

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 on The Stock Exchange of Hong Kong Limited ("Listing Rules") except that 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.

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 the period ended 30 September 2006.

On Behalf of the Board of
China Gas Holdings Limited
Liu Ming Hui
Managing Director

Hong Kong, 15 December 2006

企業管治

董事認為本公司除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)外,已遵守載於香港聯合交易所有限公司證券上市規則(「上市規則」)附錄14及23之最佳應用守則。

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,而所有董事皆確認於截至二零零六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
劉明輝
董事總經理

香港, 二零零六年十二月十五日