

REVIEW BY AUDIT COMMITTEE

The Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group and discussed financial reporting matters including a review of the Group's unaudited condensed accounts for the six months ended 30 September 2005.

PURCHASE, SALE AND REDEMPTION OF SHARES

For the six months ended 30 September 2005, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's shares.

CORPORATE GOVERNANCE

The Directors are of the opinion that the Company has complied with the Code of Best Practice as set out in Appendices 14 and 23 of the Rules Governing the Listing of Securities ("Listing Rules") on The Stock Exchange of Hong Kong Limited ("Stock Exchange") except that (i) the non-executive and independent non-executive directors are not appointed for a specific terms but are subject to retirement by rotation and re-election at the annual general meeting in accordance with the Bye-laws of the Company; and (ii) the Chairman of the Board and/or the managing director of the Company are not subject to retirement by rotation.

由審核委員會審閱

審核委員會與管理層已審閱本集團採納之會計原則及常規，並討論財務申報事宜，當中包括審閱本集團截至二零零五年九月三十日止六個月之未經審核簡明賬目。

購買、出售及贖回股份

於截至二零零五年九月三十日止六個月，本公司及其任何附屬公司概無買賣或贖回本公司任何股份。

企業管治

董事認為本公司除(i)未有按特定任期委任非執行董事及獨立非執行董事(但彼等須根據本公司之公司細則，於股東週年大會上輪流退任及膺選連任)；及(ii)董事會主席及／或本公司董事總經理無須輪流退任外，已遵守載於香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄 14 及 23 之最佳應用守則。

Pursuant to the Model Code for Securities Transactions by Directors of Listed Issuer (the "Model Code") as set out in Appendix 10 of the Listing Rules, the Company had made specific enquiries of all directors, and all directors confirmed that they have complied with the Model Code throughout six months ended 30 September 2005.

On Behalf of the Board of
China Gas Holdings Limited

Liu Ming Hui
Managing Director

Hong Kong, 20 December 2005

根據載於上市規則附錄 10 之上市公司董事進行證券交易的標準守則（「標準守則」），本公司已向所有董事作出特定查詢，而所有董事皆確認截至二零零五年九月三十日止六個月內，已遵守標準守則。

代表董事會
中國燃氣控股有限公司

董事總經理
劉明輝

香港，二零零五年十二月二十日