



**PANVA GAS HOLDINGS LIMITED**

**百江燃氣控股有限公司\***

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

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “Meeting”) of Panva Gas Holdings Limited (the “Company”) will be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 5 January 2004 at 10 a.m., for the purpose of considering and, if thought fit, passing of the following resolution (with or without modifications) as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

“**THAT** the subscription agreement dated 4 December 2003 (the “Subscription Agreement”) between Kenson Investment Limited (“Kenson”) and the Company, a copy of which has been initialled by the chairman of this meeting and for the purpose of identification marked “A”, pursuant to which, inter alia, Kenson has agreed to subscribe and the Company has agreed to issue 155,200,000 ordinary shares of HK\$0.10 each in the share capital of the Company (the “New Shares”) to Kenson at HK\$4.00 per New Share, is hereby generally and unconditionally approved and the directors of the Company are hereby authorised to do all such further acts and things and execute such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of the Subscription Agreement, including the allotment of the New Shares to Kenson.”

By Order of the Board  
**Panva Gas Holdings Limited**  
**Chen Wei**  
*Managing Director*

Hong Kong, 18 December 2003

*Head office and principal place of business:*

25th Floor  
Vicwood Plaza  
199 Des Voeux Road Central  
Hong Kong

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## NOTICE OF THE EGM

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*Notes:*

- (1) A member of the Company entitled to attend and vote at the Extraordinary General Meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of such member. A proxy need not be a member of the Company.
- (2) Completion and return of the form of proxy will not preclude a shareholder from attending and voting at the meeting if the member so desires.
- (3) In order to be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority must be deposited with the principal place of business of the Company at Room 2501-2502, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any adjournment thereof.