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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)

RESIGNATION AND APPOINTMENT OF NON-EXECUTIVE DIRECTORS

The Board announced that (i) Mr. Premesh Kumar JAIN resigned as a non-executive Director and (ii) Mr. Rajeev MATHUR has been appointed as a non-executive Director of the Company with effect from 26 November 2013.

RESIGNATION OF NON-EXECUTIVE DIRECTOR

Mr. Premesh Kumar JAIN

The Board of the Company (the "Board") announces that Mr. Premesh Kumar JAIN ("Mr. JAIN") resigned as a non-executive Director of the Company with effect from 26 November 2013 due to job redeployment and the same was accepted by the Board on 26 November 2013.

Mr. JAIN has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Board would like to express its gratitude to Mr. JAIN for his service and contribution to the Company during his tenure of office.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Rajeev MATHUR ("Mr. MATHUR") has been appointed as the non-executive Director of the Company with effect from 26 November 2013.

* for identification purpose only

Mr. Rajeev MATHUR

Pursuant to a subscription agreement dated 19 February 2005 (the “Subscription Agreement”) made between GAIL (India) Limited (“GAIL”) and the Company, upon completion of the subscription for new shares in the Company in accordance with the Subscription Agreement, GAIL shall be entitled to nominate a person to be appointed as a non-executive Director of the Company on or after 1 July 2005 throughout the period that GAIL continually holds not less than 150 million shares of the Company. Due to job redeployment of Mr. JAIN, GAIL informed the Company that it wished to nominate Mr. MATHUR as a non-executive Director of the Company.

Mr. MATHUR, aged 52, is an Engineer by profession, having a Master’s Degree in Business Administration with specialization in marketing management and has put in 28 years of broad experience in the natural gas & petrochemical industry.

Mr. MATHUR started his stint with GAIL since its inception. At present, he is Executive Director (Marketing). His assignments include overseeing the marketing function in GAIL viz. natural gas trading, gas transmission and marketing other allied products within India & abroad; as an in-charge of regulatory affairs department ensuring adherence to regulatory framework; as a promoter nominee on the board of Indraprastha Gas Ltd (a city gas distribution company) ensuring corporate governance in terms of financial prudence, formulating strategic business plans to enhance shareholders value.

GAIL is a shareholder of the Company, holding, directly and indirectly, 150,000,000 shares (the “GAIL Shares”), representing 3.01% of the issued share capital of the Company as at the date of this announcement.

As at the date of this announcement, there is no service agreement between the Company and Mr. MATHUR, but Mr. MATHUR is entitled to a director’s fee as may be approved by the Board with reference to his roles and responsibilities and the prevailing market conditions. Currently, Mr. MATHUR, as a non-executive Director is entitled to a director’s fee in the amount of HK\$20,000 per month. He has no designated length of service but he is subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company.

Saved as disclosed in this announcement, Mr. MATHUR has not held any other directorship in any other publicly listed companies, whether in Hong Kong or overseas, during the last three years. Mr. MATHUR does not have any relationship with any directors or senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, Mr. MATHUR does not hold any other position with the Company and its subsidiaries and he does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong). Mr. MATHUR holds 124 shares in GAIL but he is not interested in the GAIL Shares.

Save as disclosed above, the Company is not aware of other information in relation to the appointment of Mr. MATHUR which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange or any other matter which needs to be brought to the attention of the shareholders of the Company.

The Board would like to extend its warmest welcome to Mr. MATHUR.

By Order of the Board of
China Gas Holdings Limited
LIU Ming Hui
Executive Chairman

Hong Kong, 26 November 2013

As of the date of this announcement, ZHOU Si, Mr. LIU Ming Hui, Mr. LEUNG Wing Cheong, Eric, Mr. PANG Yingxue, Mr. ZHU Weiwei, Mr. MA Jinlong, Mr. CHEN Xinguo and Mr. HUANG Yong are the executive Directors; Mr. YU Jeong Joon (his alternate being Mr. KIM Yong Joong) and Mr. Rajeev MATHUR are the non-executive Directors; and Mr. ZHAO Yuhua, Dr. MAO Erwan, Ms. WONG Sin Yue, Cynthia, Mr. HO Yeung and Ms. CHEN Yanyan are the independent non-executive Directors.