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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)**

### **CHANGE OF NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF BOARD COMMITTEE**

The Board announces that (i) Mr. Arun Kumar MANCHANDA resigned as a non-executive director and a member of the Corporate Governance and Risk Control Committee of the Company; and (ii) Mr. Rajeev Kumar MATHUR has been appointed as a non-executive director and a member of the Corporate Governance and Risk Control Committee of the Company with effect from 1 July 2018.

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

##### **Mr. Arun Kumar MANCHANDA**

The board of directors (the "Board") of China Gas Holdings Limited (the "Company", together with its subsidiaries, the "Group") announces that Mr. Arun Kumar MANCHANDA ("Mr. MANCHANDA") has resigned as a non-executive director of the Company with effect from 1 July 2018 due to his retirement from GAIL (India) Limited ("GAIL") and the same was accepted by the Board on 1 July 2018.

Mr. MANCHANDA has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited.

The Board would like to express its gratitude to Mr. MANCHANDA for his service and contribution to the Company during his tenure of office.

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

The Board is pleased to announce that Mr. Rajeev Kumar MATHUR ("Mr. MATHUR") has been appointed as a non-executive director of the Company with effect from 1 July 2018.

\* *for identification purpose only*

## **Mr. Rajeev Kumar MATHUR**

Pursuant to a subscription agreement (the “Subscription Agreement”) between GAIL and the Company dated 19 February 2005, upon completion of the subscription for new shares in the Company, GAIL shall be entitled to nominate a person to be appointed as a non-executive director of the Company on or after 1 July 2005 throughout the period that GAIL continuously holds not less than 150,000,000 shares of the Company. Due to retirement of Mr. MANCHANDA, GAIL informed the Company that it wishes to nominate Mr. MATHUR as a non-executive director of the Company.

Mr. MATHUR, aged 57, currently an executive director of GAIL, is an engineer. He obtained a master’s degree in business administration with specialization in marketing management and has experience of about three decades in the natural gas and petrochemical industry. Mr. MATHUR is the chairman of the Energy Committee of PHD Chamber of Commerce & Industry and a member of Hydrocarbon Committee of Federation of Indian Chambers of Commerce & Industry. He is also a member of the Governing Council of Natural Gas Society in India. Mr. MATHUR started his career with GAIL. Over 30 years in the gas industry, he has steered many initiatives in the marketing and business development areas covering natural gas trading, transmission and marketing and other related products within India and overseas. He was the managing director of Mahanagar Gas Limited, a leading city gas distribution company in Mumbai and is listed on National Stock Exchange of India Limited and The Bombay Stock Exchange in India, from September 2014 to May 2018. He is currently in charge of corporate affairs and risk management in GAIL. Mr. MATHUR was a non-executive director and a member of Corporate Governance and Risk Control Committee of the Company from November 2013 to November 2014.

GAIL is a shareholder of the Company, holding, directly and indirectly, 150,000,000 shares (the “GAIL Shares”), representing 3.02% of the issued share capital of the Company as at the date of this announcement. Mr. MATHUR currently holds 180 shares in GAIL but he is not interested in the GAIL Shares.

As at the date of this announcement, there is no service agreement between the Company and Mr. MATHUR, but Mr. MATHUR is entitled to a director’s fee as may be approved by the Board with reference to his roles and responsibilities and the prevailing market conditions. Currently, Mr. MATHUR, as a non-executive director is entitled to an annual director’s fee of HK\$264,000 and discretionary bonus. He has no designated length of service 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. MATHUR has not held any other directorship in any other publicly listed companies, whether in Hong Kong or overseas, during the last three years. Mr. MATHUR does not 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. MATHUR does not hold any other position with the Company and its subsidiaries and he 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).

Save as disclosed above, the Company is not aware of other information in relation to the appointment of Mr. MATHUR 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 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. MATHUR.

## **CHANGE OF COMPOSITION OF BOARD COMMITTEE**

The Board further announces the change of member of the board committee as follows with effect from 1 July 2018:

- (i) following the resignation as a non-executive director of the Company, Mr. MANCHANDA also resigned as a member of the Corporate Governance and Risk Control Committee; and
- (ii) following the appointment as a non-executive director of the Company, Mr. MATHUR has also 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 of the committee.

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

Hong Kong, 1 July 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. YU Jeong Joon (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.*