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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)

POSITIVE PROFIT ALERT

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules.

The Board wishes to inform the shareholders and potential investors that the Group is expected to record a significant increase in the net profit of the Group for the six months ended 30 September 2012 as compared with the net profit of the Group recorded in the six months ended 30 September 2011 mainly due to better than expected operating performance of the Group during such period.

This positive profit alert announcement is only based on the Company's review of the draft consolidated financial statements of the Group, which is subject to finalization and will not be reviewed or audited by the Company's auditors.

Shareholders and potential investors are advised to exercise caution in dealing in the shares of the Company.

This announcement is made by China Gas Holdings Limited (the "**Company**"), together with its subsidiaries, the "**Group**") pursuant to the Rule 13.09 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

The board of directors (the "**Board**") of the Company wishes to inform the shareholders of the Company and potential investors that the Group expected to record a significant increase in the net profit of the Group for the six months ended 30 September 2012 as compared with the net profit of the Group recorded in the six months ended 30 September 2011 mainly due to better than expected operating performance of the Group during such period.

This positive profit alert announcement is only based on the Company's review of the draft consolidated financial statements of the Group, which is subject to finalization and will not be reviewed or audited by the Company's auditors.

The Company is in the process of finalizing the unaudited interim results of the Group for the six months ended 30 September 2012, which is expected to be published on or around 28 November 2012.

Shareholders of the Company and potential investors are advised to read the unaudited interim results announcement of the Group when it is published.

Shareholders and potential investors are advised to exercise caution in dealing in the shares of the Company.

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

Hong Kong, 21 November 2012

As at the date of this announcement, Mr. LIU Ming Hui, 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 and Mr. MOON Duk Kyu (his alternate is Mr. KIM Yong Joong) are the non-executive Directors and Mr. ZHAO Yuhua, Dr. MAO Erwan and Ms. WONG Sin Yue, Cynthia are the independent non-executive Directors.

* *For identification purpose only*