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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)

RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 27TH OCTOBER 2005

ISSUE OF US\$20,000,000 2 PER CENT. CONVERTIBLE BONDS DUE 2008 AND SPECIAL MANDATE

The Directors are pleased to announce that the ordinary resolution approving the granting of the Special Mandate to the Directors for the issue of the Bonds and the Conversion Shares was duly passed by way of poll by the Minority Shareholders at the Special General Meeting held on 27th October 2005.

Reference is made to the circular of Chinese People Gas Holdings Company Limited (the “**Company**”) dated 12th October 2005 (the “**Circular**”) regarding the issue of US\$20,000,000 2 per cent. Convertible Bonds due 2008 and the Special Mandate. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The Directors are pleased to announce that the ordinary resolution approving the granting of the Special Mandate to the Directors for the issue of the Bonds and the Conversion Shares was duly passed by way of poll by the Minority Shareholders at the Special General Meeting held on 27th October 2005. The Company’s branch share registrar and transfer office in Hong Kong, Tengis Limited, was appointed as the scrutineer for the vote-taking at the Special General Meeting.

Details of the poll results in respect of the ordinary resolution proposed at the Special General Meeting were as follows:

Resolution proposed at the Special General Meeting	FOR	AGAINST	Total number of votes
	Votes (%)	Votes (%)	
the issue of US\$20,000,000 2 per cent. convertible bonds in respect of (the “Bonds”) due 2008 pursuant to the terms of the subscription agreement entered into between the Company and Equator View Capital and the allotment and issue of new shares of HK\$0.07 each in the capital of the Company upon conversion of the Bonds.	556,048,149 100%	0 0%	556,048,149

As at the date of the Special General Meeting, the issued share capital of the Company was HK\$183,030,101.52 comprising 2,614,715,736 Shares. As at the date of this announcement, Mr. Mo Shikang, Mr. Yuan Yakang and Asian Allied Limited, being parties acting in concert, are the controlling shareholders of the Company (as defined in the Listing Rules), collectively holding 1,386,798,538 Shares, representing approximately 53.04% of the existing issued share capital of the Company. They abstained from voting on the resolution proposed at the Special General Meeting. As a result, only the Minority Shareholders holding a total of 1,227,917,198 Shares were entitled to attend and vote for or against the resolution proposed at the Special General Meeting. There were no Shares entitling the holders to attend and vote only against the resolution at the Special General Meeting.

As mentioned in the Circular, the Company will make a monthly announcement (the “Monthly Announcement”) on the website of the Stock Exchange. Such announcement will be made on or before the fifth business day following the end of each calendar month and will include the following details in a table form:–

- (i) whether there was any conversion of the Bonds during the previous month; if yes, details of the conversion(s), including the conversion date, number of new Shares issued, conversion price for each conversion; if there is no conversion during the relevant month, a negative statement to that effect;
- (ii) the amount of outstanding Bonds after the conversion, if any;
- (iii) the total number of Shares issued and/or cancelled pursuant to other transactions, including Shares issued pursuant to exercise of options under any share option scheme(s) of the Company and/or Shares cancelled pursuant to repurchase of Shares by the Company, with a breakdown of the Shares involved in the relevant transactions; and
- (iv) the total issued share capital of the Company announced in the previous Monthly Announcement and the total issued share capital of the Company as at the commencement and the last day of the relevant month.

As at the date of this announcement, the Board comprises seven executive directors are 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 are Mr. Liu Junmin, Mr. Tan Qinglian and Mr. Wong Shing Kay, Oliver.

On behalf of the board of
Chinese People Gas Holdings Company Limited
Mo Shikang
Managing and Executive Director

Hong Kong, 27th October, 2005

* *For identification purposes only*

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