

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



**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**  
**TEMPLETON STRATEGIC EMERGING MARKETS FUND II, LDC**  
**AND**  
**NEDERLANDSE FINANCIERINGS – MAATSCHAPPIJ VOOR**  
**ONTWIKKELINGSLANDEN N.V.**

Completion of the Subscription took place on 25 November 2005 when the Subscription Shares were allotted and issued at the Subscription Price to the Subscribers.

Reference is made to the announcement (the “**Announcement**”) made by China Gas Holdings Limited (the “**Company**”) dated 28 October 2005. Unless otherwise stated herein, terms used in this announcement shall have the same meanings as those defined in the 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 Announcement have been fulfilled. Accordingly, completion of the Subscription took place on 25 November 2005 when the Subscription Shares were allotted and issued at the Subscription Price to the Subscribers.

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

<b>Shareholders</b>	<b>Immediately after completion of the Subscription</b>	
	<b>No. of Shares</b>	<b>Approximate Percentage (%)</b>
Hai Xia Finance Holdings Limited ( <i>Notes 1 &amp; 3</i> )	211,500,003	8.11
Mr. Liu Ming Hui ( <i>Notes 1, 2 &amp; 3</i> )	339,856,000	13.02
China Petroleum & Chemical Corporation	210,000,000	8.05
GAIL (India) Limited	210,000,000	8.05
TSEMF II	93,000,000	3.56
FMO	40,000,000	1.53
Other public Shareholders	1,505,466,335	57.68
<b>Total</b>	<b>2,609,822,338</b>	<b>100.00</b>

*Notes:*

1. Hai Xia Finance Holdings Limited (“Hai Xia”) and Mr. Liu Ming Hui (“Mr. Liu”) has 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. At as the date of this announcement, the sale and purchase of 61,500,000 Shares has been completed.
2. These 339,856,000 Shares held by Mr. Liu include 211,356,000 Shares beneficially owned by Mr. Liu and 128,500,000 Shares agreed to be sold to Hai Xia pursuant to note 1 above.
3. There was a double counting error in the shareholdings of Hai Xia and Mr. Liu in the Announcement. Their shareholdings should have been 211,500,003 Shares and 339,106,000 Shares respectively on 28 October 2005.
4. The above table has not taken into account any new Shares which may fall to be allotted and issued upon conversion of the Bonds. In the event such Bonds are converted into Shares, up to 180,242,634 Shares will be issued.

By order of the Board  
**China Gas Holdings Limited**  
**Liu Ming Hui**  
*Managing Director*

Hong Kong, 25 November 2005

*\* for identification purpose only*

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

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