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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)**

### **SIDE AGREEMENT IN RELATION TO PROPOSED ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF BEIJING GAS DEVELOPMENT LIMITED**

Reference is made to the announcement of China Gas Holdings Limited (the “**Company**”) dated 28 June 2016 and the circular of the Company dated 20 July 2016 in relation to, among other things, the proposed acquisition of the entire issued share capital of Beijing Gas Development Limited, which constitutes a discloseable and connected transaction of the Company under the Listing Rules (the “**Previous Announcement and Circular**”). Capitalised terms used herein shall have the same meanings as those defined in the Previous Announcement and Circular unless the context otherwise requires.

As the Seller requires additional time to seek certain governmental approvals for completion of the Reorganisation, on 30 September 2016, the Company, the Purchaser (being a wholly-owned subsidiary of the Company), the Seller and the Guarantor entered into a side agreement to the Amended and Restated Share Purchase Agreement to, among other things, extend the date by which the Conditions shall be fulfilled or waived (as the case may be) from 30 September 2016 to 31 December 2016. The relevant parties are coordinating to ensure smooth integration of the Target Group’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 September 2016

*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