for more than 15 years. Prior to joining Fortune Oil Limited, Ms. LI worked in China North Industries Corporation for 15 years and was in charge of finance and audit departments. Ms. LI received a bachelor's degree in economics from Central University of Finance and Economics in 1982. She has extensive experience in finance and corporate management.

Save as disclosed above, Ms. LI had not held any other directorships in publicly listed companies, whether in Hong Kong or overseas, during the last three years and up to the Latest Practicable Date, nor did she have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules). As at the Latest Practicable Date, save as disclosed above, Ms. LI does not hold any other position with the Company and its subsidiaries.

As at the Latest Practicable Date, there is no service contract between the Company and Ms. LI which fall within the meanings of Rule 13.68 of the Listing Rules requiring the prior approval of Shareholders at general meetings. Ms. LI is entitled to a monthly salary of HK\$77,000 and discretionary bonus as may be approved by the Remuneration Committee with reference to her roles and responsibilities and the prevailing market conditions. The basic salary of Ms. LI shall be reviewed annually and may be adjusted at the discretion of the Remuneration Committee, in accordance with the salary adjustment level of our Group's general staff in the preceding financial year.

Ms. LI, in her capacity as a Director, has no designated length of service with the Company but she is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company.

As at the Latest Practicable Date, Ms. LI held 2,000,000 Shares.

Save as disclosed above, the Board is not aware of any other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. There is no other matter which needs to be brought to the attention of the holders of securities of the Company pursuant to Rule 13.51(2) of the Listing Rules. Ms. LI has confirmed to the Company that the biographical details pursuant to Rule 13.51(2) of the Listing Rules are true, accurate and complete.

Mr. ZHAO Kun, aged 47, is currently a vice president, a chief compliance officer and the executive officer of Work Safety Committee of the Group. He was appointed as the executive Director of the Company and a member of the Executive Committee in August 2021. He is responsible for safety management of the Group and in charge of the Production Safety Committee, Safety Supervision Department, Design Institute and Customer Service Department. Mr. ZHAO joined Beijing Gas Engineering Co., Ltd.* (北京市煤氣工程有限公司) in 2000 and served as the secretary to the party committee and the chairman, and joined Beijing Enterprises Energy Investment Co., Ltd.* (北京北控能源投資有限公司) ("**Beijing Enterprises Energy**") in 2013 until June 2021 and served as the deputy secretary of the general party branch, the chairman of labour union and employee representative director. Beijing Enterprises Energy is a subsidiary of Beijing Enterprises Group Company Limited ("**Beijing Enterprises Group**"). Beijing Enterprises Group has discloseable interests in the shares and underlying shares of the Company under the provisions of Division 2 and 3 of Part XV of the SFO and the relevant information is disclosed in the Directors' Report. Mr. ZHAO received an equivalent of bachelor's degree in city gas engineering of urban construction engineering at Beijing University of Civil Engineering and Architecture (formerly known as Beijing Institute of Civil Engineering and Architecture) in 2000, and a master's degree in architecture and civil engineering at Beijing University of Civil Engineering and Architecture in 2015, respectively. He has extensive experience in operation and management of natural gas business.

Save as disclosed above, Mr. ZHAO had not held any other directorships in publicly listed companies, whether in Hong Kong or overseas, during the last three years and up to the Latest Practicable Date, nor did he have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company (as defined in the Listing Rules). As at the Latest Practicable Date, save as disclosed above, Mr. ZHAO does not hold any other position with the Company and its subsidiaries.

As at the Latest Practicable Date, there is no service contract between the Company and Mr. ZHAO in his capacity as a vice president and chief compliance officer or an executive Director of the Company which fall within the meanings of Rule 13.68 of the Listing Rules requiring the prior approval of Shareholders at general meetings. Mr. ZHAO is entitled to a monthly salary of HK\$200,000 and discretionary bonus as may be approved by the Remuneration Committee with reference to his roles and responsibilities and the prevailing market conditions. The basic salary of Mr. ZHAO shall be reviewed annually and may be adjusted at the discretion of the Remuneration Committee, in accordance with the salary adjustment level of our Group's general staff in the preceding financial year.

Mr. ZHAO, in his capacity as a Director, has no designated length of service with the Company but he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company.

As at the Latest Practicable Date, Mr. ZHAO did not hold any Shares and share options entitling him to subscribe for Shares.

Save as disclosed above, the Board is not aware of any other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing

Rules. There is no other matter which needs to be brought to the attention of the holders of securities of the Company pursuant to Rule 13.51(2) of the Listing Rules. Mr. ZHAO has confirmed to the Company that the biographical details pursuant to Rule 13.51(2) of the Listing Rules are true, accurate and complete.

Mr. LIU Mingxing, aged 51, is currently a member of the CGRC Committee of the Company. Mr. LIU was appointed as a non-executive Director of the Company in July 2014. He is currently a professor of Economics and deputy president of China Institute for Educational Finance Research, Peking University, and an adjunct professor of Political Economy at Shanghai Jiao Tong University. He was an associate professor of Economics of China Institute for Educational Finance Research, Peking University from January 2008 to July 2013, and a lecturer and an associate professor of Economics of the School of Government, Peking University from September 2003 to December 2007. From 2001 to 2003, he did postdoctoral research at The National Bureau of Economic Research in the United States. Mr. LIU acted as a consultant and provided policy advisory services to the Ministry of Finance and the Ministry of Education of China, the World Bank, the Organization for Economic Co-operation and Development (OECD), the United Nations Educational, Scientific and Cultural Organization and the Department for International Development of the United Kingdom on various occasions. Mr. LIU published a large number of academic papers and books in respect of economics and finance in China and worldwide. He received a bachelor's degree and a master's degree in economics from Zhongnan University of Economics and Law in 1994 and 1997 respectively and a doctorate degree in economics from Peking University in 2001. He has substantial experience in finance and economics. Mr. LIU Mingxing is the younger brother of Mr. LIU Ming Hui (an executive Director of the Company) and the uncle of Ms. LIU Chang (an executive Director of the Company).

Save as disclosed above, Mr. LIU had not held any other directorships in publicly listed companies, whether in Hong Kong or overseas, during the last three years and up to the Latest Practicable Date, nor did he have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. LIU does not hold any other position with the Company and its subsidiaries.

As at the Latest Practicable Date, there was no service contract between the Company and Mr. LIU which fall within the meanings of Rule 13.68 of the Listing Rules requiring the prior approval of Shareholders at general meetings. Mr. LIU is entitled to a director's fee as may be approved by the Board of the Company with reference to his roles and responsibilities and the prevailing market conditions. Currently, Mr. LIU, as a non-executive Director, is entitled to an annual Director's fee of HK\$264,000 and discretionary bonus. He is also entitled to an annual fee of HK\$66,000 as a member of the CGRC Committee.

Mr. LIU has no designated length of service with the Company but he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company.

As at the Latest Practicable Date, Mr. LIU held 800,000 Shares.

Save as disclosed above, the Board is not aware of any other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. There is no other matter which needs to be brought to the attention of the holders of securities of the Company pursuant to Rule 13.51(2) of the Listing Rules. Mr. LIU has confirmed to the Company that the biographical details pursuant to Rule 13.51(2) of the Listing Rules are true, accurate and complete.

Mr. Ayush GUPTA, aged 53, is currently a member of the CGRC Committee of the Company. Mr. GUPTA was appointed as a non-executive Director of the Company in December 2023. He is currently a full time director of GAIL (India) Limited (“GAIL”) which is a company listed on the National Stock Exchange of India Limited (stock code: GAIL) and BSE Limited, Bombay (stock code: 532155), the chairman of GAIL Mangalore Petrochemicals Limited and a director of GAIL Gas Limited, both being wholly-owned subsidiaries of GAIL. He is also a director of ONGC Tripura Power Company Limited. Mr. GUPTA has joined GAIL in May 1998 and is currently responsible for human resources operations of GAIL. Mr. GUPTA received a bachelor’s degree in electrical engineering from University of Roorkee, India in 1992, a master’s degree in business administration in 2003 and a post-graduate diploma in human resources management in 2023, both from Indira Gandhi National Open University. He has also completed the Chevening Rolls-Royce Science, Innovation & Policy Leadership Programme from Saïd Business School of University of Oxford in 2013. He has over 32 years of rich experience in human resources management, project management and operations as well as maintenance in oil and gas and process industry.

Save as disclosed above, Mr. GUPTA had not held any other directorships in publicly listed companies, whether in Hong Kong or overseas, during the last three years and up to the Latest Practicable Date, nor did he have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. GUPTA does not hold any other position with the Company and its subsidiaries.

As at the Latest Practicable Date, there was no service contract between the Company and Mr. GUPTA which fall within the meanings of Rule 13.68 of the Listing Rules requiring the prior approval of Shareholders at general meetings. Mr. GUPTA is entitled to a director’s fee as may be approved by the Board of the Company with reference to his roles and responsibilities and the prevailing market conditions. Currently, Mr. GUPTA, as a non-executive Director, is entitled to an annual Director’s fee of HK\$264,000 and discretionary bonus. He is also entitled to an annual fee of HK\$66,000 as a member of the CGRC Committee.

Mr. GUPTA has entered into a letter of appointment with the Company for a specific term of not more than three years, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company.

As at the Latest Practicable Date, Mr. GUPTA did not hold any Shares.

Save as disclosed above, the Board is not aware of any other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. There is no other matter which needs to be brought to the attention of the holders of securities of the Company pursuant to Rule 13.51(2) of the Listing Rules. Mr. GUPTA has confirmed to the Company that the biographical details pursuant to Rule 13.51(2) of the Listing Rules are true, accurate and complete.

Dr. MA Weihua, aged 76, is currently the chairman of the Sustainability Committee, a member of each of the Audit Committee and the CGRC Committee of the Company. Dr. MA was appointed as an independent non-executive Director of the Company in February 2022. He is responsible for leading and steering the Group's work on sustainability and ESG governance. He is an independent non-executive director of Legend Holdings Corporation (Stock Exchange Stock Code: 3396) and Haidilao International Holding Ltd. (Stock Exchange Stock Code: 6862), the chairman of National Fund for Technology Transfer and Commercialization, chairman of the board of China Global Philanthropy Institute, chairman of China Alliance of Social Value Investment, the director-general of One Foundation and held positions including adjunct professor in various higher education institutes such as Peking University and Tsinghua University. Dr. MA previously served as the executive director, president and chief executive officer of China Merchants Bank Co., Ltd. (Stock Exchange Stock Code: 3968, SSE Stock Code: 600036), the chairman of the board of CMB Wing Lung Bank Limited (formerly known as Wing Lung Bank Limited), CIGNA and CMC Life Insurance Company Ltd. and China Merchants Fund Management Co., Ltd., an independent non-executive director of Postal Savings Bank of China Co., Ltd. (Stock Exchange Stock Code: 1658) and China Eastern Airlines Corporation Limited (Stock Exchange Stock Code: 670, SSE Stock Code: 600115), and an independent director of China World Trade Center Co. Ltd. (SSE Stock Code: 600007) and Guangdong Qunxing Toys Joint Stock Co., Ltd.* (廣東群興玩具股份有限公司) (SZSE Stock Code: 002575), the chairman and a non-executive director of Bison Finance Group Limited (Stock Exchange Stock Code: 888), as well as the deputy of the 10th National People's Congress and the member of the 11th and 12th National Committee of the China People's Political Consultative Conference. He was appointed as Special Advisor by United Nations Development Programme in China and chairman of SDG Financing Advisory Committee in March 2019, and was appointed as a member of SDG Impact Steering Group* (可持續發展影響力投資全球指導委員會) by the United Nations Development Programme in April of the same year. Dr. MA received a bachelor's degree in economics from Jilin University in 1982, and a doctor of philosophy degree in economics from Southwest Finance and Economics University in 1999. He has substantial experience in bank credit risk management, corporate management, risk management and sustainability.

Saved as disclosed above, Dr. MA had not held any directorship in publicly listed companies, whether in Hong Kong or overseas, during the last three years and up to the Latest Practicable Date, nor did he have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Dr. MA did not hold any other position with the Company and its subsidiaries.

As at the Latest Practicable Date, there was no service contract between the Company and Dr. MA which fall within the meanings of Rule 13.68 of the Listing Rules requiring the prior approval of Shareholders at general meetings. Dr. MA is entitled to a Director's fee as may be approved by the Board of the Company with reference to his roles and responsibilities and the prevailing market conditions. Currently, Dr. MA, as an independent non-executive Director, is entitled to an annual Director's fee of HK\$264,000 and discretionary bonus. He is also entitled to a total annual fee of HK\$736,000 as the members of the Audit Committee, the CGRC Committee and the Sustainability Committee.

Dr. MA has no designated length of service with the Company but he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company.

As at the Latest Practicable Date, Dr. MA did not hold any Shares and share options entitling him to subscribe for Shares.

Save as disclosed above, the Board is not aware of any other information to be disclosed pursuant to the requirement of the Rules 13.51(2)(h) and 13.51(2)(v) of the Listing Rules. There is no other matter which needs to be brought to the attention of the holders of securities of the Company pursuant to Rule 13.51(2) of the Listing Rules. Dr. MA has confirmed to the Company that the biographical details pursuant to Rule 13.51(2) of the Listing Rules are true, accurate and complete.

** For identification purpose only*

The following are the Proposed Amendments. Unless otherwise specified, clauses, paragraphs and bye-law numbers referred to herein are clauses, paragraphs and bye-law numbers of the New Bye-laws. If the serial numbering of the Bye-laws is changed due to the addition, deletion or rearrangement of certain clauses made in these amendments, the serial numbering of the New Bye-laws as so amended shall be changed accordingly, including cross-references.

Bye-laws No.	Proposed Amendments (showing changes to the existing Bye-laws)
2.	<p>In these Bye-laws, unless there be something within the subject or context inconsistent with such construction:</p> <ul style="list-style-type: none"> (a) words importing the singular include the plural and vice versa; (b) words importing a gender include every gender; (c) words importing persons include companies, associations and bodies of persons whether corporate or not; (d) the words: <ul style="list-style-type: none"> (i) “may” shall be construed as permissive; (ii) “shall” or “will” shall be construed as imperative; (e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election comply with all applicable Statutes, rules and regulations; (f) references to any act, ordinance, statute or statutory provision shall be interpreted as relating to any statutory modification or re-enactment thereof for the time being in force; (g) save as aforesaid words and expressions defined in the Statutes shall bear the same meanings in these Bye-laws if not inconsistent with the subject in the context;

Bye-laws No.	Proposed Amendments (showing changes to the existing Bye-laws)
	<p>(h) a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59;</p> <p>(i) a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59;</p> <p>(j) a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Bye-laws or the Statutes;</p> <p>(k) a resolution shall be an extraordinary resolution when it has been passed by a majority of not less than two-thirds of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59;</p> <p>(l) references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;</p> <p><u>(m) to the extent any provision in these Bye-laws contradicts or is inconsistent with any provision of Part II or Part III of the Electronic Transactions Act 1999 (as amended from time to time) (“ETA”) or Section 2AA of the Act, the provisions in these Bye-laws shall prevail; they shall be deemed as an agreement between the Company and the Members to vary the provisions of the ETA and/or to override the requirement of Section 2AA of the Act, as applicable;</u></p>

Bye-laws No.	Proposed Amendments (showing changes to the existing Bye-laws)
	<p>(m)<u>(n)</u> references to the right of a Member to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities;</p> <p>(n)<u>(o)</u> a reference to a meeting: <u>(a)</u> shall mean a meeting convened and held in any manner permitted by these Bye-laws and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Bye-laws, and attend, participate, attending, participating, attendance and participation shall be construed accordingly, <u>and (b) shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Bye-law 64E;</u></p> <p>(o)<u>(p)</u> references to a person's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Bye-laws to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;</p> <p>(p)<u>(q)</u> references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); and</p> <p>(q)<u>(r)</u> where a Member is a corporation, any reference in these Bye-laws to a Member shall, where the context requires, refer to a duly authorised representative of such Member.</p>

Bye-laws No.	Proposed Amendments (showing changes to the existing Bye-laws)
3.	<p>(1) The share capital of the Company at the date on which these Bye-laws come into effect shall be divided into shares of \$0.01 each.</p> <p>(2) Subject to the Act, the Company's memorandum of association and, where applicable, the Listing Rules and/or any competent regulatory authority, <u>the Company shall have the power to purchase or otherwise acquire its own shares (including its redeemable shares) for cancellation or to be held as treasury shares, as well as warrants or other securities, and such power shall be exercisable by the Board on such terms and conditions as the Board may determine</u>any power of the Company to purchase or otherwise acquire its own shares shall be exercisable by the Board upon such terms and subject to such conditions as it thinks fit.</p> <p>(3) Subject to compliance with the Listing Rules and the rules and regulations of any other competent regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.</p>
10.	<p>Subject to the Act and without prejudice to Bye-law 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Bye-laws relating to general meetings of the Company shall, <i>mutatis mutandis</i>, apply, but so that:</p> <p>(a) the necessary quorum (other than at<u>including at</u> an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person (or in the case of a Member being a corporation, its duly authorised representative) or by proxy (whatever the number of shares held by them) shall be a quorum; and</p> <p>(b) every holder of shares of the class shall be entitled to one vote for every such share held by him.</p>

Bye-laws No.	Proposed Amendments (showing changes to the existing Bye-laws)
63.	<p>(1) The chairman of the Company or if there is more than one chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman at a general meeting. If at any meeting no chairman is present within fifteen (15) minutes after the time appointed for holding the meeting, or is willing to act as chairman, the deputy chairman of the Company or if there is more than one deputy chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman. If no chairman or deputy chairman is present or is willing to act as chairman of the meeting, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or by proxy and entitled to vote shall elect one of their number to be chairman of the meeting.</p> <p>(2) If the chairman of a general meeting is participating in the general meeting <u>held in any form</u> using an electronic facility or facilities <u>which is hereby permitted</u> and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Bye-law 63(1) above) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.</p>
64.	<p>Subject to Bye-law 64C, the chairman may, (without the consent of any the meeting) <u>or shall at the direction of the meeting</u> at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine, but no business shall be transacted at any adjourned <u>or postponed</u> meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' Notice of the adjourned meeting shall be given specifying the details set out in Bye-law 59(2) but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.</p>

Bye-laws No.	Proposed Amendments (showing changes to the existing Bye-laws)
64A.	<p>(1) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations ("Meeting Location(s)") determined by the Board at its absolute discretion. Any Member or any proxy attending and participating in such way or any Member <u>or proxy attending and</u> participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.</p> <p>(2) All general meetings are subject to the following:</p> <p>(a) where a Member is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;</p> <p>(b) Members present in person or by proxy at a Meeting Location and/or Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Members at all Meeting Locations and Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;</p> <p>(c) where Members attend a meeting by being present at one of the Meeting Locations and/or where Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more Members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting.</p>

Bye-laws No.	Proposed Amendments (showing changes to the existing Bye-laws)
	<p>(d) if any of the Meeting Locations is outside the jurisdiction of the Principal Meeting Place and/or in the case of a hybrid meeting, unless otherwise stated in the Notice, the provisions of these Bye-laws concerning the service and giving of Notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the Notice for the meeting.</p>
79.	<p>The instrument appointing a proxy shall be <u>in such form as the Board may determine and in the absence of such determination, shall be</u> in writing under the hand of <u>signed by</u> the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of <u>signed by</u> an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.</p>
89.	<p>The office of a Director shall be vacated if the Director:</p> <ol style="list-style-type: none"> (1) resigns his office by notice in writing delivered to the Company at the Office or tendered at a meeting of the Board; (2) becomes of unsound mind or dies; (3) without special leave of absence from the Board, is absent from meetings of the Board for six consecutive months, and his alternate Director, if any, shall not during such period have attended in his stead and the Board resolves that his office be vacated; or (4) becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors; (5) is prohibited by law from being a Director; or (6) ceases to be a Director by virtue of any provision of the Statutes or is removed from office pursuant to these Bye-laws.

Bye-laws No.	Proposed Amendments (showing changes to the existing Bye-laws)
115.	<p>A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board whenever he shall be required so to do by any Director. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or by electronic means to an electronic address from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website) by making it available on a website or <u>by telephone or</u> in such other manner as the Board may from time to time determine.</p>
132.	<p>(1) The Board shall cause to be kept in one or more books at the Office a Register of Directors and Officers and shall enter therein the following particulars with respect to each Director and Officer, that is to say:</p> <p>(a) In the case of an individual, his or her present first name, surname and address; and</p> <p>(b) in the case of a company, its name and registered office.</p> <p>(2) The Board shall within a period of fourteen (14) days from the occurrence of:</p> <p>(a) any change among the Directors and Officers; or</p> <p>(b) any change in the particulars contained in the Register of Directors and Officers,</p> <p>cause to be entered on the Register of Directors and Officers the particulars of such change.</p> <p>(3) The Register of Directors and Officers shall be open to inspection by members of the public without charge at the Office between 10:00 a.m. and 12:00 noon during business hours.</p> <p>(4) In this Bye-law "Officer" has the meaning ascribed to it in Section 92A(7) of the Act.</p>

Bye-laws No.	Proposed Amendments (showing changes to the existing Bye-laws)
145.	<p>Whenever the Board or the Company in general meeting have<u>has</u> resolved that a dividend be paid or declared, the Board may further resolve that such dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of the Company or any other company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution the Board may settle the same as it thinks expedient, and in particular may issue certificates in respect of fractions of shares, disregard fractional entitlements or round the same up or down, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend, and such appointment shall be effective and binding on the Members. The Board may resolve that no such assets shall be made available to Members with registered addresses in any particular territory or territories where, in the absence of a registration statement or other special formalities, such distribution of assets would or might, in the opinion of the Board, be unlawful or impracticable and in such event the only entitlement of the Members aforesaid shall be to receive cash payments as aforesaid. Members affected as a result of the foregoing sentence shall not be or be deemed to be a separate class of Members for any purpose whatsoever.</p>
153B.	<p>The requirement to send to a person referred to in Bye-law 153 the documents referred to in that provision or a summary financial report in accordance with Bye-law 153A shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Bye-law 153 and, if applicable, a summary financial report complying with Bye-law 153A, <u>in any manner permitted by these Bye-laws, including</u> on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.</p>

Bye-laws No.	Proposed Amendments (showing changes to the existing Bye-laws)
160.	<p>(1) Any Notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Bye-laws from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, any such Notice and document may be given or issued by the following means:</p> <p>(a) by serving it personally on the relevant person;</p> <p>(b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;</p> <p>(c) by delivering or leaving it at such address as aforesaid;</p> <p>(d) by placing an advertisement in appointed newspapers or other publication and where applicable, (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange;</p> <p>(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-law 160(53) without the need for any additional consent or notification, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;</p> <p>(f) by publishing it on the Company’s website or the website to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person that the notice, document or publication is available on the Company’s computer network website (a “notice of availability”) of the Designated Stock Exchange without the need for any additional consent or notification;</p>

Bye-laws No.	Proposed Amendments (showing changes to the existing Bye-laws)
	<p>(g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.</p> <p>(2) The notice of availability may be given by any of the means set out above other than by posting it on a website.</p> <p>(3)(2) In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders;</p> <p>(4) Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.</p> <p>(5)(3) Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Bye-laws may register with the Company an electronic address to which <u>N</u>otices can be served upon him.</p> <p>(6)(4) Subject to any applicable laws, rules and regulations and the terms of these Bye-laws, any notice, document or publication, including but not limited to the documents referred to in Bye-laws 153, 153A and 160 may be given in the English language only or in both the English language and the Chinese language <u>or, with the consent of or election by any Member, in the Chinese language only to such Member.</u></p>

Bye-laws No.	Proposed Amendments (showing changes to the existing Bye-laws)
161.	<p>Any Notice or other document:</p> <p>(a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;</p> <p>(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent: A Notice placed on the Company's website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;</p> <p>(c) if <u>placed or</u> published on <u>either</u> the Company's website <u>or the website of the Designated Stock Exchange</u>, shall be deemed to have been <u>given or</u> served on the day on which the notice, document or publication first so appears on the Company's website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Bye-laws, whichever is later<u>relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;</u></p> <p>(d) if served or delivered in any other manner contemplated by these Bye-laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and</p> <p>(e) if published as an advertisement in a newspaper or other publication permitted under these Bye-laws, shall be deemed to have been served on the day on which the advertisement first so appears.</p>

Bye-laws No.	Proposed Amendments (showing changes to the existing Bye-laws)
162.	<p>(1) Any Notice or other document delivered or sent <u>in any manner permitted by</u> by post to or left at the registered address of any Member in pursuance of these Bye-laws shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.</p> <p>(2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it <u>via electronic means or</u> through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the <u>electronic or postal</u> address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such <u>electronic or postal</u> address has been so supplied) by giving the Notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.</p> <p>(3) Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every Notice in respect of such share which prior to his name and address being entered on the Register shall have been duly given to the person from whom he derives his title to such share.</p>

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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of China Gas Holdings Limited (the “Company”) will be held at China Gas Building, 188 Meiyuan Road, Luohu District, Shenzhen, Guangdong Province, China at 10:00 a.m. on Wednesday, 21 August 2024 for the following purposes:

AS ORDINARY BUSINESS

To consider and, if thought fit, pass with or without amendments, each of the following resolutions as ordinary resolutions:

1. To receive and approve the audited financial statements and the reports of the directors and the auditors of the Company for the year ended 31 March 2024;
2. To declare a final dividend of HK35 cents per share, with an option for scrip dividend, for the year ended 31 March 2024;
3. (a) To re-elect, each as a separate resolution, the following directors of the Company:
 - i. To re-elect Mr. HUANG Yong as an executive Director of the Company;
 - ii. To re-elect Ms. LI Ching as an executive Director of the Company;
 - iii. To re-elect Mr. ZHAO Kun as an executive Director of the Company;
 - iv. To re-elect Mr. LIU Mingxing as a non-executive Director of the Company;
 - v. To re-elect Mr. Ayush GUPTA as a non-executive Director of the Company; and
 - vi. To re-elect Dr. MA Weihua as an independent non-executive Director of the Company;

* For identification purposes only

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- (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;

AS SPECIAL BUSINESS

AS ORDINARY RESOLUTIONS

To consider and, if thought fit, pass with or without amendments, each of the following resolutions 5, 6, and 7 as ordinary resolutions:

- 5. “**THAT:**
 - (a) subject to paragraph (b) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange (as applicable) as amended from time to time, subject to and in accordance with all applicable laws, rules and regulations and the Bye-laws of the Company, be and is hereby generally and unconditionally approved;
 - (b) the aggregate nominal amount of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue (excluding the treasury shares of the Company (the “**Treasury Shares**”)) at the date of passing this resolution and the said approval shall be limited accordingly; and
 - (c) for the purpose of this resolution:

“Relevant Period” means the period from the time of passing of this resolution until whichever is the earliest of:

 - (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 laws to be held; and

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- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

6. **“THAT:**

- (a) subject to the following paragraphs of this resolution and subject to and in accordance with all applicable laws, rules and regulations and the Bye-laws of the Company, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to sell and transfer any Treasury Shares and to make or grant offers, agreements, options and similar rights to subscribe for or convert any security into shares of the Company (including warrants, bonds, notes and debentures convertible into shares of the Company) be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options (including warrants, bonds, notes and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) an issue of shares pursuant to any specific authority granted by shareholders of the Company in general meeting, including upon the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any bonds, notes, debentures convertible into shares of the Company;
 - (iii) the grant of options and the exercise of any option granted under any share option scheme or similar arrangement for the time being adopted by the Company and/or any of its subsidiaries;
 - (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company; or

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- (v) any adjustment, after the date of grant or issue of any options, rights to subscribe for or convert any security into shares or other securities referred to above, in the price at which shares in the Company shall be subscribed, and/or in the number of shares in the Company which shall be subscribed, on exercise of relevant rights under such options, warrants or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities,

shall not exceed aggregate of 10% of the nominal amount of the share capital of the Company in issue (excluding Treasury Shares, if any) as at the date of this resolution and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution:

“Relevant Period” means the period from the time of passing of this resolution until whichever is the earliest of:

- (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 laws to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of shares of the Company or an issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company (subject 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 outside Hong Kong).”

- 7. “**THAT** conditional upon the passing of resolutions numbered 5 and 6 above set out in this notice, the general mandate granted to the Directors to issue, allot and deal with additional shares of the Company and to sell and transfer any Treasury Shares and to make or grant offers, agreements, options and similar rights to subscribe for or convert any security into shares in the

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Company pursuant to resolution numbered 6 set out in this notice be and is hereby extended by the addition to it of an amount representing the aggregate nominal amount of shares of the Company which are repurchased by the Company pursuant to and since the granting to the Company of the general mandate to repurchase shares in accordance with resolution numbered 5 set out in this notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of shares of the Company in issue (excluding Treasury Shares, if any) as at the date of the passing of this resolution.”

AS SPECIAL RESOLUTION

As special business, to consider and, if thought fit, approve, with or without amendments, the resolution 8 as special resolution:

8. **“THAT:**

- (a) the proposed amendments (the **“Proposed Amendments”**) to the existing amended and restated bye-laws of the Company (the **“Existing Bye-laws”**), the details of which are set out in Appendix III to the circular of the Company dated 26 July 2024, be and are hereby approved;
- (b) the new amended and restated bye-laws of the Company (the **“New Bye-laws”**), which contains all the Proposed Amendments and a copy of which has been produced to this meeting and mark “A” and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the Existing Bye-laws with immediate effect; and
- (c) any director or company secretary of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Bye-laws, including without limitation, attending to the necessary filings with the Registrar of Companies in Bermuda and Hong Kong.”

On behalf of the Board
CHINA GAS HOLDINGS LIMITED
LIU Ming Hui
Chairman and President

Hong Kong, 26 July 2024

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Principal Place of Business in Hong Kong:

Room 1601
16th Floor
Capital Centre
151 Gloucester Road
Wan Chai
Hong Kong

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Notes:

1. Any shareholder of the Company entitled to attend and vote at the above meeting (or at any adjournment or postponement thereof) is entitled to appoint one or, if he is a holder of more than one share, more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
2. A form of proxy for use in connection with the AGM is enclosed with the Company's 2023/24 annual report (the "**Annual Report**"). In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a copy of such authority notarially certified must be deposited at the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, 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 or postponement thereof (as the case may be).
3. For the purpose of determining the identity of the shareholders of the Company who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from 16 August 2024 (Friday) to 21 August 2024 (Wednesday) (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM to be held on 21 August 2024 (Wednesday), all transfers of shares accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 15 August 2024 (Thursday).

For the purpose of determining the shareholders of the Company who are entitled to receive the proposed final dividend for the year ended 31 March 2024, the register of members of the Company will be closed from 27 August 2024 (Tuesday) to 29 August 2024 (Thursday) (both days inclusive), during which period no transfer of Shares will be registered. Subject to approval of the shareholders of the Company at the AGM, the proposed final dividend will be payable on or about 4 October 2024 (Friday) to the shareholders of the Company whose names appear on the register of members of the Company on 29 August 2024 (Thursday). In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 26 August 2024 (Monday).

4. Where there are joint holders of any shares, any one of such joint holders may vote at the meeting (or at any adjournment or postponement thereof) personally or by proxy in respect of such shares as if he was solely entitled thereto; but if more than one of such joint holders be present at the meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. A circular containing the information regarding the resolutions to be tabled at the meeting will be sent to the shareholders of the Company together with this notice and the Annual Report.

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6. As at the date of this Notice, Mr. LIU Ming Hui, Mr. HUANG Yong, Mr. ZHU Weiwei, Ms. LI Ching, Ms. LIU Chang and Mr. ZHAO Kun are the executive Directors of the Company, Mr. XIONG Bin, Mr. LIU Mingxing, Mr. JIANG Xinhao and Mr. Ayush GUPTA are the non-executive Directors of the Company and Mr. ZHAO Yuhua, Dr. MAO Erwan, Ms. CHEN Yanyan, Mr. ZHANG Ling and Dr. MA Weihua are the independent non-executive Directors of the Company.