



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 ANNUAL 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 (the "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 annual general meeting (or at any adjournment thereof) of the Company to be held at K-2 Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Tuesday, 26 May 2009 at 11a.m. and in particular (but without limitation) at such meeting (or at any adjournment thereof) on a poll, 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)
1.	To receive and consider the audited financial statements and the directors' and independent auditor's reports for the year ended 31 December 2008		
2.	To declare a final dividend		
3.	(1) To re-elect Mr. WANG Yusuo as director		
	(2) To re-elect Mr. ZHAO Jinfeng as director		
	(3) To re-elect Mr. YU Jianchao as director		
	(4) To re-elect Mr. CHENG Chak Ngok as director		
	(5) To re-elect Mr. LIANG Zhiwei as director		
	(6) To re-elect Ms. ZHAI Xiaoqin as director		
	(7) To authorise the directors to fix the directors' fees		
4.	To re-appoint the auditors and to authorise the directors to fix their remuneration		
5A.	To grant a general mandate to the directors to issue shares		
5B.	To grant a general mandate to the directors to repurchase shares		
5C.	To extend the general mandate to issue shares by addition thereto the shares repurchased by the Company		

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 or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a shareholder of the Company.
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 being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members in respect of the relevant joint holding.
8. In order to be valid, this 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, 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. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
10. Completion and deposit of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.
11. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, all votes of shareholders at the meeting will be taken by poll.