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新奥燃气控股有限公司 XinAo Gas Holdings Limited

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 2688)

(Website: www.xinaogas.com)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 26 MAY 2009

XinAo Gas Holdings Limited (the “**Company**”) is pleased to announce the poll results in respect of the resolutions proposed at the annual general meeting (the “**AGM**”) of the Company held on 26 May 2009 as follows:

| RESOLUTIONS | | Number of Votes (%) | |
|-------------|---|-------------------------|-----------------------|
| | | For | Against |
| 1. | To receive and consider the audited financial statements and the directors’ and independent auditor’s reports for the year ended 31 December 2008 | 760,867,043 (100%) | 0 (0%) |
| | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed. | | |
| 2. | To declare a final dividend | 762,342,687 (100%) | 0 (0%) |
| | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed. | | |
| 3. | (1) To re-elect Mr. WANG Yusuo as director | 756,541,687 (99.24%) | 5,801,000 (0.76%) |
| | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed. | | |
| | (2) To re-elect Mr. ZHAO Jinfeng as director | 751,867,687 (98.63%) | 10,475,000 (1.37%) |
| | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed. | | |

| | | | |
|-----|---|-------------------------|-------------------------|
| | (3) To re-elect Mr. YU Jianchao as director | 749,705,687 (98.34%) | 12,637,000 (1.66%) |
| | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed. | | |
| | (4) To re-elect Mr. CHENG Chak Ngok as director | 751,867,687 (98.63%) | 10,475,000 (1.37%) |
| | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed. | | |
| | (5) To re-elect Mr. LIANG Zhiwei as director | 749,705,687 (98.34%) | 12,637,000 (1.66%) |
| | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed. | | |
| | (6) To re-elect Ms. ZHAI Xiaoqin as director | 635,244,992 (83.33%) | 127,097,695 (16.67%) |
| | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed. | | |
| | (7) To authorize the directors to fix the directors' fees | 762,342,687 (100%) | 0 (0%) |
| | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed. | | |
| 4. | To re-appoint the auditors and to authorise the directors to fix their remuneration | 756,721,687 (99.26%) | 5,621,000 (0.74%) |
| | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed. | | |
| 5A. | To grant a general mandate to the directors to issue shares | 492,668,909 (64.63%) | 269,673,778 (35.37%) |
| | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. | | |
| 5B. | To grant a general mandate to the directors to repurchase shares | 762,342,687 (100%) | 0 (0%) |
| | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. | | |
| 5C. | To extend the general mandate to issue shares by addition thereto the shares repurchased by the Company | 541,250,909 (71.00%) | 221,091,778 (29.00%) |
| | As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution. | | |

As at the date of the AGM, the total number of issued and fully paid up shares of the Company was 1,009,759,397 shares. In relation to all resolutions proposed at the AGM, the total number of shares entitling the holders to attend and vote for or against the resolutions at the AGM was 1,009,759,397 shares. There is no restriction on any shareholders casting votes on any of the resolutions at the AGM.

Computershare Hong Kong Investor Services Limited, the Share Registrar of the Company, acted as scrutineer for the poll at the AGM.

Shareholders may refer to the circular dated 16 April 2009 for details of the above resolutions proposed at the AGM. The circular may be viewed and downloaded from the Company's website at www.xinaogas.com or the designated website of The Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.

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

Hong Kong, 26 May 2009

As at the date of this announcement, the board of directors of the Company comprises eight executive directors, namely Mr. WANG Yusuo (Chairman), Mr. CHEN Jiacheng (Chief Executive Officer), Mr. ZHAO Jinfeng, Mr. YU Jianchao, Mr. CHEUNG Yip Sang, Mr. CHENG Chak Ngok, Mr. LIANG Zhiwei and Ms. ZHAI Xiaoqin; two non-executive directors, namely Ms. ZHAO Baoju and Mr. JIN Yongsheng; and three independent non-executive directors, namely Mr. WANG Guangtian, Ms. YIEN Yu Yu, Catherine and Mr. KONG Chung Kau.