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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)**

### **SIDE AGREEMENT IN RELATION TO PROPOSED ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF BEIJING GAS DEVELOPMENT LIMITED**

Reference is made to the announcement of China Gas Holdings Limited (the “**Company**”) dated 26 November 2014 (the “**Announcement**”) and the circular of the Company dated 27 February 2015 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 the Listing Rules. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless the context otherwise requires.

On 24 June 2015, the Company, the Purchaser (being a wholly-owned subsidiary of the Company), the Seller and the Guarantor entered into a side agreement to the Share Purchase Agreement (the “**Side Agreement**”) to, among other things, extend the date by which the Conditions shall be fulfilled or waived (as the case may be) from 30 June 2015 to 31 October 2015 since the June Audited Accounts, which will be used as the basis for any adjustment to the Consideration, are being prepared and the Reorganisation is still ongoing.

The Company will publish an update announcement as soon as practicable after all of the Conditions are fulfilled or waived (as the case may be).

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

Hong Kong, 24 June 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 is 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*