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CHINA GAS HOLDINGS LIMITED
中國燃氣控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 384)

COMPLETION
FOR THE PLACING OF NEW SHARES TO
OMAN OIL COMPANY S.A.O.C.

Completion took place on 19 January 2006 when the Subscription Shares were allotted and issued at the Subscription Price to the Subscriber.

Reference is made to the announcement (the “**Placing Announcement**”) made by China Gas Holdings Limited (the “**Company**”) dated 29 November 2005 in relation to, among other things, the subscription of 210,000,000 new Shares by Oman Oil Company S.A.O.C. Unless otherwise stated herein, terms used in this announcement shall have the same meanings as those defined in the Placing Announcement.

The Board is pleased to announce that all the conditions for the Subscription as set out in the paragraph headed “Conditions of the Subscription” in the Placing Announcement have been fulfilled. Accordingly, Completion took place on 19 January 2006 when the Subscription Shares were allotted and issued at the Subscription Price to the Subscriber.

As mentioned in the Placing Announcement, the Subscriber shall be entitled to appoint a nominee as non-executive Director during the period of two years commencing from the Completion Date. Following the expiry of such period, for so long the Subscriber continually and beneficially holds 5% or more of the issued share capital of the Company, the Subscriber shall be entitled to appoint one non-executive Director. In this regard, further announcement will be made by the Company in compliance with the Listing Rules as and when appropriate.

As at the date of this announcement, the shareholding structure of the Company is as follows:

Shareholder	As at the date of this announcement	
	No. of Shares	Approximate percentage
Hai Xia Finance Holdings Limited (<i>Note 1</i>)	211,500,003	7.49%
China Petroleum & Chemical Corporation	210,000,000	7.44%
GAIL (India) Limited	210,000,000	7.44%
The Subscriber	210,000,000	7.44%
Liu Ming Hui (<i>Notes 1 and 2</i>)	340,300,000	12.04%
Mackenzie Financial Corporation	231,010,000	8.18%
Other public Shareholders	1,411,392,335	49.97%
Total	<u>2,824,202,338</u>	<u>100%</u>

Notes:

1. Hai Xia Finance Holdings Limited (“HaiXia”) and Mr. Liu Ming Hui (“Mr. Liu”) entered into a sale and purchase agreement on 8 March 2005 pursuant to which Mr. Liu agreed to sell and Hai Xia agreed to purchase an aggregate of 190,000,000 Shares in five tranches. As at the date of this announcement, the sale and purchase of 61,500,000 Shares have been completed.
2. These 340,300,000 Shares held by Mr. Liu include 211,800,000 Shares beneficially owned by Mr. Liu and 128,500,000 Shares agreed to be sold to Hai Xia pursuant to note 1 above.

By order of the board of directors of
China Gas Holdings Limited
Liu Ming Hui
Managing Director

Hong Kong, 19 January 2006

* *for identification purpose only*

As at the date of this announcement, Mr. Li Xiao Yun, Mr. Xu Ying, Mr. Liu Ming Hui, Mr. Ma Jin Long and Mr. Zhu Wei Wei are the executive Directors, Mr. Feng Zhuo Zhi and Mr Suresh Raghavanachari are the non-executive Directors and Mr. Zhao Yu Hua, Dr. Mao Er Wan and Ms. Wong Sin Yue, Cynthia are the independent non-executive Directors.

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