

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in CHINA GAS INDUSTRY INVESTMENT HOLDINGS CO. LTD., you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---

## CHINA GAS INDUSTRY INVESTMENT HOLDINGS CO. LTD.

*(Incorporated in the Cayman Islands with members' limited liability)*

**(Stock code: 1940)**

### PROPOSED RE-ELECTION OF DIRECTORS AND PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

---

The notice convening the Annual General Meeting of CHINA GAS INDUSTRY INVESTMENT HOLDINGS CO. LTD. to be held at No. 9 Binhe Road, Lubei District, Tangshan, Hebei Province, the People's Republic of China on Thursday, 2 June 2022 at 3:00 p.m. (Hong Kong time) is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 3:00 p.m. on Tuesday, 31 May 2022 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.cgiiholdings.com>).

#### **SPECIAL ARRANGEMENTS AND PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

In light of the continuing risks posed by the COVID-19 pandemic and the situation at the time of the Annual General Meeting is difficult to predict, the Annual General Meeting will be broadcasted live online in addition to the traditional physical attendance at the Annual General Meeting. Registered Shareholders have the option of attending the Annual General Meeting online. Please refer to page ii to page iv of this circular for more details.

**For the health and safety of Shareholders, the Company would like to encourage registered Shareholders to attend and vote at the Annual General Meeting online. If registered Shareholders are unable to attend the Annual General Meeting in person or online, they still can appoint the chairman of the Annual General Meeting as their proxy and submit the form of proxy by the time specified above.**

To safeguard the health and safety of Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the Annual General Meeting:

- (i) Compulsory temperature checks will be carried out on every attendee before entering the Annual General Meeting venue (the "AGM venue").
- (ii) Every attendee will be required to wear a surgical face mask throughout the Annual General Meeting. Please note that no masks will be provided at the AGM venue and attendees should bring and wear their own masks.
- (iii) Safe distancing measures for queue management and seating at the venue will be maintained.
- (iv) No refreshment or drinks will be provided to attendees at the Annual General Meeting.

Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) or the Company ([www.cgiiholdings.com](http://www.cgiiholdings.com)) for future announcements and updates on the Annual General Meeting arrangements.

---

## CONTENTS

---

	<i>Page</i>
<b>Special Arrangements and Precautionary Measures for the Annual General Meeting . . .</b>	ii
<b>Definitions . . . . .</b>	1
<b>Letter from the Board</b>	
1. Introduction . . . . .	3
2. Proposed Re-election of Directors . . . . .	4
3. Proposed Granting of Repurchase Mandate . . . . .	5
4. Proposed Granting of Issuance Mandate . . . . .	5
5. Closure of Register of Members . . . . .	6
6. Annual General Meeting and Proxy Arrangement . . . . .	6
7. Responsibility Statement . . . . .	6
8. General Information . . . . .	7
9. Recommendation . . . . .	7
<b>Appendix I — Details of the Retiring Directors Proposed to be Re-elected                   at the Annual General Meeting . . . . .</b>	8
<b>Appendix II — Explanatory Statement on the Repurchase Mandate . . . . .</b>	13
<b>Notice of Annual General Meeting . . . . .</b>	17

---

## SPECIAL ARRANGEMENTS AND PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

---

In light of the continuing risks posed by the COVID-19 pandemic and the situation at the time of the Annual General Meeting is difficult to predict, the Company will conduct the Annual General Meeting as a hybrid meeting using Tricor e-Meeting System, which allows registered Shareholders to participate in the Annual General Meeting online in a convenient and efficient way from anywhere with an internet connection, in addition to the traditional physical attendance at the Annual General Meeting. Registered Shareholders will be able to view the live broadcast and participate in voting and submit questions in written form to the Annual General Meeting via their mobile phones, tablet, or computers. **Registered Shareholders have the option of attending the Annual General Meeting online.**

**Voting by proxy in advance of the Annual General Meeting:** The Company does not in any way wish to diminish the opportunity available to Shareholders to exercise their rights and to vote, but is conscious of the pressing need to protect Shareholders from possible exposure to the COVID-19 pandemic. For the health and safety of Shareholders, the Company would like to **encourage Shareholders to exercise their right to vote at the Annual General Meeting by appointing the chairman of the Annual General Meeting as their proxy instead of attending the Annual General Meeting in person or other persons as your proxy by providing their email address for receiving the designated log-in username and password to attend and vote on your behalf via the e-meeting system.** Physical attendance is not necessary for the purpose of exercising Shareholder rights. **Completion and return of the proxy form will not preclude Shareholders from attending and voting at the Annual General Meeting or any adjournment thereof should they subsequently so wish.**

**The deadline to submit completed proxy forms is Tuesday, 31 May 2022 at 3:00 p.m. (Hong Kong time).** Completed proxy forms must be returned to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.

**Annual General Meeting proceedings online:** If registered Shareholders choose to attend the Annual General Meeting online, they will be able to view live streaming of our Annual General Meeting, cast their votes on all resolutions in real time and submit online questions to us. From 2:30 p.m. on 2 June 2022, registered Shareholders can login to Tricor e-Meeting System according to the information provided in the letter to be sent to Shareholders in due course.

**Voting System at the Annual General Meeting:** On-site e-Voting system will be used at the Annual General Meeting to enhance the efficiency in the poll counting process. This is a full paperless Annual General Meeting process that facilitate easy and intuitive voting procedures for Shareholders. For online voting at the Annual General Meeting, registered Shareholders can refer to information provided in the letter to be sent to Shareholders in due course.

---

## SPECIAL ARRANGEMENTS AND PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

---

**Questions at the Annual General Meeting:** Registered Shareholders will be able to raise questions relevant to the proposed resolution online during the Annual General Meeting. The Company will endeavour to address these questions at the Annual General Meeting, if time permits.

**Registered Shareholders are strongly encouraged to attend and vote at the Annual General Meeting online. If registered Shareholders are unable to attend the Annual General Meeting in person or online, they still can appoint the chairman of the Annual General Meeting as their proxy.**

To safeguard the health and safety of Shareholders who might be attending the Annual General Meeting in person, the following precautionary measures will be implemented at the Annual General Meeting:

- (i) Compulsory temperature checks will be carried out on every attendee before entering the AGM venue.
- (ii) Every attendee will be required to wear a surgical face mask throughout the Annual General Meeting. Please note that no masks will be provided at the AGM venue and attendees should bring and wear their own masks.
- (iii) Safe distancing measures for queue management and seating at the venue will be maintained.
- (iv) No refreshment or drinks will be provided to attendees at the Annual General Meeting.

Attendees are in addition requested to observe and practise good personal hygiene at all times. To the extent permitted by law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue so as to ensure the health and safety of the other attendees at the Annual General Meeting.

Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) or the Company ([www.cgiiholdings.com](http://www.cgiiholdings.com)) for future announcements and updates on the Annual General Meeting arrangements.

**Appointment of proxy by non-registered Shareholders:** Non-registered Shareholders whose Shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited should consult directly with their banks or brokers or custodians (as the case may be) to assist them in the appointment of proxy.

---

**SPECIAL ARRANGEMENTS AND PRECAUTIONARY MEASURES  
FOR THE ANNUAL GENERAL MEETING**

---

If Shareholders have any queries relating to the Annual General Meeting, please contact our Company's branch share registrar and transfer office in Hong Kong as follows:-

Tricor Investor Services Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong  
Telephone: (852) 2980 1333  
Facsimile: (852) 2810 8185  
Email: [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com)

---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting”	the annual general meeting of the Company to be held at No. 9 Binhe Road, Lubei District, Tangshan, Hebei Province, the People’s Republic of China on Thursday, 2 June 2022 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of Annual General Meeting which is set out on pages 17 to 21 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company, and as amended from time to time
“Board”	the board of Directors
“Company”	CHINA GAS INDUSTRY INVESTMENT HOLDINGS CO. LTD., a company incorporated under the laws of Cayman Islands with members’ limited liability and the Shares of which are listed on the main board of the Stock Exchange
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and unless the context requires otherwise, refers to the controlling shareholders of the Company, namely, Huitang Zhihe (Hong Kong) Co., Limited (惠唐鄧和(香港)有限公司), Shanghai Huitang Zhihe Investment Co., Ltd. (上海惠唐鄧和投資有限公司), HBIS Company Limited (河鋼股份有限公司), HBIS Group Co., Ltd. (河鋼集團有限公司), China Gas Investors Ltd., Huang He Investment Limited, China Infrastructure Partners, L.P., CIP GP I Ltd., OxyChina Limited and Mr. David T Chen (陳大維)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution approving the granting of such mandate

---

## DEFINITIONS

---

“Latest Practicable Date”	27 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Date”	29 December 2020, the date on which the Shares were listed on the main board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Nomination Committee”	nomination committee of the Board
“PRC”	the People’s Republic of China and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Prospectus”	the prospectus of the Company dated 16 December 2020
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution approving the granting of such mandate
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of US\$0.0001 each in the issued capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs, as issued by the Securities and Futures Commission of Hong Kong and as amended, supplemented or otherwise modified from time to time

---

**LETTER FROM THE BOARD**

---

**CHINA GAS INDUSTRY INVESTMENT HOLDINGS CO. LTD.**

*(Incorporated in the Cayman Islands with members' limited liability)*

**(Stock code: 1940)**

*Executive Directors:*

Mr. David T Chen (*Chairman*) (*duties suspended*)

Mr. Yao Li (*Vice Chairman*)

Ms. Gao Guimin

*Non-executive Directors:*

Mr. Zhang Aimin

Mr. Lai Yui

Ms. Ng Shuk Ming

*Independent Non-executive Directors:*

Mr. Siu Chi Hung

Mr. Xiao Huan Wei

Ms. Li Chun Elsy

*Registered Office:*

Cricket Square, Hutchins Drive

PO Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal Place of Business and*

*Head Office in the PRC:*

No. 9 Binhe Road, Lubei District

Tangshan, Hebei Province

PRC

*Principal Place of Business in*

*Hong Kong:*

Level 54, Hopewell Centre

183 Queen's Road East

Hong Kong

29 April 2022

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Thursday, 2 June 2022.



---

## LETTER FROM THE BOARD

---

### 2. PROPOSED RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprised nine Directors, of whom three are executive Directors, namely, Mr. David T Chen (*duties suspended*) (“**Mr. Chen**”), Mr. Yao Li and Ms. Gao Guimin; three are non-executive Directors, namely, Mr. Zhang Aimin, Mr. Lai Yui and Ms. Ng Shuk Ming and three are independent non-executive Directors, namely, Mr. Siu Chi Hung, Mr. Xiao Huan Wei and Ms. Li Chun Elsy.

In accordance with Article 84 of the Articles of Association, notwithstanding any other provisions in the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election.

Each of Mr. Chen (*duties suspended*) and Mr. Yao Li will retire from office and being eligible, will offer himself for re-election, as executive Director at the Annual General Meeting pursuant to Article 84 of the Articles of Association.

Each of Mr. Lai Yui and Ms. Ng Shuk Ming, will retire from office and being eligible, will offer himself/herself for re-election, as non-executive Director at the Annual General Meeting pursuant to Article 84 of the Articles of Association.

The Nomination Committee has reviewed the structure, size and composition of the Board, and the qualifications, skills, knowledge and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company’s Board diversity policy, the Director’s nomination policy and the Company’s corporate strategy. The Nomination Committee is of the view that Mr. Yao Li, Mr. Lai Yui and Ms. Ng Shuk Ming have extensive experience in the fields and professions that are relevant to the Company’s business. In addition, their respective background, experience and knowledge allow them to provide valuable and relevant insights and contribute to the diversity of the Board. Accordingly, the Nomination Committee has recommended to the Board on re-election of Mr. Yao Li as an executive Director; and Mr. Lai Yui and Ms. Ng Shuk Ming as non-executive Directors.

As disclosed in the circular of the Company dated 12 April 2022, an extraordinary general meeting will be held on 5 May 2022 (the “EGM”) to consider the removal of Mr. Chen as an executive Director with effect from the date of passing of the resolution. If the aforesaid resolution is passed at the EGM, the motion to re-elect Mr. Chen at the Annual General Meeting will be void.

The biographical details of the retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

---

## LETTER FROM THE BOARD

---

### 3. PROPOSED GRANTING OF REPURCHASE MANDATE

Pursuant to the written resolutions passed by the then Shareholders on 17 June 2020, the Directors were granted a repurchase mandate to exercise all powers of the Company to repurchase Shares with a total number of not more than 10% of the total number of Shares in issue immediately following completion of the Capitalisation Issue (as defined in the Prospectus) and the Global Offering (as defined in the Prospectus).

Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution approving the granting of the Repurchase Mandate (i.e. a maximum of 120,000,000 Shares, based on 1,200,000,000 Shares in issue as at the Latest Practicable Date and assuming that the total number of Shares in issue will remain unchanged on the date of the Annual General Meeting).

An explanatory statement required by the Listing Rules to provide the Shareholders with all the information reasonably necessary for them to make an informed decision on whether to vote for or against the resolution in respect of the Repurchase Mandate is set out in Appendix II to this circular.

### 4. PROPOSED GRANTING OF ISSUANCE MANDATE

Pursuant to the written resolutions passed by the then Shareholders on 17 June 2020, the Directors were granted an issue mandate to exercise all powers of the Company to allot, issue and deal with, otherwise than by way of rights issue, scrip dividend schemes or similar arrangements, or a specific authority granted by the Shareholders in accordance with the Articles of Association, or pursuant to the exercise of any options which have been or may be granted under the Share Option Scheme (as defined in the Prospectus), or under the Capitalisation Issue (as defined in the Prospectus) and the Global Offering (as defined in the Prospectus), Shares with a total number not exceeding the sum of (a) 20% of the total number of Shares in issue immediately following completion of the Capitalisation Issue (as defined in the Prospectus) and the Global Offering (as defined in the Prospectus) (excluding Shares which may be allotted and issued pursuant to the Over-allotment Option (as defined in the Prospectus) and the exercise of the options which may be granted under the Share Option Scheme (as defined in the Prospectus)); and (b) the total number of Shares repurchased by the Company (if any) pursuant to the general mandate to repurchase Shares.

Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with additional Shares up to a maximum of 20% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution approving the granting of the Issuance Mandate (i.e. a maximum of 240,000,000 Shares, based on 1,200,000,000 Shares in issue as at the Latest Practicable Date and assuming that the total number of Shares in issue will remain unchanged on the date of the Annual General Meeting).

---

## LETTER FROM THE BOARD

---

### 5. CLOSURE OF REGISTER OF MEMBERS

For determining Shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday, 30 May 2022 to Thursday, 2 June 2022, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Friday, 27 May 2022 (Hong Kong time).

### 6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 17 to 21 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.cgiiholdings.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 3:00 p.m. on Tuesday, 31 May 2022 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude a Shareholder from attending and voting at the Annual General Meeting if they so wish.

### 7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 circular 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 circular misleading.

---

## LETTER FROM THE BOARD

---

### 8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting) and Appendix II (Explanatory Statement on the Repurchase Mandate) to this circular.

### 9. RECOMMENDATION

The Directors consider that the proposed re-election of Mr. Yao Li as executive Director; and Mr. Lai Yui and Ms. Ng Shuk Ming as non-executive Directors, granting of the Repurchase Mandate and the Issuance Mandate and other resolution(s) to be proposed at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

For and on behalf of the Board

**CHINA GAS INDUSTRY INVESTMENT HOLDINGS CO. LTD.**

**Yao Li**

*Vice Chairman and Executive Director*

---

## APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

---

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

### (1) Mr. David T Chen

Mr. David T Chen (陳大維) (*duties suspended*), aged 72, is one of the founders and has been a Director of the Company since 4 August 2006. He was redesignated as an executive Director and appointed as the chairman of the Board on 13 December 2019 and was responsible for the overall and comprehensive leading management and supervision of the relevant business of the Group. Mr. Chen was the chairman of the Nomination Committee. He has also been a director of Tangshan Tangsteel Gases Co., Ltd. (唐山唐鋼氣體有限公司) (“**TTG**”), a wholly-owned subsidiary of the Company, since its establishment on 8 February 2007. Mr. Chen has been suspended all the day-to-day duties, powers and authorities since 11 May 2021.

Mr. Chen is also a director of China Gas Investors Ltd. and OxyChina Limited, both of which are the Controlling Shareholders. China Gas Investors Ltd. is owned as to (i) 80% indirectly through Huang He Investment Limited by China Infrastructure Partners, L.P. acting through its general partner CITP GP I Ltd.; and (ii) 20% by OxyChina Limited, which is owned as to 70% by Mr. Chen. As such, for the purpose of the Listing Rules, each of China Gas Investors Ltd., Huang He Investment Limited, China Infrastructure Partners, L.P., CITP GP I Ltd., OxyChina Limited and Mr. Chen is considered to be the Controlling Shareholder.

Mr. Chen has over 34 years of working experience in the industrial gas industry. Prior to joining the Group, he has already possessed extensive and practical experience in managing multinational corporations and cooperating with Chinese national corporations as he had served as the head of China region in two multinational companies. Mr. Chen served as the chief representative in China for BOC (China) Holdings Co., Ltd., a company principally engaged in the production and sales of industrial gas, from September 1986 to August 1996 and was mainly responsible for business development investment. From September 1996 to September 2001, he served as the chief representative of Eaton (China) Investments Co., Ltd., a company principally engaged in power management and the manufacture and sales of mechanical components, and was mainly responsible for management and business strategy.

Mr. Chen obtained his master’s degree in nuclear science from Cornell University of the United States in June 1986.

Mr. Chen entered into a service agreement with the Company on 17 June 2020 for an initial term of three years commencing from the Listing Date, subject to rotation and re-election in accordance with the Articles of Association. Mr. Chen is entitled to receive an annual Director’s fee of HK\$1,200,000. His remuneration is determined by the Board with reference to his responsibilities, experience, the Company’s remuneration policies and the prevailing market conditions and is subject to review by the remuneration committee of the Board (the “**Remuneration Committee**”) from time to time.

---

## APPENDIX I    DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

---

Save as disclosed above, as at the Latest Practicable Date, Mr. Chen (i) did not have any interests in Shares within the meaning of Part XV of the SFO; (ii) did not hold any other position with the Company and other members of the Group; (iii) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) did not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other information in relation to Mr. Chen required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders.

*Note:* As at the Latest Practicable Date, the Company has not received confirmation from the executive Director, Mr. Chen in relation to his details as disclosed above. As such, the above details were prepared based on the information as disclosed in the prospectus of the Company dated 16 December 2020, being the latest information on Mr. Chen available to the Company as far as the Directors are aware.

### (2) Mr. Yao Li

Mr. Yao Li (姚力), aged 57, joined the Group in May 2010 as the general manager of TTG, and has been a Director since 30 November 2015. He was redesignated as the executive Director and vice chairman of the Board on 13 December 2019. He is primarily responsible for the overall and comprehensive leading management and supervision and the relevant business of the Group and its day-to-day operations. Mr. Yao is the vice chairman of the Nomination Committee. He is also a director of TTG since 22 June 2011.

Mr. Yao has over 36 years of working experience in the industrial gas industry. Prior to joining the Group, Mr. Yao had been working in various positions in HBIS Group Co., Ltd. (河鋼集團有限公司) and its subsidiaries during June 1989 to August 2008, including as the section head of the mechanical section of the energy department, where he was primarily responsible for facilities management, spare parts management, maintenance organisation; as the deputy plant manager of the southern zone power plant and the hot rolled steel factory, where he was primarily responsible for the facilities management of southern zone power and hot rolled sheet plant; as the deputy supervisor of the power generation department, where he was responsible for the management of water workshop, gas workshop, machine repair workshop, thermoelectricity workshop and mechanical division, energy division. From August 2008 to May 2010, Mr. Yao served as the deputy manager of Tangshan Luanxian Steel project.

From May 2010, Mr. Yao joined the Group and served as the general manager of TTG until April 2013, where he was mainly responsible for the comprehensive work of the Company, and the management of comprehensive division. From April 2013 to May 2014, Mr. Yao has served as the department head of non-steel business department of Tangshan Steel Company Limited (唐山鋼鐵股份有限公司) (currently known as HBIS Company Limited (河鋼股份有限公司)), mainly responsible for the operation management, planning and development and business collaboration of non-steel systems. Since May 2014, Mr. Yao has been serving as the vice general manager of Tangshan Iron and Steel Group Co., Ltd. (唐山鋼鐵集團有限責任公司) (“**HBIS Tangsteel**”), mainly responsible for the

---

## APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

---

operation management, planning and development and business collaboration of the non-steel business department, and he currently also serves as a director of HBIS Tangsteel. Mr. Yao also served as the director of Zhongqi Investment (Tangshan) Gases Co., Ltd. (中氣投(唐山)氣體有限公司) since its establishment in July 2018 until January 2019.

Mr. Yao received the title of professional senior engineer in December 2003 from Hebei provincial title reform leading group office (河北省職稱改革領導小組辦公室).

Mr. Yao obtained his bachelor's degree in chemical engineering from Hebei Institute of Technology (河北工學院) (currently known as Hebei University of Technology (河北工業大學)) in China in July 1985. Mr. Yao then went on to obtain a master's degree in technical economics from Renmin University of China (中國人民大學) in June 2001. Mr. Yao further obtained his doctoral degree in metallurgy and engineering from University of Science and Technology Beijing (北京科技大學), China in January 2015.

Mr. Yao entered into a service agreement with the Company on 17 June 2020 for an initial term of three years commencing from the Listing Date, subject to rotation and re-election in accordance with the Articles of Association. Mr. Yao is entitled to receive an annual Director's fee of HK\$1,200,000. His remuneration is determined by the Board with reference to his responsibilities, experience, the Company's remuneration policies and the prevailing market conditions and is subject to review by the Remuneration Committee from time to time.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yao (i) did not have any interests in Shares within the meaning of Part XV of the SFO; (ii) did not hold any other position with the Company and other members of the Group; (iii) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) did not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other information in relation to Mr. Yao required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters concerning Mr. Yao that need to be brought to the attention of the Shareholders.

### (3) Mr. Lai Yui

Mr. Lai Yui (黎叡), aged 47, was appointed as a Director on 19 August 2011 and redesignated as a non-executive Director on 13 December 2019. He is responsible for participating in decision-making in respect of major matters such as strategy, etc. Mr. Lai is also a director of TTG since 24 December 2012.

Mr. Lai has more than 23 years of working experience in the investment banking and private equity industries. Between July 2007 and December 2012, Mr. Lai served as director of investment, with Temasek Holdings (Private) Limited and/or its wholly-owned subsidiaries. From 24 September 2014 to 30 June 2020, Mr. Lai was as a non-executive director of Canvest Environmental Protection



---

## APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

---

Group Company Limited (stock code: 1381), the shares of which are listed on the Main Board of the Stock Exchange. Since January 2013, Mr. Lai has been employed by various subsidiaries of BOC International Holdings Limited as the managing director and is currently the chief executive officer of CITP Advisor (Hong Kong) Ltd.

Mr. Lai obtained a bachelor's degree in science (magna cum laude) and a bachelor's degree in arts (magna cum laude) from University of Pennsylvania, the United States in May 1997.

Mr. Lai entered into a service agreement with the Company on 17 June 2020 for an initial term of three years commencing from the Listing Date, subject to rotation and re-election in accordance with the Articles of Association. Mr. Lai is entitled to receive an annual Director's fee of HK\$600,000. His remuneration is determined by the Board with reference to his responsibilities, experience, the Company's remuneration policies and the prevailing market conditions and is subject to review by the Remuneration Committee from time to time.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lai (i) did not have any interests in Shares within the meaning of Part XV of the SFO; (ii) did not hold any other position with the Company and other members of the Group; (iii) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) did not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other information in relation to Mr. Lai required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters concerning Mr. Lai that need to be brought to the attention of the Shareholders.

#### **(4) Ms. Ng Shuk Ming**

Ms. Ng Shuk Ming (伍淑明), aged 44, was appointed as a Director on 19 August 2011 and redesignated as a non-executive Director on 13 December 2019. She is responsible for participating in decision-making in respect of major matters such as strategy, etc. Ms. Ng is also a director of TTG since 15 July 2015.

Ms. Ng has more than 13 years of working experience in the private equity industry. Between September 2007 and June 2010, she worked as an associate and senior associate at Excelsior Capital Asia, a direct investment firm focused on North Asia area, where Ms. Ng was responsible for executing and monitoring high value investments. Since June 2010, Ms. Ng has been working as an associate and subsequently a principal at CITP Advisors (Hong Kong) Ltd., where Ms. Ng is responsible for project development, executing and monitoring high value investments.

Ms. Ng has been a member of the Hong Kong Institute of Certified Public Accountants since January 2003.



---

## **APPENDIX I    DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

---

Ms. Ng obtained her bachelor's degree in professional accountancy from Chinese University of Hong Kong in December 1999 and a postgraduate diploma in financial strategy from Saïd Business School, University of Oxford in June 2021.

Ms. Ng entered into a service agreement with the Company on 17 June 2020 for an initial term of three years commencing from the Listing Date, subject to rotation and re-election in accordance with the Articles of Association. Ms. Ng is entitled to receive an annual Director's fee of HK\$600,000. Her remuneration is determined by the Board with reference to her responsibilities, experience, the Company's remuneration policies and the prevailing market conditions and is subject to review by the Remuneration Committee from time to time.

Save as disclosed above, as at the Latest Practicable Date, Ms. Ng (i) did not have any interests in Shares within the meaning of Part XV of the SFO; (ii) did not hold any other position with the Company and other members of the Group; (iii) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) did not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other information in relation to Ms. Ng required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters concerning Ms. Ng that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

## 1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,200,000,000 Shares.

Subject to the passing of the ordinary resolution numbered 4 as set out in the notice of Annual General Meeting in respect of the granting of the Repurchase Mandate and assuming that the total number of Shares in issue will remain unchanged on the date of the Annual General Meeting, the Company will be authorised under the Repurchase Mandate to repurchase a total of 120,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting, during the period from the passing of the resolution approving the grant of the Repurchase Mandate until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

Under the Listing Rules, Shares proposed to be repurchased by the Company must be fully paid up.

The Company may not issue or announce a proposed new issue of Shares for a period of 30 days immediately following a repurchase of Shares, whether on the Stock Exchange or otherwise (other than an issue of Shares pursuant to an exercise of warrants, share options or similar instruments requiring the Company to issue Shares which were outstanding prior to such repurchase), without the prior approval of the Stock Exchange.

In addition, the Company shall not repurchase the Shares if the purchase price is higher by 5% or more than the average closing market price for the five preceding trading days on which the Shares were traded on the Stock Exchange.

The Listing Rules further prohibit the Company from purchasing its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange prevailing from time to time.

The Company shall procure that any broker appointed by it to effect the purchase of its Shares shall disclose to the Stock Exchange such information with respect to purchases made on behalf of the Company as the Stock Exchange may request.

## **2. REASONS FOR SHARE REPURCHASE**

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders.

Shares repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and the Company's assets and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

## **3. FUNDING OF SHARE REPURCHASE**

Share repurchases pursuant to the Repurchase Mandate would be funded out of funds legally available for the purposes in accordance with the Company's memorandum of association, the Articles of Association, the laws of the Cayman Islands, the Listing Rules and/or any other applicable laws.

Pursuant to the Repurchase Mandate, repurchases will be made out of funds of the Company legally permitted to be utilised in this connection, including profits of the Company, out of the share premium account or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase and, in the case of any premium payable on the repurchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company. Subject to the Companies Acts, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, a repurchase of shares may also be paid out of capital of the Company.

## **4. IMPACT OF SHARE REPURCHASE**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2021) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the opinion of the Directors, have a material adverse effect on the working capital or gearing position of the Company and would only exercise the Repurchase Mandate when in the opinion of the Directors, is from time to time appropriate for the Company.

**5. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during the period from the Listing Date up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
December, 2020 ( <i>since the Listing Date</i> )	1.93	1.45
January, 2021	4.75	1.84
February, 2021	4.89	3.59
March, 2021	4.15	3.74
April, 2021	N/A	N/A
May, 2021	N/A	N/A
June, 2021	N/A	N/A
July, 2021	N/A	N/A
August, 2021	N/A	N/A
September, 2021	N/A	N/A
October, 2021	N/A	N/A
November, 2021	N/A	N/A
December, 2021	N/A	N/A
January, 2022	N/A	N/A
February, 2022	N/A	N/A
March, 2022	N/A	N/A
April, 2022 ( <i>up to the Latest Practicable Date</i> )	N/A	N/A

*Note:* Trading in the Shares has been suspended since 25 March 2021.

**6. GENERAL**

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company under the Repurchase Mandate in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Listing Rules prohibit the Company from knowingly repurchasing its Shares on the Stock Exchange from a core connected person (as defined in the Listing Rules), that is, a Director, chief executive or substantial Shareholder of the Company or any of its subsidiaries or their respective close associates (as defined in the Listing Rules), and a core connected person (as defined in the Listing Rules) shall not knowingly sell Shares to the Company on the Stock Exchange.

Save as disclosed above, the Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that he/she/it has a present intention to sell any Shares to the Company under the Repurchase Mandate, nor that they have undertaken not to sell any Shares held by them to the Company, in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

## **7. TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, China Gas Investors Ltd. is interested in 468,096,000 Shares and Huitang Zhihe (Hong Kong) Co., Limited (惠唐鄧和(香港)有限公司) is interested in 431,904,000 Shares, representing approximately 39.01% and 35.99% respectively of the total number of Shares in issue of the Company. If the Directors were to exercise the Repurchase Mandate in full, the percentage shareholdings of China Gas Investors Ltd. and Huitang Zhihe (Hong Kong) Co., Limited (惠唐鄧和(香港)有限公司) in the Company would be increased to approximately 43.34% and 39.99% respectively immediately upon the exercise of the Repurchase Mandate in full. Such increases would give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in such mandatory offer obligation arising or that would result in the public shareholding falling below the minimum percentage prescribed under the Listing Rules.

## **8. PUBLIC FLOAT**

The Listing Rules also prohibit the Company from making repurchases of its own Shares on the Stock Exchange if the repurchase would result in the number of the Company's listed Shares which are in the hands of the public falling below the relevant prescribed minimum percentage for the Company as required by the Stock Exchange, which is currently 25%.

## **9. SHARE REPURCHASES MADE BY THE COMPANY**

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

---

## NOTICE OF ANNUAL GENERAL MEETING

---

### CHINA GAS INDUSTRY INVESTMENT HOLDINGS CO. LTD.

*(Incorporated in the Cayman Islands with members' limited liability)*

**(Stock Code: 1940)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of CHINA GAS INDUSTRY INVESTMENT HOLDINGS CO. LTD. (the “**Company**”) will be held at No. 9 Binhe Road, Lubei District, Tangshan, Hebei Province, the People’s Republic of China on Thursday, 2 June 2022 at 3:00 p.m. to consider and, if thought fit, pass the following ordinary resolutions:

1. to consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**” and each a “**Director**”) and auditor (the “**Auditor**”) of the Company for the years ended 31 December 2020 and 31 December 2021.
2.
  - (a) to re-elect Mr. David T Chen as an executive Director;
  - (b) to re-elect Mr. Yao Li as an executive Director;
  - (c) to re-elect Mr. Lai Yui as a non-executive Director;
  - (d) to re-elect Ms. Ng Shuk Ming as a non-executive Director; and
  - (e) to authorise the board of Directors (the “**Board**”) to fix the respective Directors’ remuneration.
3. to re-appoint BDO Limited as the Auditor for the year ending 31 December 2022 and to authorise the Board to fix their remuneration;

and to consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions:

4. “**THAT:**
  - (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase shares in the share capital of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Acts, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws as amended from time to time in this regard, be and is hereby generally and unconditionally approved;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (b) the total number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of Shares is conducted after the approval in paragraph (a) above is granted, the maximum number of Shares that may be repurchased under the approval in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

5. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and all other applicable laws, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with additional Shares, and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined in paragraph (d) below);
  - (ii) the exercise of options under any share option scheme of the Company;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company and other relevant regulations in force from time to time; and/or
- (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any securities of the Company which carry the right to subscribe or are convertible into Shares;

shall not exceed 20% of the total number of Shares in issue as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of Shares is conducted after the approval in (a) above is granted, the maximum number of Shares that may be issued under the approval in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) for the purposes of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

**“Rights Issue”** means an offer of Shares or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares or any class thereof whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or class thereof as at the date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”



---

## NOTICE OF ANNUAL GENERAL MEETING

---

6. “**THAT** conditional upon the passing of the resolutions numbered 4 and 5 above, the unconditional general mandate referred to in the resolution numbered 5 above be and is hereby extended by the addition to the aggregate number of Shares which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to such general mandate of the aggregate number of Shares repurchased by the Company pursuant to the mandate granted under the resolution numbered 4 above, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By Order of the Board

**CHINA GAS INDUSTRY INVESTMENT HOLDINGS CO. LTD.**

**Yao Li**

*Vice Chairman and Executive Director*

29 April 2022

*Notes:*

1. As disclosed in the circular of the Company dated 12 April 2022, an extraordinary general meeting will be held on 5 May 2022 (the “**EGM**”) to consider the removal of Mr. David T Chen as an executive Director with effect from the date of passing of the resolution. If the aforesaid resolution is passed at the EGM, the motion to re-elect Mr. David T Chen at the Annual General Meeting will be void.
2. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
3. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his/her behalf at the above meeting. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
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 certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for the above meeting (i.e. not later than 3:00 p.m. on Tuesday, 31 May 2022 (Hong Kong time)) or the adjourned meeting (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

5. For determining shareholders' entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Monday, 30 May 2022 to Thursday, 2 June 2022, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the meeting, all transfer of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Friday, 27 May 2022.

In the event that the meeting is adjourned to a date later than Thursday, 2 June 2022 due to bad weather conditions or other reasons, the period of closure of the register of members of the Company for determination of shareholders' entitlement to attend and vote at the above meeting will remain the same as stated above.

6. Shareholders of the Company should make their own decision as to whether they would attend the meeting under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.
7. Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to change the meeting arrangements at short notice. Shareholders should check the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) or the Company ([www.cgiiholdings.com](http://www.cgiiholdings.com)) for future announcements and updates on the meeting arrangements.