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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)**

**VOLUNTARY ANNOUNCEMENT**

**(1) ENTERING INTO COOPERATION AGREEMENT WITH  
THE DEPARTMENT OF HOUSING AND URBAN-RURAL DEVELOPMENT  
OF ANHUI PROVINCE**

**(2) ENTERING INTO COOPERATION AGREEMENT WITH  
ZHONGYUAN KANGDA ENVIRONMENTAL  
PROTECTION INDUSTRY COMPANY LIMITED\*  
OF HENAN PROVINCE**

This is a voluntary announcement made by China Gas Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”).

The board of directors (the “**Board**”) of the Company is pleased to announce that the Company has entered into a cooperation agreement with the Department of Housing and Urban-Rural Development of Anhui Province (the “**Department of Housing of Anhui Province**”) on 22 November 2017 in relation to the establishment of “gas in towns and villages” demonstration projects in Anhui province (the “**Anhui Project Agreement**”); meanwhile, a wholly-owned subsidiary of the Company, China Gas Industrial (Shenzhen) Limited\* (中燃燃氣實業(深圳)有限公司) (“**China Gas Industrial**”) has entered into a cooperation agreement with Zhongyuan Kangda Environmental Protection Industry Company Limited\* (中原康達環保產業有限公司) (“**Zhongyuan Kangda**”) of Henan Province on 20 November 2017 in relation to the establishment of a joint venture, Zhongyuan China Gas Clean Energy Company Limited\* (中原中燃清潔能源有限公司) (the “**Zhongyuan Cooperation Agreement**”).

## **1. ANHUI PROJECT AGREEMENT**

On 22 November 2017, the Department of Housing of Anhui Province, on behalf of the People's Government of Anhui Province, has entered into the Anhui Project Agreement with the Company. According to the agreement, both parties have agreed to cooperate together to establish a work coordination mechanism for "gas in towns and villages" demonstration projects in Anhui province to promote the implementation of such projects in full force. The Department of Housing of Anhui Province has agreed to position the Company as an important partner in promoting "gas in towns and villages" demonstration projects in Anhui province and will support the Company to carry out the construction planning and implementation of "gas in towns and villages" and will provide coordination to the policy support on the pilot demonstration projects obtained by the Company.

The Group believes that there is a significant development potential in the natural gas market in Anhui Province, China. Through the cooperation under the Anhui Project Agreement, both parties will be able to build a strategic partnership to achieve sustainable development and maximize their corporate and social benefits through integrating the advantages and resources of one another, accelerating natural gas market expansion and integration, as well as project construction, optimize the adjustment of energy consumption structure in Anhui Province, efficiently prevent air pollution, and in turn make proactive contributions to improve the living environment and the living conditions of residents in towns and villages.

## **2. ZHONGYUAN COOPERATION AGREEMENT**

On 20 November 2017, China Gas Industrial, a wholly-owned subsidiary of the Company entered into the Zhongyuan Cooperation Agreement with Zhongyuan Kangda, for the purpose of co-investing and establishing a joint venture for investment, construction and operation of projects in relation to natural gas, liquefied petroleum gas and new energy businesses, including photovoltaic power generation and distributed energy projects. Leveraging on its resources and advantages, Zhongyuan Kangda will recommend and assist the joint venture in materializing the natural gas application engineering, replacement of coal with gas in rural areas and new energy projects in relevant prefecture-level cities in Henan Province.

Zhongyuan Kangda is a subsidiary of Zhongyuan Assets Management Company Limited\* (中原資產管理有限公司), which in turn is a provincial financial institution established by the provincial finance department and approved by The People's Government of Henan Province.

The Group is of the view that the cooperation with Zhongyuan Kangda fully exploits their respective advantages, and will accelerate the construction and development of natural gas application engineering, replacement of coal with gas in rural areas and new energy projects in Henan Province. The cooperation represents a progressive strategy for the business layout of the Group to realize township replacement of coal with gas, construction of beautiful villages and other new energy businesses, and in turn brings about greater corporate and social benefits.

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

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

Hong Kong, 22 November 2017

*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 of the Company, Mr. YU Jeong Joon, Mr. LIU Mingxing, Mr. Arun Kumar MANCHANDA and Mr. JIANG Xinhao are the non-executive directors of the Company; 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 of the Company.*

\* *For identification purpose only*