



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)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the shareholders of XinAo Gas Holdings Limited (the “**Company**”) will be held at Room Prestige, Regus Conference Centre, 35/F Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong on 7 March 2008 at 3:00 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**

- (a) the product sales agreement dated 13 February 2008 entered into between the Company as purchaser and companies to which Mr. Wang Yusuo and/or his associates is/are entitled to exercise or control the exercise of 30% or more of the voting power at any general meeting of such companies (the “**Wang Family Companies**”) as seller in respect of the sale and purchase of dimethyl ether, a copy of which marked “A” has been tabled before the meeting and initialed by the chairman of the meeting for identification purpose, and transactions contemplated thereunder (the “**Transaction**”) and the implementation thereof be and are hereby approved, ratified and confirmed;
- (b) the proposed annual caps in respect of the Transaction for the financial years ending 31 December 2008, 2009 and 2010 being RMB500,000,000, RMB1,100,000,000 and RMB2,420,000,000 respectively be and are hereby approved; and
- (c) the directors of the Company (the “**Directors**”) be and are hereby authorized for and on behalf of the Company to do all such acts and things, to sign and execute all such documents, instruments and agreements and to take all such steps as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with (a) and (b) above.”

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

Hong Kong, 15 February 2008

Registered office:

Ugland House
P.O. Box 309
South Church Street
George Town
Grand Cayman
Cayman Islands
British West Indies

Principal place of business in Hong Kong:

Rooms 3101–03, 31st Floor
Tower One
Lippo Centre
No. 89 Queensway
Hong Kong

Head office in the PRC:

Huaxiang Road
Langfang Economic and Technical Development Zone
Langfang City
Hebei Province
The PRC

Notes:

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company.
- (2) Where there are joint registered holders of any share, 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 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.
- (3) A form of proxy for use at the meeting is enclosed.
- (4) In order to be valid, the 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 branch share registrar in Computershare Hong Kong Investor Services Limited, at Rooms 1806–07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting.
- (5) The ordinary resolution as set out above will be determined by way of a poll.
- (6) As at the date of this notice, the board of directors of the Company consists of Mr. Wang Yusuo (Chairman), Mr. Yang Yu (Vice-Chairman), Mr. Chen Jiacheng (Chief Executive Officer), 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.