



# PANVA GAS HOLDINGS LIMITED

## 百江燃氣控股有限公司\*

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 1083

### Proxy Form for the Extraordinary General Meeting to be held on Thursday, 15 February 2007 at 10:30 a.m.

I/We (note 1) \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of (note 2) \_\_\_\_\_ ordinary shares (the “Shares”) of  
HK\$0.10 each in the issued share capital of **Panva Gas Holdings Limited** (the “Company”) **HEREBY APPOINT**  
**THE CHAIRMAN OF THE MEETING** or (note 3) \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to attend and vote for me/us at the extraordinary general meeting (the “Meeting”) of the Company to  
be held at the Board Room 28th Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong on Thursday, 15  
February 2007 at 10:30 a.m. (and at any adjournment thereof) for the purposes of considering and, if thought fit,  
passing the ordinary resolutions as set out in the notice of the Meeting as indicated below or, if no such indication is  
given, as my/our proxy thinks fit.

Ordinary Resolution	For (note 4)	Against (note 4)
1. (a) to approve, confirm and ratify the conditional sale and purchase agreement between the Company, The Hong Kong and China Gas Company Limited and Hong Kong & China Gas (China) Limited (“ <b>HK&amp;CG(China)</b> ”) dated 4 December 2006 (the “ <b>Agreement</b> ”);  (b) to approve the acquisition by the Company of the entire issued share capital of each of Hong Kong & China Gas (Qingdao) Limited, Hong Kong & China Gas (Zibo) Limited, Hong Kong & China Gas (Yantai) Limited, Hong Kong & China Gas (Weifang) Limited, Hong Kong & China Gas (Weihai) Limited, Hong Kong & China Gas (Taian) Limited, Hong Kong & China Gas (Maanshan) Limited and Hong Kong & China Gas (Anqing) Limited (together, the “ <b>Target Companies</b> ”) and the taking of the assignment by the Company of the outstanding loans due from the Target Companies to HK&CG(China) or its associates as at completion of the Agreement (the “ <b>Acquisition</b> ”) and the allotment and issue of 772,911,729 ordinary shares of HK\$0.10 in the capital of the Company to HK&CG(China) credited as fully paid in full satisfaction of the consideration of the Acquisition (the “ <b>Consideration Share Issue</b> ”), in both cases in accordance with the terms and conditions of the Agreement; and  (c) to authorise directors of the Company to do all such further acts and things and execute such further documents and take all steps which may be in his or her opinion necessary, desirable or expedient to implement all transactions contemplated under the Agreement.		

\* For identification purpose only

Ordinary Resolution	For (note 4)	Against (note 4)
2. Subject to and conditional on the passing of the resolutions numbered 1(a), (b) and (c) set out in the notice of the Meeting, to approve the waiver of the obligation of HK&CG(China) and parties acting in concert with it to make a mandatory offer for all the securities of the Company not already owned by them, which would otherwise arise under Rule 26.1 of the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong (the “Takeovers Code”) as a result of the Consideration Share Issue, granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong pursuant to Note 1 of the Notes on Dispensations from Rule 26 of the Takeovers Code.		
3. To re-elect ZHANG Ke as independent non-executive director of the Company with effect from the conclusion of the EGM and to authorise the directors of the Company to fix his remuneration.		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2007 Member’s signature (note 7): \_\_\_\_\_

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of Shares that is registered in your name(s) to which this proxy form relates in the space provided. If a number is inserted, this proxy form will be deemed to relate only to those Shares. If not, this proxy form will be deemed to relate to all Shares registered in your name (whether alone or jointly with others).
3. If any proxy other than the Chairman is preferred, strike out “**THE CHAIRMAN OF THE MEETING** or” and please insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the Meeting will act as your proxy.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLACE A TICK “√” IN THE COLUMN MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLACE A CROSS “X” IN THE COLUMN MARKED “AGAINST”.** If no indication is given, the proxy will vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
6. The voting in respect of the ordinary resolution no. 2 will be conducted by way of poll as required by the Takeovers Code and APPL, Kenson, Supreme All and Enerchina will abstain from voting in respect of this resolution at the EGM.
7. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this proxy form must be under its common seal or under the hand of an officer or attorney duly authorised.
8. Where there are joint holders of any Shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such Shares as if he were solely entitled thereto, but if more than one of such joint holders be present in the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
9. In order to be valid, this proxy form together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting (or any adjournment thereof).
10. A proxy need not be a member of the Company, but must be present in person to represent the member.
11. Completion and deposit of the proxy form will not preclude you from attending and voting at the Meeting if you so wish.
12. The notice of the Meeting is set out in the Company’s circular dated 30 January 2007.
13. Resolutions 1(a), 1(b) and 1(c) shall be voted as a single resolution.