



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

(incorporated in Bermuda with limited liability)

(Stock Code: 384)

APPOINTMENT AND RESIGNATION OF DIRECTORS

The Board of Directors (the “Board”) of China Gas Holdings Limited (the “Company”) announced that Mr. Feng Zhuo Zhi be appointed as a non-executive director of the Company with effect from 20 May 2005.

Mr. Feng, aged 49, is currently the general manager of Straits Travel Agency. Mr. Feng graduated from 中國人民解放軍炮兵指揮學院 (Artillery College of the People’s Liberation Army). Mr. Feng has not held any other directorships in listed public companies or any positions with the Company or any of its subsidiaries in the last three years. Saved for the fact that (i) Hai Xia Finance Holdings Limited, a substantial shareholder of the Company, is wholly owned by Straits Travel Agency; (ii) Mr. Li Xiaoyun, the Chairman of the Company, is the President of Straits Travel Agency and (iii) Mr. Xu Ying, the Vice-Chairman of the Company, is the Vice-President of Straits Travel Agency, Mr. Feng is not connected with any directors, chief executive or substantial shareholders (as defined in the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited) of the Company and he does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance.

As at the date of this announcement, there is no services agreement between the Company and Mr. Feng in respect of his appointment. He is not appointed for a specific term since he is subject to retirement by rotation and re-election in accordance with the bye-laws of the Company. The emoluments of Mr. Feng shall be determined by the Board and he will receive HK\$10,000 per month with reference to his duties and responsibilities within the Company. Saved as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Feng that need to be brought to the attention of the shareholders of the Company.

The Board also announced that Mr. Wu Bangjie resigned as a non-executive director of the Company due to his health condition with effect from 20 May 2005. The Board would like to take this opportunity to express its appreciation to Mr. Wu for his past contribution to the Company during his term of appointment. The Board also confirms that there is no disagreement between Mr. Wu and the Board and there is no matter relating to the resignation of Mr. Wu that needs to be brought to the attention of the shareholders of the Company.

By Order of the Board
Xu Ying
Vice-Chairman

Hong Kong, 20 May 2005

** for identification purpose only*

As at the date of this announcement, Mr. Li Xiaoyun, Mr. Xu Ying, Mr. Liu Ming Hui, Mr. Zhu Wei Wei and Mr. Ma Jianlong are the executive directors; Mr. Fung Chuo Zhi is the non-executive director and Mr. Zhao Yuhua, Dr. Mao Erwan 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.