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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)

TERMINATION OF FRAMEWORK AGREEMENT FOR MATERIAL ASSETS RESTRUCTURING

This announcement is made by China Gas Holdings Limited (the “**Company**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement (the “**Announcement**”) of the Company dated 12 August 2016 in relation to a non-legally binding framework agreement (“**Framework Agreement**”) in respect of the proposed material assets restructuring (“**Material Assets Restructuring**”) of Shenzhen Nanshan Power Co., Ltd. (“**NSRD**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as defined in the Announcement.

As disclosed in the Announcement, the Framework Agreement would be terminated if, among others, the Company and NSRD were unable to enter into a formal agreement in respect of the Material Assets Restructuring within 90 days from the effective date of the Framework Agreement. As the Company and NSRD have not reached agreement on the terms and conditions in respect of the Material Assets Restructuring, the Framework Agreement is terminated with effect from the date of this announcement.

The Board considers that the termination of the Framework Agreement has no material adverse impact on the existing business operations of the Group.

Shareholders of the Company and investors are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 10 November 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*