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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)**

### **(1) RESIGNATION AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR (2) APPOINTMENT OF ALTERNATE DIRECTORS (3) CHANGE OF COMPOSITION OF BOARD COMMITTEES**

The Board announces that with effect from 27 November 2017:

- (i) Mr. HO Yeung resigned as an independent non-executive director of the Company and as a member of each of the Audit Committee and the Corporate Governance and Risk Control Committee;
- (ii) Mr. ZHANG Ling has been appointed as an independent non-executive director of the Company and as a member of each of the Audit Committee and the Corporate Governance and Risk Control Committee;
- (iii) Mr. KWON Woonsang has been appointed as an alternate director to Mr. YU Jeong Joon, the vice chairman and a non-executive director of the Company, and as an alternate member to Mr. YU Jeong Joon, a member of the Corporate Governance and Risk Control Committee;
- (iv) Ms. LIU Chang has been appointed as an alternate director to Mr. LIU Mingxing, a non-executive director of the Company, and as an alternate member to Mr. LIU Mingxing, a member of the Corporate Governance and Risk Control Committee;
- (v) Ms. CHEN Yanyan, an independent non-executive director of the Company, has been appointed as a member of each of the Nomination Committee and the Remuneration Committee;
- (vi) Mr. HUANG Yong, an executive director and the executive president of the Company, has been appointed as a member of each of the Nomination Committee and the Remuneration Committee; and
- (vii) Mr. ZHU Weiwei, an executive director and the managing vice president of the Company, has been appointed as a member of the Remuneration Committee.

## **RESIGNATION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

### **Mr. HO Yeung**

The board of directors (the “**Board**”) of China Gas Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that Mr. HO Yeung (“**Mr. HO**”) resigned as an independent non-executive director of the Company with effect from 27 November 2017 due to his personal commitments on other businesses. Mr. HO has confirmed that he has no disagreement with the Board and there is no other matter relating to his resignation that needs to be brought to the attention to 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. HO for his service and contribution to the Board during his tenure of office.

## **APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board is pleased to announce that Mr. ZHANG Ling (“**Mr. ZHANG**”) has been appointed as an independent non-executive director of the Company with effect from 27 November 2017.

### **Mr. ZHANG Ling**

**Mr. ZHANG Ling**, aged 61, is currently a professor and a mentor of doctoral students at the China University of Political Science and Law, a director of the China Law Society, an executive vice president and a legal representative of the Chinese Society of Criminology\* (中國犯罪學學會), the person-in-charge of the National Victimology Professional Committee\* (全國被害人學專業委員會) and an officer of the Asian Law (Eastern Asia) Research Institution of the China University of Political Science and Law. Mr. ZHANG also serves as an independent director of each of Luzhou Laojiao Co., Ltd. (Shenzhen Stock Exchange Stock Code: 000568) and Zhengzhou Sino-Crystal Diamond Co., Ltd. (Shenzhen Stock Exchange Growth Enterprise Market Stock Code: 300064). In 1999, Mr. ZHANG was an external lecturer in the law department of Aichi University in Japan. From 2000 to 2002, Mr. ZHANG was a foreign researcher in the law research centre of Waseda University in Japan. Subsequently, Mr. ZHANG served as the deputy procurator and a committee member of the inspection committee of Beijing Chaoyang People’s Procuratorate\* (北京市朝陽區檢察院) during 2004 to 2010, and has been serving as a committee member of the expert consultation committee of the Forth Court of Beijing People’s Procuratorate (Railway Inspections)\* (北京市檢察院第四分院(鐵檢分院)) since 2015. Mr. ZHANG served as an independent director of Huadian Energy Company Limited (Shanghai Stock Exchange Stock Code: 600726) from 2010 to 2014.

Mr. ZHANG graduated from Jilin University with a master’s degree in law in 1987 and a doctorate degree in law in 1995. Subsequently, Mr. ZHANG obtained his doctorate degree in law from Waseda University in Japan in 2002.

As at the date of this announcement, there is no service agreement between the Company and Mr. ZHANG. However, as an independent non-executive director, Mr. ZHANG is entitled to a director's fee as approved by the Board with reference to his roles and responsibilities and the prevailing market conditions. Currently, Mr. ZHANG is entitled to an annual director's fee of HK\$240,000 and discretionary bonus payment. He has no designated length of service as an independent non-executive director 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. ZHANG 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 have any relationship with any directors or senior management or substantial or controlling shareholders of the Company.

As at the date of this announcement, Mr. ZHANG does not hold any other position with the Group and 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) (the "SFO").

Save as disclosed above, the Company is not aware of other information in relation to the appointment of Mr. ZHANG 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 (the "Listing Rules") 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. ZHANG.

## **APPOINTMENT OF ALTERNATE DIRECTORS**

The Board is pleased to further announce that the Company has received (i) a written notice from Mr. YU Jeong Joon ("Mr. YU"), the vice chairman and a non-executive director of the Company, that Mr. KWON Woonsang ("Mr. KWON") has been appointed as an alternate director to Mr. YU and as an alternate member to Mr. YU, a member of the Corporate Governance and Risk Control Committee; and (ii) a written notice from Mr. LIU Mingxing ("Mr. LIU"), a non-executive director of the Company, that Ms. LIU Chang ("Ms. LIU") has been appointed as an alternate director to Mr. LIU and as an alternate member to Mr. LIU, a member of the Corporate Governance and Risk Control Committee. The above appointments will take effect from 27 November 2017.

### **Mr. KWON Woonsang**

**Mr. KWON Woonsang**, aged 53, is currently an assistant to the president of the Company. He has joined the Group since December 2014. Mr. KWON has joined SK Group since 1990 and is a senior manager of SK E&S Co., Ltd. ("SK E&S"). He has been working in different group companies within the SK Group including SK Holdings Limited ("SK Holdings"). Both SK E&S and SK Holdings are the substantial shareholders of the Company, holding directly and indirectly 780,908,500 shares of the Company, representing 15.72% of the issued share capital of the Company as at the date of this announcement. Mr. KWON graduated from Seoul National University with a bachelor's degree in science in 1990.

As at the date of this announcement, there is no service agreement between the Company and Mr. KWON for his current position in the Company or as an alternate director of the Company. As an assistant to the president of the Company, Mr. KWON is entitled to a monthly salary of RMB40,000 and discretionary bonus. He will not be entitled to any remuneration in his capacity as an alternate director to Mr. YU. He has no designated length of service as an alternate director but his length of service is subject to the terms and duration of service as set out in the Bye-laws of the Company.

Saved as disclosed in this announcement, Mr. KWON 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 have any relationship with any directors or senior management or substantial or controlling shareholders of the Company.

As at the date of this announcement, save as disclosed above, Mr. KWON does not hold any other position with the Group and does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, the Company is not aware of other information in relation to the appointment of Mr. KWON which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules or any other matter which needs to be brought to the attention of the shareholders of the Company.

#### **Ms. LIU Chang**

**Ms. LIU Chang**, aged 28, is currently the deputy general manager of Capital Management Centre of the Company and the deputy general manager of the Office of the Board and Company Secretarial Department of the Company. From 2016 to 2017, Ms. LIU served as a legal associate at the office of Vitol Inc. in Houston, the USA. She is admitted to practise law in New York State, the USA. She is currently a CFA Level II candidate. Ms. LIU graduated from the Hong Kong University of Science and Technology with a bachelor's degree in economics and finance in 2011, and obtained a master's degree in economics from the same university in 2012. She obtained a doctorate degree in law from Cornell Law School in 2016. Ms. LIU is the daughter of Mr. LIU Ming Hui, the executive chairman, executive director, managing director and president and a substantial shareholder of the Company, and the niece of Mr. LIU. Ms. LIU is a director of China Gas Group Limited, one of the substantial shareholders of the Company.

As at the date of this announcement, there is a service agreement between the Company and Ms. LIU for her current positions in the Company. Ms. LIU is entitled to a monthly salary of HK\$100,000 and discretionary bonus. There is no service agreement between the Company and Ms. LIU for her capacity as an alternate director of the Company. She will not be entitled to any remuneration in her capacity as an alternate director to Mr. LIU. She has no designated length of service as an alternate director but her length of service is subject to the terms and duration of service as set out in the Bye-laws of the Company.

Saved as disclosed in this announcement, Ms. LIU has not held any directorship in any other publicly listed companies, whether in Hong Kong or overseas, during the last three years, nor does she have had any relationship with any directors or senior management or substantial or controlling shareholders of the Company.

As at the date of this announcement, save as disclosed above, Ms. LIU does not hold any other position with the Group and does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, the Company is not aware of other information in relation to the appointment of Ms. LIU which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules 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. KWON and Ms. LIU.

## **CHANGE OF COMPOSITION OF THE BOARD COMMITTEES**

The Board further announces the change of members of the board committees as follows with effect from 27 November 2017:

- (i) Following his resignation as an independent non-executive director of the Company, Mr. HO also resigned as a member of each of the Audit Committee and the Corporate Governance and Risk Control Committee;
- (ii) Following his appointment as an independent non-executive director of the Company, Mr. ZHANG has also been appointed as a member of each of the Audit Committee and the Corporate Governance and Risk Control Committee. He is entitled to an annual fee of HK\$60,000 for being a member of each committee;
- (iii) Following his appointment as an alternate director to Mr. YU, Mr. KWON has also been appointed as an alternate member to Mr. YU of the Corporate Governance and Risk Control Committee. He will not be entitled to any remuneration in his capacity as an alternate member to Mr. YU;
- (iv) Following her appointment as an alternate director to Mr. LIU, Ms. LIU has also been appointed as an alternate member to Mr. LIU of the Corporate Governance and Risk Control Committee. She will not be entitled to any remuneration in her capacity as an alternate member to Mr. LIU;
- (v) Ms. CHEN Yanyan, an independent non-executive director of the Company, has been appointed as a member of each of the Nomination Committee and the Remuneration Committee. She is entitled to an annual fee of HK\$60,000 for being a member of each committee;

- (vi) Mr. HUANG Yong, an executive director and the executive president of the Company, has been appointed as a member of each of the Nomination Committee and the Remuneration Committee. He has waived the emoluments for being a member of each committee; and
- (vii) Mr. ZHU Weiwei, an executive director and the managing vice president of the Company, has been appointed as a member of the Remuneration Committee. He has waived the emolument for being a member of the Remuneration Committee.

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

Hong Kong, 27 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 (his alternate being Mr. KWON Woonsang), Mr. LIU Mingxing (his alternate being Ms. LIU Chang), 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, Ms. CHEN Yanyan and Mr. ZHANG Ling are the independent non-executive directors of the Company.*

\* *For identification purpose only*