



新奥燃气控股有限公司
XinAo Gas Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2688)

(Website: www.xinaogas.com)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the shareholders of XinAo Gas Holdings Limited (the “Company”) will be held at Conference Room, Rooms 3101-03, 31st Floor, Tower 1, Lippo Centre, No. 89 Queensway, Hong Kong on Monday, 21 March 2005 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the product sale agreement dated 31 January 2005 (the “Product Sale Agreement”) entered into between the Company and its subsidiaries (the “Group”) and companies controlled by Mr. Wang Yusuo and/or his associates (the “Wang Family Companies”) in respect of the sale and purchase of products manufactured by the Wang Family Companies, a copy of which marked “A” has been produced to the meeting and signed by the Chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) the proposed annual caps (the “Annual Caps”) in relation to the transactions contemplated under the Product Sale Agreement for each of the three financial years ended 31 December 2007 being RMB160,000,000, RMB250,000,000 and RMB360,000,000 respectively be and are hereby approved,

and the directors of the Company be and are hereby authorized on behalf of the Company to sign, seal, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as they may in their discretion consider necessary or desirable or expedient to implement and/or to give effect to the Product Sale Agreement and the Annual Caps and the transactions thereby contemplated.”

By order of the Board
XINAO GAS HOLDINGS LIMITED
CHENG Chak Ngok
Executive Director and Company Secretary

Hong Kong, 4 March 2005

Principal place of business in Hong Kong:

Rooms 3101-03, 31st Floor

Tower 1, Lippo Centre

No. 89 Queensway

Hong Kong

Notes:

1. The ordinary resolution to be considered at the Extraordinary General Meeting will be decided by poll. On voting by poll, each shareholder of the Company shall have one vote for each share held in the Company.
2. Every shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a shareholder of the Company.
3. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting at the Meeting if the shareholder of the Company so desires.
5. As at the date of this notice, the board of directors of the Company comprises nine executive directors, namely Mr. Wang Yusuo (Chairman), Mr. Yang Yu (Chief Executive Officer), Mr. Chen Jiacheng, Mr. Zhao Jinfeng, Mr. Qiao Limin, Mr. Jin Yongsheng, Mr. Yu Jianchao, Mr. Cheung Yip Sang and Mr. Cheng Chak Ngok, one non-executive director, namely Ms. Zhao Baoju and three independent non-executive directors, namely Mr. Wang Guangtian, Mr. Xu Liang and Ms. Yien Yu Yu, Catherine.

*Please also refer to the published version of this announcement in
The Standard and Hong Kong Economic Times.*