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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)

**THIRD SIDE AGREEMENT IN RELATION TO
THE ACQUISITION OF 51% EQUITY INTERESTS IN
PETROCHINA BEIJING GAS (JINZHOU) NATURAL GAS CO., LTD.***

Reference is made to the announcements (the “**Previous Announcements**”) of China Gas Holdings Limited (the “**Company**”) dated 23 June 2016, 29 November 2016 and 30 December 2016 respectively, in relation to, among other things, the proposed acquisition of 51% of the equity interests in PetroChina Beijing Gas (Jinzhou) Natural Gas Co., Ltd* (中石油北燃(錦州)燃氣有限公司) (the “**Target Company**”), a side agreement and a second side agreement to the Equity Transfer Agreement. Capitalised terms used herein shall have the same meanings as those defined in the Previous Announcements unless the context otherwise requires.

As the Purchaser requires additional time to complete all the necessary procedures relating to the payment and transmission of the Consideration to the Vendor due to exchange control restrictions in force in the PRC, on 30 March 2017, the Purchaser (being an indirect wholly-owned subsidiary of the Company) and the Vendor entered into a third side agreement to the Equity Transfer Agreement to, among other things, extend the Long Stop Date from 31 March 2017 to 30 June 2017. The relevant parties are coordinating to ensure smooth integration of the Target Company’s business into the Group.

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, 30 March 2017

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*