



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)

POLL RESULT OF EGM HELD ON 21 MARCH 2005

The Board is pleased to announce that the ordinary resolution to approve the Product Sale Agreement and the Annual Caps was duly passed by the Independent Shareholders by way of poll at the EGM held on 21 March 2005.

Reference is made to the announcement of the Company dated 31 January 2005 and the circular to the Shareholders dated 4 March 2005 in relation to the Product Sale Agreement (the "Circular"). Unless otherwise defined herein, terms used in this announcement shall have the same meanings as defined in the Circular.

RESULT OF THE EGM

The Board is pleased to announce that the ordinary resolution to approve the Product Sale Agreement and the Annual Caps (the "Resolution") was duly passed by the Independent Shareholders by way of poll at the EGM held on 21 March 2005 and the voting result was as follows:

Ordinary Resolution	Number of Votes Cast and Percentage of Total Number of Votes Cast		Total Number of Votes Cast
	For	Against	
To approve, ratify and confirm the entering into of the Product Sale Agreement and the transactions contemplated thereunder and to approve the Annual Caps*	212,789,573 (100%)	0 (0%)	212,789,573
The resolution was duly passed as an ordinary resolution.			

* The full text of the Resolution was set out in the notice of EGM dated 4 March 2005.

As at the date of the EGM, the total number of issued Shares was 879,125,000. In view of the interests of Easywin, Mr. Wang and Ms. Zhao Baoju in the Product Sale Agreement and the transactions contemplated thereunder, Easywin, Mr. Wang, Ms. Zhao Baoju and their respective associates holding 387,530,000 Shares, representing 44.08% of the total number of the issued Shares, abstained from voting on the Resolution at the EGM. The total number of Shares entitling the Independent Shareholders to attend and vote for or against the Resolution at the EGM was 491,595,000, representing 55.92% of the total number of issued Shares. There were no Shares entitling the holders to attend and vote only against the Resolution at the EGM.

Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company, acted as scrutineers at the EGM for the vote-taking.

As at the date of this announcement, the Board 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.

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

Hong Kong, 21 March 2005

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