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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 OF EXECUTIVE DIRECTOR AND APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

The Board announced that Mr. CHEN Xinguo resigned as an Executive Director and Mr. JIANG Xinhao has been appointed as a Non-executive Director of the Company with effect from 24 June 2015.

#### **RESIGNATION OF EXECUTIVE DIRECTOR**

##### **Mr. CHEN Xinguo**

The Board of the Company (the "Board") announces that Mr. CHEN Xinguo ("Mr. CHEN") resigned as an Executive Director with effect from 24 June 2015 due to other work arrangement and commitments. Mr. CHEN will remain as a Vice President of the Company.

Mr. CHEN 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. CHEN 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. JIANG Xinhao ("Mr. JIANG") has been appointed as a Non-executive Director of the Company as well as a member of the Corporate Governance and Risk Control Committee with effect from 24 June 2015.

## **Mr. JIANG Xinhao**

JIANG Xinhao, aged 50, graduated from Fudan University in 1987 with a Bachelor's degree in Law, then he devoted in policy analysis in the State Commission of Restructuring Economic System from 1987 to 1989. In 1992, he was granted a Master's degree in Law by Fudan University. Mr. JIANG taught at Peking University between 1992 and 1994. From 1995 to 1997, Mr. JIANG was a Deputy General Manager of Jingtai Finance Company in Hong Kong, and subsequently a Director and Vice President of BHL Industrial Investment Company. From 1997 to February 2005, Mr. JIANG was a Director and the Chief Executive Officer of Tramford International Limited, a public company listed on Nasdaq. Mr. JIANG was a Manager of the investment development department of Beijing Holdings Limited and a General Manager of Beijing BHL Investment Center between May 2000 and February 2005. Mr. JIANG has extensive experience in economics, finance and corporate management. Mr. JIANG is currently the Executive Director and Vice President of Beijing Enterprises Holdings Limited ("Beijing Enterprises") (stock code: 392). Mr. JIANG also serves as Vice General Manager of Beijing Enterprises Group Company Limited, an Executive Director of Beijing Enterprises Water Group Limited (stock code: 371) ("Beijing Water") and Beijing Properties (Holdings) Limited (stock code: 925) ("Beijing Properties"). Each of Beijing Enterprises, Beijing Water and Beijing Properties is a company listed on the Stock Exchange. Beijing Enterprises is a shareholder of the Company, holding directly and indirectly 1,126,840,132 shares of the Company, representing 22.53% 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. JIANG, but Mr. JIANG 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. JIANG, as a non-executive Director is entitled to an annual director's fee in the amount of HK\$240,000 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. JIANG has not held any directorship in any other publicly listed companies, whether in Hong Kong or overseas, during the last three years, nor does he has any relationship with any directors or senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, Mr. JIANG does not hold any other position with the Company and its subsidiaries. Mr. JIANG currently holds 20,000 shares of Beijing Enterprises but does not have any interests in the shares that Beijing Enterprises is holding in the Company. Mr. JIANG has 800,000 share options granted by the Company. Other than that, he does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, the Company is not aware of other information in relation to the appointment of Mr. JIANG 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 of Hong Kong Limited 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. JIANG.

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 and Ms. LI Ching are the executive Directors; Mr. YU Jeong Joon (his alternate being Mr. KIM Yong Joong), Mr. LIU Mingxing, Mr. Arun Kumar MANCHANDA and Mr. JIANG Xinhao 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*