



CHINESE PEOPLE GAS HOLDINGS COMPANY LIMITED

中民燃氣控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 681)

PROPOSED AMENDMENTS TO THE BYE LAWS

The Directors propose to amend the Bye-Laws in order to, amongst others, reflect the amendments to the Listing Rules relating to the Code on Corporate Governance Practices and Rules on the Corporate Governance Report which came into effect on 1st January, 2005.

The proposed amendments to the Bye-Laws are subject to the approval of the shareholders by way of a special resolution to be considered at the Annual General Meeting.

A circular containing details of, among other things, the proposed amendments to the Bye-Laws and a notice of the Annual General Meeting has been despatched to the shareholders of the Company on the date of this announcement.

To reflect the recent amendments to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) relating to the Code on Corporate Governance Practices (the “**Code**”) and Rules on the Corporate Governance Report which came into effect on 1st January, 2005, the directors of the Company (the “**Directors**”) propose to amend the bye-laws of the Company (the “**Bye-Laws**”). A brief description of the proposed amendments to the Bye-Laws is as follows:

Bye-law 99: To provide for retirement by rotation of every director at least once every three years at annual general meetings of the Company in compliance with code provision A.4.2 of the Code

Bye-law 102: To specify that any Director appointed to fill a casual vacancy shall hold office until the next following general meeting and any Director appointed as an addition to the Board shall hold office until the next following annual general meeting of the Company.

The proposed amendments to the Bye-Laws are subject to the approval of the shareholders by way of a special resolution to be considered at the forthcoming annual general meeting of the Company (the “**Annual General Meeting**”) to be held on Thursday, 15th September, 2005 at 11:30 a.m..

A circular containing details of, among other things, the proposed amendments to the Bye-Laws and a notice of the Annual General Meeting has been despatched to shareholders of the Company on the date of this announcement.

By Order of the board of
Chinese People Gas Holdings Company Limited
Mo Shikang

Managing and Executive Director

Hong Kong, 28th July, 2005

At the date of this announcement, the board of directors of the Company comprises seven executive directors, namely, Mr. Xu Ruixin, Mr. Liu Jing, Mr. Mo Shikang, Mr. Zhu Peifeng, Mr. Zhang Hesheng, Mr. Jin Song and Mr. Yan Wing Cheung, and three independent non-executive directors, namely, Mr. Liu Junmin, Mr. Tan Qinglian and Mr. Wong Shing Kay, Oliver.

* For identification only

Please also refer to the published version of this announcement in The Standard.