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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. Rajeev MATHUR resigned as a non-executive Director and (ii) Mr. Arun Kumar MANCHANDA has been appointed as a non-executive Director of the Company with effect from 26 November 2014.

RESIGNATION OF NON-EXECUTIVE DIRECTOR

Mr. Rajeev MATHUR

The Board of the Company (the "Board") announces that Mr. Rajeev MATHUR ("Mr. MATHUR") resigned as a non-executive Director of the Company with effect from 26 November 2014 due to job redeployment and the same was accepted by the Board on 26 November 2014.

Mr. MATHUR 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. MATHUR 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. Arun Kumar MANCHANDA ("Mr. MANCHANDA") has been appointed as the non-executive Director of the Company as well as a member of the corporate governance and risk control committee with effect from 26 November 2014.

* *for identification purpose only*

Mr. Arun Kumar MANCHANDA

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. MATHUR, GAIL informed the Company that it wished to nominate Mr. MANCHANDA as a non-executive Director of the Company.

Mr. MANCHANDA, aged 56, is currently the Executive Director of Marketing with GAIL. His assignments include International Gas Sourcing, Gas Trading, Regulatory Affairs & Joint Ventures. As head of the International Gas Sourcing Group, he is responsible for import of LNG for meeting the energy requirements of the country and booking of requisite regasification infrastructure to facilitate these imports; as an overall executive-in-charge of marketing is responsible for managing people and profits through sales and marketing of Natural Gas Trading, Gas Transmission; as an in-Charge Regulatory Affairs department ensuring adherence to regulatory framework. As head of Joint Ventures Group, he is responsible for GAIL’s City Gas Distribution (“CGD”) business in India and expansion of CGD networks for supply gas to households, transport sector & commercial consumers in various cities. Prior to this, Mr. MANCHANDA was heading GAIL’s Liquid Hydrocarbon division and also responsible for marketing of natural gas and Polymers during 2012–2014.

Earlier to his stint at GAIL, Mr. MANCHANDA was Joint Director (MC&ES) at Oil Coordination Committee (OCC) under the Ministry of Petroleum & Natural Gas, Government of India during 1996–2002. He was responsible for planning, operations, and Marketing of LPG across India through Oil Marketing Companies.

Mr. MANCHANDA is a Chemical Engineer from Punjab University with Management Degree in Sales & Marketing Management and has put in over 35 years of broad experience in the marketing of Natural gas, Petrochemicals and Petroleum products.

GAIL is a shareholder of the Company, holding, directly and indirectly, 150,000,000 shares of the Company (the “GAIL Shares”), representing 2.99% 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. MANCHANDA, but Mr. MANCHANDA 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. MANCHANDA, as a non-executive Director is entitled to a director’s fee in the amount of HK\$20,000 per month and an annual remuneration of HK\$60,000 as a member of the corporate governance and risk control committee. 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. MANCHANDA has not held any other directorship in any other publicly listed companies, whether in Hong Kong or overseas, during the last three years. Mr. MANCHANDA 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. MANCHANDA 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. MANCHANDA does not hold any shares in GAIL and 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. MANCHANDA 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. MANCHANDA.

By Order of the Board of
China Gas Holdings Limited
ZHOU Si
Chairman

Hong Kong, 26 November 2014

As of the date of this announcement, ZHOU Si, Mr. LIU Ming Hui, Mr. HUANG Yong, Mr. ZHU Weiwei, Mr. MA Jinlong, Mr. CHEN Xinguo and Ms. LI Ching are the executive Directors; Mr. YU Jeong Joon (his alternate being Mr. KIM Yong Joong), Mr. LIU Mingxing and Mr. Arun Kumar MANCHANDA 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.