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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) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 22 AUGUST 2018

(2) CHANGE OF NON-EXECUTIVE DIRECTOR, ALTERNATE DIRECTOR AND COMPOSITION OF BOARD COMMITTEE

Reference is made to the notice of annual general meeting (the “AGM”) of China Gas Holdings Limited (the “Company”) dated 20 July 2018 (the “AGM Notice”) and the circular of the Company dated 20 July 2018 (the “AGM Circular”). Unless otherwise specified, terms in this announcement shall have the same meanings as those defined in the AGM Circular.

POLL RESULTS OF THE AGM

At the AGM of the Company held on 22 August 2018, all the proposed resolutions as set out in the AGM Notice were taken by way of poll. The poll results in respect of the resolutions are as follows:

Ordinary resolutions		Number of votes (Approximate percentage of total number of votes cast)		Total number of votes cast
		For	Against	
1.	To receive and approve the audited financial statements and the reports of the directors and the auditors of the Company for the year ended 31 March 2018	4,623,036,373 (99.9695%)	1,410,005 (0.0305%)	4,624,446,378
2.	To declare a final dividend of HK27 cents per share for the year ended 31 March 2018	4,625,298,373 (100%)	5 (0%)	4,625,298,378

Ordinary resolutions		Number of votes (Approximate percentage of total number of votes cast)		Total number of votes cast
		For	Against	
3.(a)	i. To re-elect Mr. HUANG Yong as an executive Director of the Company	4,577,175,862 (98.9596%)	48,120,516 (1.0404%)	4,625,296,378
	ii. To re-elect Mr. LIU Mingxing as a non-executive Director of the Company	4,343,466,527 (93.9889%)	277,789,851 (6.0111%)	4,621,256,378
	iii. To re-elect Mr. Rajeev Kumar MATHUR as a non-executive Director of the Company	4,598,775,465 (99.4266%)	26,520,913 (0.5734%)	4,625,296,378
	iv. To re-elect Mr. ZHAO Yuhua as an independent non-executive Director of the Company	4,603,703,683 (99.5332%)	21,592,695 (0.4668%)	4,625,296,378
	v. To re-elect Ms. WONG Sin Yue Cynthia as an independent non-executive Director of the Company	4,614,988,576 (99.7771%)	10,307,802 (0.2229%)	4,625,296,378
	vi. To re-elect Ms. CHEN Yanyan as an independent non-executive Director of the Company	4,622,099,061 (99.9309%)	3,197,317 (0.0691%)	4,625,296,378
	vii. To re-elect Mr. ZHANG Ling as an independent non-executive Director of the Company	4,623,533,986 (100%)	5 (0%)	4,623,533,991
(b)	To elect Mr. JO Jinho as a non-executive Director of the Company	4,598,685,465 (99.4247%)	26,610,913 (0.5753%)	4,625,296,378
(c)	To authorise the Board to fix the directors' remuneration	4,606,718,557 (99.6024%)	18,387,421 (0.3976%)	4,625,105,978
4.	To re-appoint the auditors of the Company and to authorise the Board to fix the auditors' remuneration	4,621,188,586 (99.9501%)	2,307,005 (0.0499%)	4,623,495,591
5.	To grant a general mandate to the directors to repurchase the shares of the Company (Ordinary resolution numbered 5 of the AGM Notice)	4,625,112,373 (99.9981%)	90,005 (0.0019%)	4,625,202,378

Ordinary resolutions		Number of votes (Approximate percentage of total number of votes cast)		Total number of votes cast
		For	Against	
6.	To grant a general mandate to the directors to issue and allot the shares of the Company (Ordinary resolution numbered 6 of the AGM Notice)	3,049,486,815 (65.9306%)	1,575,809,563 (34.0694%)	4,625,296,378
7.	To extend a general mandate to the directors to issue and allot the shares of the Company (Ordinary resolution numbered 7 of the AGM Notice)	3,046,113,485 (65.8577%)	1,579,182,893 (34.1423%)	4,625,296,378
8.	(a) To approve the employment contract entered into between the Company and Mr. LIU Ming Hui dated 3 July 2018 and to authorize any one of the Directors of the Company to do such acts and things and to sign all documents and to take any steps which in his/her absolute discretion considered to be necessary, desirable or expedient to carry out or give effect to the provisions of the employment contract	2,707,877,863 (76.5076%)	831,480,487 (23.4924%)	3,539,358,350
	(b) To approve the employment contract entered into between the Company and Mr. HUANG Yong dated 3 July 2018 and to authorise any one of the Directors of the Company to do such acts and things and to sign all documents and to take any steps which in his/her absolute discretion considered to be necessary, desirable or expedient to carry out or give effect to the provisions of the employment contract	3,523,237,891 (80.9062%)	831,480,487 (19.0938%)	4,354,718,378

Notes:

- (1) As more than 50% of the votes were cast in favour of each of the above resolutions, these resolutions were duly passed as ordinary resolutions of the Company at the AGM.
- (2) As at the date of the AGM, the total number of issued Shares was 5,078,319,572, which was the total number of Shares entitling the Shareholders to attend and vote on the resolutions.
- (3) As stated in the AGM Circular, Mr. LIU Ming Hui (“**Mr. LIU**”) and Mr. HUANG Yong (“**Mr. HUANG**”), together with their respective associates were required to abstain from voting at the AGM on the resolutions 8(a) or 8(b) (as the case may be) to approve their respective Employment Contracts and they have abstained from voting in respect of the relevant resolutions at the AGM accordingly. Mr. LIU and Mr. HUANG and their respective associates were required to abstain from voting on resolutions 8(a) and 8(b) respectively in respect of 1,086,544,028 Shares and 167,278,000 Shares respectively, representing approximately 21.40% and 3.29% respectively of the entire issued share capital of the Company.
- (4) No parties had stated their intention in the AGM Circular to vote against any of the resolutions at the AGM.
- (5) Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong, was appointed as the scrutineer for the poll at the AGM.

RETIREMENT OF DIRECTOR

Mr. YU Jeong Joon (“**Mr. Yu**”) has retired as a non-executive Director with effect from the close of the AGM. Mr. Yu retired from the Board and did not offer himself for re-election due to his own decision to devote more time to other business endeavours. Accordingly, Mr. KWON Woonsang ceased to act as an alternate Director to Mr. Yu immediately after the close of the AGM. Mr. Yu has confirmed to the Board that he has no disagreement with the Board and there are no matters in relation to his retirement that need to be brought to the attention of the Shareholders. The Board is also not aware of any such matters in relation to his retirement that need to be brought to the attention of the Shareholders.

The Board would like to thank Mr. Yu for his contribution to the Company during his tenure of office as a non-executive Director.

ELECTION OF NON-EXECUTIVE DIRECTOR

The Company announces that Mr. JO Jinho was elected as a non-executive Director at the AGM. Profile of Mr. JO is set out below.

Mr. JO Jinho, aged 56, is currently a President of SK E&S Co., Ltd. (“**SK E&S**”) in China business department. He is a general manager of Wuhan Sailuo SK City Gas Co., Limited. Mr. JO Jinho obtained a bachelor’s degree of arts from National Chengchi University, Taiwan, Republic of China, and a master’s degree of arts from Fu Jen Catholic University, Taiwan, Republic of China and executive master’s degree in business administration of Guanghua School of Management, Peking University, PRC.

SK E&S is a substantial shareholder of the Company, holding directly and indirectly 780,908,500 shares of the Company (“**SK E&S Shares**”), representing 15.38% of the issued share capital of the Company as at the date of this announcement.

Save as disclosed above, Mr. JO Jinho had not held any other directorships in publicly listed companies, whether in Hong Kong or overseas, during the last three years and up to the date of this announcement, nor did he have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company (as defined in the Listing Rules). As at the date of this announcement, Mr. JO Jinho did not hold any other position with the Company and its subsidiaries.

There will be no service agreement between the Company and Mr. JO Jinho, but Mr. JO Jinho, as a non-executive Director, is entitled to a director’s fee as approved by the Board with reference to his roles and responsibilities and the prevailing market conditions. Mr. JO Jinho is entitled to an annual director’s fee of HK\$264,000 and discretionary bonus payment. There will be no designated length of service from Mr. JO Jinho as a non-executive Director but he is subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company.

As at the date of this announcement, Mr. JO Jinho was not interested in SK E&S Shares and did not hold any interest in the Shares or underlying shares of the Company.

Save as disclosed above, the Board is not aware of any other information to be disclosed pursuant to the requirement of the Rules 13.51(2)(h) and 13.51(2)(v) of the Listing Rules and there are no other matters that needs to be brought to the attention of the Shareholders.

APPOINTMENT OF ALTERNATE DIRECTOR

The Board further announces that the Company has received a written notice from Mr. JO Jinho, a non-executive Director of the Company that Mr. KWON Woonsang has been appointed as an alternate Director to Mr. JO Jinho. The appointment of Mr. KWON took effect from the close of the AGM.

Mr. KWON Woonsang

Mr. KWON Woonsang, aged 54, is currently an assistant to the president of the Company. He has joined the Group since December 2014. He is responsible for planning and development. Mr. KWON has joined SK Group since 1990 and is the head of SK E&S Shenzhen representation office. 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 substantial shareholders of the Company, holding directly and indirectly 780,908,500 shares of the Company, representing 15.38% 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 RMB55,000 and discretionary bonus. He will not be entitled to any remuneration in his capacity as an alternate director to Mr. JO Jinho. 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 had not held any directorship in any other publicly listed companies, whether in Hong Kong or overseas, during the last three years, nor did 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 did not hold any other position with the Group and did 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.

The Board would like to extend its warmest welcome to Mr. JO and Mr. KWON.

CHANGE OF COMPOSITION OF THE BOARD COMMITTEES

The Board announces the change of members of the board committee as follows with effect from 22 August 2018:

- (i) following the election as a non-executive director of the Company, Mr. JO has been appointed as a member of the Corporate Governance and Risk Control Committee. He is entitled to an annual fee of HK\$66,000 for being a member; and
- (ii) following the appointment as an alternate director to Mr. JO, Mr. KWON has also been appointed as an alternate member to Mr. JO 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. JO.

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

Hong Kong, 22 August 2018

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 of the Company; Mr. JO Jinho (his alternate being Mr. KWON Woonsang), Mr. LIU Mingxing (his alternate being Ms. LIU Chang), Mr. JIANG Xinhao and Mr. Rajeev Kumar MATHUR 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*