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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)

FURTHER DELAY IN DESPATCH OF CIRCULAR IN RELATION TO DISCLOSEABLE AND CONNECTED TRANSACTION THE PROPOSED ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF BEIJING GAS DEVELOPMENT LIMITED AND ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE

Reference is made to the announcement of China Gas Holdings Limited (the “**Company**”) dated 26 November 2014 in relation to, among other things, the proposed acquisition of the entire issued share capital of Beijing Gas Development Limited, which constitutes a discloseable and connected transaction of the Company under Chapter 14A of the Listing Rules (the “**Announcement**”) and the announcements published by the Company dated 16 December 2014 and 6 January 2015 in relation to the delay in despatch of the circular (each a “**Delay Announcement**” and collectively the “**Delay Announcements**”). Capitalised terms used herein shall have the same meanings as those defined in the Announcement and the Delay Announcements unless the context otherwise requires.

This announcement is made pursuant to Rule 14A.47 of the Listing Rules.

As set out in the Delay Announcement dated 6 January 2015, it is expected that the Company will despatch a circular (the “**Circular**”) containing, among other things, (i) further details of the Proposed Acquisition, the transactions contemplated under the Share Purchase Agreement and the Specific Mandate, (ii) a letter from the Independent Board Committee containing its recommendation to the Independent Shareholders, (iii) a letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders in respect of the Proposed Acquisition and the transactions contemplated under the Share Purchase Agreement and (iv) a notice to convene the SGM on or before 21 January 2015.

As additional time is required for the Company to prepare the contents of the Circular, the Company expects that the despatch of the Circular will be postponed to on or before 27 February 2015.

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

Hong Kong, 21 January 2015

As of the date of this announcement, Mr. 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.

* *For identification purpose only*