



新奧燃氣控股有限公司  
**Xinao Gas Holdings Limited**

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2688)

(Website : [www.xinaogas.com](http://www.xinaogas.com))

**POLL RESULTS OF  
THE EXTRAORDINARY GENERAL MEETING  
HELD ON 7 MARCH 2008**

Reference is made to the circular of Xinao Gas Holdings Limited (the “Company”) dated 15 February 2008 (the “Circular”). Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context otherwise requires.

The Board is pleased to announce that at the EGM held on 7 March 2008, the ordinary resolution to approve, inter alia, the Master DME Agreement and the Annual Caps (the “Resolution”) was duly passed by the Independent Shareholders by way of poll.

The poll results in respect of the Resolution are as follows:

<b>Resolution</b>	<b>Number of votes (%) (Note 2)</b>	
	<b>For</b>	<b>Against</b>
Ordinary Resolution (Note 1)	357,402,699 (100%)	Nil (0%)

Notes:

1. The full text of the Resolution was set out in the notice of the extraordinary general meeting of the Company dated 15 February 2008 contained in the Circular.
2. The number of votes and percentages are based on the total number of Shares held by the Independent Shareholders who were entitled to vote and had voted at the EGM, which is 357,402,699.

As at the date of the EGM, the total number of issued Shares was 1,009,759,397. In view of the interests of Xinao Group International Investment Limited (“XGII”) and Mr. Wang Yusuo (“Mr. Wang”) in the Transaction, XGII, Mr. Wang and their respective associates, holding 335,669,000 Shares in aggregate (representing approximately 33.24% of the total number of issued Shares), were required to abstain, and had abstained, from voting at the EGM. The total number of Shares entitling the Independent Shareholders to attend and vote for or against the Resolution was 674,090,397, representing approximately 66.76% of the total number of issued Shares. No Independent Shareholders were entitled to vote only against the Resolution.

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as an ordinary resolution of the Company.

The Company's share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

By order of the Board  
**Xinao Gas Holdings Limited**  
**CHENG Chak Ngok**  
*Executive Director and Company Secretary*

Hong Kong, 7 March 2008

*As at the date of this announcement, the Board consists of Mr. Wang Yusuo (Chairman), Mr. Yang Yu (Chief Executive Officer), Mr. Chen Jiacheng, Mr. Zhao Jinfeng, Mr. Qiao Limin, Mr. Yu Jianchao, Mr. Cheung Yip Sang and Mr. Cheng Chak Ngok as executive Directors, Ms. Zhao Baoju and Mr. Jin Yongsheng as non-executive Directors and Mr. Wang Guangtian, Ms. Yien Yu Yu Catherine and Mr. Kong Chung Kau as independent non-executive Directors.*