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SINO GAS HOLDINGS GROUP LIMITED

中油潔能控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1759)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 6 JUNE 2019

At the annual general meeting (the “AGM”) of Sino Gas Holdings Group Limited (the “Company”) held on 6 June 2019, all the proposed resolutions as set out in the notice of the AGM dated 30 April 2019 were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2018.	162,000,000 (100%)	0 (0%)
2(a).	To re-elect Mr. Ji Guang as an executive director of the Company.	162,000,000 (100%)	0 (0%)
2(b).	To re-elect Ms. Cui Meijian as an executive director of the Company.	162,000,000 (100%)	0 (0%)
2(c).	To re-elect Mr. Zhou Feng as an executive director of the Company.	162,000,000 (100%)	0 (0%)
2(d).	To authorize the board of directors of the Company to fix the respective directors’ remuneration.	162,000,000 (100%)	0 (0%)
3.	To re-appoint KPMG as auditors of the Company and to authorize the board of directors to fix their remuneration.	162,000,000 (100%)	0 (0%)
4.	To give a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	162,000,000 (100%)	0 (0%)
5.	To give a general mandate to the directors of the Company to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.	162,000,000 (100%)	0 (0%)
6.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company.	162,000,000 (100%)	0 (0%)

Notes:

- (a) As all of the votes were cast in favour of each of the above resolutions, all the resolutions at the AGM were duly passed as ordinary resolutions.
- (b) As at the date of the AGM, the total number of shares of the Company in issue was 216,000,000 shares.
- (c) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM was 216,000,000 shares.
- (d) There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
- (e) No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (f) None of the shareholders of the Company have stated their intention in the Company’s circular dated 30 April 2019 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (g) The Company’s branch share registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

By Order of the Board
Sino Gas Holdings Group Limited
Mr. Ji Guang
Chairman

Hong Kong, 6 June 2019

As at the date of this announcement, the directors of the Company are:

Executive Directors:

Mr. Ji Guang (*Chairman and Chief Executive Officer*)
Ms. Ji Ling (*Vice-Chairman*)
Ms. Cui Meijian
Mr. Zhou Feng

Independent non-executive Directors:

Mr. Sheng Yuhong
Mr. Wang Zhonghua
Dr. Zheng Jian Peng