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**Zhonghua Gas Holdings Limited**  
**(中華燃氣控股有限公司)**

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 8246)**

**POLL RESULTS OF**  
**THE ANNUAL GENERAL MEETING HELD ON 28 JUNE 2019**

Reference is made to the circular (the “**Circular**”) of Zhonghua Gas Holdings Limited (the “**Company**”) dated 14 May 2019 in relation to, among other things, (i) the proposed declaration of final dividend; (ii) the proposed re-election of Retiring Directors; (iii) the grant to the Directors of the Proposed Issue Mandate; (iv) the grant to the Directors of the Proposed Repurchase Mandate; and (v) the Proposed Refreshment. Unless the context requires otherwise, the terms used herein shall have the same meanings as defined in the Circular.

The Board is pleased to announce that at the AGM held on 28 June 2019, all proposed resolutions (the “**Resolutions**”) set out in the notice of the AGM dated 14 May 2019 (the “**Notice of the AGM**”) were duly passed by the Shareholders by way of poll.

As at the date of the AGM, the total number of Shares in issue was 3,530,536,000 Shares, which was equivalent to the total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the AGM. No Shareholder was required under the GEM Listing Rules to abstain from voting on the Resolutions at the AGM. In addition, no Shareholder was entitled to attend and abstain from voting in favour of the Resolutions as set out in Rule 17.47A of the GEM Listing Rules.

The Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited, was appointed to act and acted as the scrutineer for the vote-taking at the AGM. The full text of the Resolutions was set out in the Notice of the AGM. The poll results of the Resolutions at the AGM were as follows:

Ordinary Resolutions		Number of Shares voted (Approximate %)	
		For	Against
1.	To declare a final dividend of HK\$0.5 cents per Share for the year ended 31 December 2018 to the Shareholders whose names appear on the register of members of the Company on 17 July 2019 (Wednesday)	1,832,616,000 Shares (100%)	0 Share (0%)
2.	To receive and consider the audited financial statements and the reports of the Directors and auditors for the year ended 31 December 2018	1,832,616,000 Shares (100%)	0 Share (0%)
3.	(a) To re-elect Ms. Lin Min, Mindy as an executive Director;	1,832,616,000 Shares (100%)	0 Share (0%)
	(b) To re-elect Mr. Lui Tin Nang as an independent non-executive Director;	1,832,616,000 Shares (100%)	0 Share (0%)
	(c) To re-elect Ms. Ma Lee as an independent non-executive Director; and	1,832,616,000 Shares (100%)	0 Share (0%)
	(d) To authorise the Board to fix the Director's remuneration	1,832,616,000 Shares (100%)	0 Share (0%)
4.	To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and authorise the Board to fix their remuneration	1,832,616,000 Shares (100%)	0 Share (0%)
5.	To grant a general mandate to the Directors to issue additional Shares not exceeding 20% of the existing issued share capital of the Company	1,832,616,000 Shares (100%)	0 Share (0%)
6.	To grant a general mandate to the Directors to repurchase Shares not exceeding 10% of the existing issued share capital of the Company	1,832,616,000 Shares (100%)	0 Share (0%)

Ordinary Resolutions		Number of Shares voted (Approximate %)	
		For	Against
7.	To extend the general mandate granted to the Directors to allot, issue and deal with the additional Shares in the share capital of the Company by adding the aggregate number of Shares repurchased	1,832,616,000 Shares (100%)	0 Share (0%)
8.	To refresh the Scheme Mandate Limit under the Share Option Scheme of the Company	1,832,616,000 Shares (100%)	0 Share (0%)

As more than 50% of the votes were cast in favour of all the Resolutions, the Resolutions were duly passed by the Shareholders as ordinary resolutions of the Company.

By order of the Board  
**Zhonghua Gas Holdings Limited**  
**Chan Wing Yuen, Hubert**  
*Chief executive officer and executive Director*

Hong Kong, 28 June 2019

*As at the date of this announcement, the executive Directors are Mr. Hu Yishi, Mr. Chan Wing Yuen, Hubert, Ms. Lin Min, Mindy and Ms. Kwong Wai Man, Karina; and the independent non-executive Directors are Mr. Lui Tin Nang, Ms. Ma Lee and Mr. Lau Kwok Kee.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) and, in the case of this announcement, on the “Latest Company Announcements” page for at least 7 days from the date of its posting. This announcement will also be published on the Company’s website at [www.8246hk.com](http://www.8246hk.com).*