



## **CHINA GAS HOLDINGS LIMITED**

**中國燃氣控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 384)**

### **CLARIFICATION ANNOUNCEMENT**

Reference is made to the announcement of the Company dated 28 January 2011 relating to the appointment of executive director and joint managing directors (the "Announcement"). Unless otherwise stated, terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Board would like to provide information relating to a public censure purportedly imposed on Mr. Pang ("Public Censure") by the Shenzhen Stock Exchange ("SSE") in March 2001.

The Board received a written statement from Mr. Pang on 15 February 2011. The Board was informed that the Public Censure was related to the failure of submission of director's/supervisor's declarations and undertaking forms (the "Undertaking Form") by the board of directors and the supervisors of a Shenzhen listed company named as Shenzhen Great Ocean Shipping Co. Limited ("Shenzhen Great Ocean") to SSE on time in accordance to the Rules Governing the Listing Stocks ("Trading Rules 2001") on Shenzhen Stock Exchange ("SSE") (2001 version). Mr. Pang was a director of Shenzhen Great Ocean during the period from 30 June 2000 to 16 May 2001. The Board was advised that according to the Trading Rules 2001 of SSE, all newly appointed directors and supervisors of a Shenzhen listed company should file their Undertaking Forms to SSE within two months of their appointments.

Mr. Pang explained that he was not aware that he was appointed as a director of Shenzhen Great Ocean at a shareholders' meeting held in 2000. Mr. Pang remembered that he received a request from the then secretary of the board of Shenzhen Great Ocean in May 2000 for his personal CV only. He did not receive any notification from Shenzhen Great Ocean requesting him to sign any Declaration Form at that time.

Mr. Pang came to the knowledge of the Public Censure by surprise when he noticed an announcement published on the Securities Times, a newspaper. He contacted the chairman and the board secretary of Shenzhen Great Ocean immediately to seek for verification and clarification. Yet Shenzhen Great Ocean did not make any clarification at that time. The chairman of Shenzhen Great Ocean told Mr. Pang that the management was busy in handling share transfer matters after the shareholders' meeting and was not aware of the necessity of arranging for signing the Undertaking Forms by all newly appointed directors and supervisors and therefore did not submit the same to SSE for filing.

The Board was informed that the Public Censure was imposed on the then board of directors and supervisors of Shenzhen Great Ocean for not filing the Undertaking Forms on time to SSE and it was not imposed on Mr. Pang personally.

Save as disclosed in this announcement, there is no information in relation to Mr. Pang which is required to be disclosed under paragraph 13.51(2)(h) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the shareholder of the Company.

By the order of the Board of  
**China Gas Holdings Limited**  
**Leung Wing Cheong, Eric**  
*Executive Director*

Hong Kong, 16 February 2011

\* *for identification purpose only*

*As of the date of this announcement, Mr. Li Xiao Yun, Mr. Xu Ying, Mr. Liu Ming Hui, Mr. Leung Wing Cheong, Eric, Mr. Ma Jin Long, Mr. Zhu Wei Wei and Mr. Pang Xing Yue are the executive Directors, Mr. Feng Zhuo Zhi, Mr. Joe Yamagata, Mr. R.K. Goel, Mr. Moon Duk Kyu and Mr. Mulham Al Jarf 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.*