

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purpose only and does not constitute an invitation or a solicitation of an offer to acquire, purchase or subscribe for securities or an invitation to enter into an agreement to do any such things, nor is it calculated to invite any offer to acquire, purchase or subscribe for any securities.



CHINA GAS HOLDINGS LIMITED

中國燃氣控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 384)

VOLUNTARY ANNOUNCEMENT ISSUANCE OF CORPORATE BONDS IN THE PRC THROUGH PRIVATE PLACEMENT

This is a voluntary announcement made by China Gas Holdings Limited (the “**Company**”).

The board of directors (the “**Board**”) of the Company is pleased to announce that the Company has completed the issuance of corporate bonds in an aggregate principal amount of RMB1 billion with a term of 3 years (the “**Corporate Bonds**”) through private placement. Approval has been granted by the Shanghai Stock Exchange for the listing of the Corporate Bonds on the Shanghai Stock Exchange upon its issue.

The Corporate Bonds have been arranged and underwritten by Goldman Sachs Gao Hua Securities Company Limited (高盛高華證券有限責任公司) (“**Goldman Sachs Gao Hua**”) as the sole underwriter and sole bookrunner, pursuant to an underwriting agreement entered into between the Company and Goldman Sachs Gao Hua dated 13 January 2016, for subscriptions solely by qualified investors through a domestic private placement in the People’s Republic of China (the “**PRC**”). The Corporate Bonds are listed on the Shanghai Stock Exchange Comprehensive Electronic Platform of Fixed Income Securities commencing from 19 February 2016.

The principal terms of the Corporate Bonds are as follows:

1. Issuer: The Company
2. Place of issue: The PRC
3. Date of Listing: 19 February 2016
4. Date of issue: 13 January 2016
5. Face value and issue price: RMB100
6. Term: 3 years
7. Interest: Interest is calculated on a simple basis (not compound basis) per annum and payable in arrears on 13 January of each year, provided that all outstanding interest as at the maturity date shall be paid on the maturity date.
8. Security: Unsecured
9. Credit rating: As assessed by China Chengxin Securities Rating Co., Ltd. (中誠信證券評估有限公司), the credit rating of the Corporate Bonds is AAA and the credit rating of the Company is AAA.
10. Use of proceeds: The net proceeds will be used for the repayment of interest-bearing debts, working capital and general corporate purposes.

As one of the first Hong Kong-listed companies to issue corporate bonds which are to be traded on the Shanghai Stock Exchange Comprehensive Electronic Platform of Fixed Income Securities, the Board believes that the PRC market offers deep liquidity and a diversification in the funding channels of the Company. In particular, the issuance of the Corporate Bonds will provide the Company with more financial flexibility and that the Corporate Bonds may optimize the Company's debt structure and reduce the Company's foreign exchange risk exposure. As such, the directors (including the independent non-executive directors) of the Company consider that the issuance of the Corporate Bonds is in the interest of the Company and its shareholders as a whole.

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

Hong Kong, 19 February 2016

As at 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*