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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)

RICH LEGEND INTERNATIONAL LIMITED

(Incorporated in the British Virgin Islands)

DISCLOSURE PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE

This announcement is made pursuant to the Rule 3.8 of The Codes on Takeovers and Mergers and Share Repurchases (the “**Takeovers Code**”).

Reference is made to the announcements dated 26 January 2010 (the “**Joint Announcement**”), 25 February 2010 jointly issued by Zhongyu, China Gas and the Offeror, 23 March 2010 and 6 May 2010 issued by China Gas and the Offeror in relation to the Offers. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Joint Announcement.

The board of directors of China Gas announces that 900,000 China Gas Shares were issued on 4 June 2010 pursuant to the exercise of share options of China Gas under its share option scheme. Accordingly, since the commencement of the Offer Period up to the date of this announcement, an aggregate of 3,700,000 China Gas Shares were issued and as at the date of this announcement, there are 3,362,336,151 China Gas Shares in issue.

In accordance with Rule 3.8 of the Takeovers Code, the Offeror and China Gas hereby remind their respective associates and parties acting in concert with them to disclose their dealings in any securities of China Gas. For this purpose, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibility of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 of the Takeovers Code and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant rules of the Takeovers Code. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7-day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediates are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediates will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

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

By Order of the board of
Rich Legend International Limited
Liu Ming Hui
Director

Hong Kong, 4 June 2010

The directors of each of China Gas and the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.

As at the date of this announcement, the board of directors of China Gas comprises 13 directors, of whom Mr. Li Xiao Yun (Chairman), Mr. Xu Ying (Vice-Chairman), Mr. Liu Ming Hui (Managing Director), Mr. Zhu Wei Wei and Mr. Ma Jin Long are executive directors, Mr. Feng Zhuo Zhi, Mr. Joe Yamagata, Mr. R.K. Goel, Mr. Moon Duk Kyu and Mr. Mulham Al Jarf are non-executive directors, Mr. Zhao Yu Hua, Dr. Mao Er Wan and Ms. Wong Sin Yue Cynthia are independent non-executive directors.

As at the date of this announcement, the board of directors of the Offeror comprises 3 directors, namely Mr. Xu Ying, Mr. Liu Ming Hui and Mr. Zhu Wei Wei.

** For identification purpose only*