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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)**

### **VOLUNTARY ANNOUNCEMENT**

Reference is made to the unsolicited pre-conditional voluntary cash offer by ENN Energy Holdings Limited and China Petroleum & Chemical Corporation (the “**Offer**”).

The board of directors (“**Board**”) of China Gas Holdings Limited (the “**Company**”) wishes to inform the Company’s shareholders of two letters received from employees expressing their opposition to the Offer, one addressed to the Board, the other addressed to both the Board and shareholders of the Company. The letters, dated 29 January 2012, were signed by almost 4,000 employees, a number of whom are also shareholders and/or option holders.

Among other things, the letters express the employees’ concerns regarding the potential detrimental impact of the Offer on the operations of the Company and on the competition in and development of the gas industry in the PRC. In addition, the letters praise the Board and senior management of the Company for having achieved record financial results and state the employees’ belief that the existing management is best placed to manage the Company effectively in the future.

By Order of the Board  
**CHINA GAS HOLDINGS LIMITED**  
**WONG Sin Yue, Cynthia**  
*Chairperson*

Hong Kong, 3 February 2012

*As at the date of this announcement, Mr. LEUNG Wing Cheong, Eric, Mr. PANG Yingxue, Mr. ZHU Weiwei and Mr. MA Jinlong are the executive Directors, Mr. FENG Zhuozhi, Mr. Jo YAMAGATA, Mr. P K JAIN, Mr. MOON Duk Kyu (his alternate is Mr. KIM Yong Joong) and Mr. Mulham AL-JARF (his alternate is Mr. Mark D. GELINAS) are the non-executive Directors and Mr. ZHAO Yuhua, Dr. MAO Erwan and Ms. WONG Sin Yue, Cynthia are the independent non-executive Directors.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, 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 statement in this announcement misleading.*

*\* For identification purposes only*