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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)

**(A) APPOINTMENT OF ALTERNATE DIRECTOR; AND
(B) RESIGNATION OF COMPANY SECRETARY,
AUTHORISED REPRESENTATIVE
AND
AGENT FOR THE SERVICE OF PROCESS IN HONG KONG**

The Board hereby announces that:

- (1) Mr. Gelinas was appointed as an alternate director to Mr. Al Jarf, a non-executive director of the Company, with effect from 20 April 2011; and
- (2) Ms. Yang resigned as company secretary, authorised representative and agent for the service of process in Hong Kong of the Company with effect from 30 April 2011.

The Company will appoint a new company secretary as soon as possible and will publish a separate announcement in due course on such appointment in compliance with the Listing Rules.

1. Appointment of Alternate Director

The board of directors (the “**Board**”) of China Gas Holdings Limited (the “**Company**”) is pleased to announce that Mr. Mark Douglas Gelinas (“**Mr. Gelinas**”), a former non-executive director of the Company, was appointed as an alternate director to Mr. Mulham Al Jarf (“**Mr. Al Jarf**”), a non-executive director of the Company, with effect from 20 April 2011.

* *for identification purpose only*

Mr. Gelinas, aged 43, graduated from the College of the Holy Cross with a bachelor degree in economics in 1989 and obtained a Juris Doctor degree from New England School of Law in 1993. He was admitted to the bar of the Commonwealth of Massachusetts in 1994. Mr. Gelinas is currently the chief legal officer and head of legal department of Oman Oil Company S.A.O.C. (“**Oman Oil**”). He is an energy lawyer with considerable experience in coordinating and leading cross-border teams of lawyers on large-scale transactions in the energy and energy related sectors. Prior to joining Oman Oil in 2004, Mr. Gelinas worked at Clifford Chance, an international law firm, for over seven years.

No terms have been fixed or proposed for Mr. Gelinas’s length of service with the Company. Mr. Gelinas will not receive any remuneration as an alternate director to Mr. Al Jarf.

Save for the former appointment of Mr. Gelinas as a non-executive director of the Company during the period between 20 July 2007 to 20 March 2009, Mr. Gelinas has not held any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Furthermore, Mr. Gelinas is currently the chief legal officer and head of legal department of Oman Oil, a shareholder of the Company holding 237,567,060 shares in the Company, representing approximately 5.42% of the total issued share capital of the Company as of the date of this announcement. He also serves on the investment committee of a joint venture formed by Oman Oil, the Oman Investment Fund (“**OIF**”), which is a shareholder of the Company holding approximately 4% issued share capital of the Company as of the date of this announcement, and a third party entity. Both Oman Oil and OIF are wholly-owned by the government of Sultanate of Oman. Save as disclosed in this announcement, Mr. Gelinas does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

Mr. Gelinas does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) nor is he interested in the shares of Oman Oil.

Save as disclosed above, there is no other information which is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) nor any other matter needs to be brought to the attention of the shareholders of the Company.

The Board would like to extend a warm welcome to Mr. Gelinas.

2. Resignation of Company Secretary, Authorised Representative and Agent for the Service of Process in Hong Kong

The Board announces that Ms. Doris Yang (“**Ms. Yang**”) resigned from the position of company secretary, authorised representative and agent for the service of process in Hong Kong of the Company with effect from 30 April 2011. Ms. Yang has confirmed that she is not aware of any matters which should be brought to the notice of the Board, the shareholders of the Company or the Stock Exchange.

The Company will appoint a new company secretary as soon as possible and will publish a separate announcement in due course on such appointment in compliance with the Listing Rules.

The Board would like to express its gratitude to Ms. Yang for her contributions to the Company during her term of service.

By the order of the Board of
China Gas Holdings Limited
Wong Sin Yue, Cynthia
Chairperson

Hong Kong, 2 May 2011

As of the date of this announcement, Mr. Leung Wing Cheong, Eric, Mr. Ma Jin Long, Mr. Zhu Wei Wei and Mr. Pang Ying Xue are the executive Directors, Mr. Feng Zhuo Zhi, Mr. Joe Yamagata, Mr. P. K. Jain, 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.