



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)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING
(or at any adjournment thereof)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.10 each in the capital of
XinAo Gas Holdings Limited ("Company"), HEREBY APPOINT ^(Notes 3 & 4) _____
of _____
or failing him, the Chairman of the meeting, as my/our proxy to act for me/us at the extraordinary general meeting (or at any
adjournment thereof) of the Company to be held at Room Prestige, Regus Conference Centre, 35/F Central Plaza, 18 Harbour
Road, Wanchai, Hong Kong on 7 March 2008 at 3:00 p.m. and in particular (but without limitation) at such meeting (or at any
adjournment thereof) to vote for me/us and in my/our name(s) as indicated below or, if no such indication is given as my/
our proxy thinks fit.

	For ^(note 5)	Against ^(note 5)
Ordinary Resolution		

Note: The full text of the ordinary resolution is set out in the notice of extraordinary general meeting contained in the circular issued by the Company dated 15 February 2008 which is sent to the shareholders of the Company together with this proxy form.

Date: _____ Signature ^(Note 6): _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. A shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one proxy to attend and, on a poll, vote in his stead. A proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
4. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE RELEVANT BOX UNDERNEATH THE COLUMN MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK IN THE RELEVANT BOX UNDERNEATH THE COLUMN MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer, attorney or other person duly authorised.
7. Where there are joint registered holders of any share in the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of the such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share, shall alone be entitled to vote in respect thereof.
8. In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1806-07, 18th 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 the adjourned meeting (as the case may be).
9. Completion and deposit of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.