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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)

**TERMINATION OF DISCLOSEABLE TRANSACTION
IN RELATION TO
THE ESTABLISHMENT OF AN INVESTMENT FUND WITH
BOCOM INTERNATIONAL TRUST COMPANY LIMITED***

Reference is made to the announcement of China Gas Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 9 June 2017 in relation to the establishment of an investment fund (the “**Announcement**”). Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement.

Termination and cancellation of the Fund

The Board would like to announce that in view of the diversified financing arrangements and the recent actual funding requirements of the Group and considering the regulatory requirements in the PRC, the General Partner and the Limited Partners agreed to terminate and cancel the Fund. Accordingly, the relevant agreements such as the Limited Partnership Agreement, the Investment Transfer Agreement and the General Partnership Share Transfer Agreement in connection with the establishment of the Fund are thereby terminated. As at the date of this announcement, the Group has not paid any capital contributions and any consideration under the relevant agreements such as Limited Partnership Agreement, and the Investment Transfer Agreement and the General Partnership Share Transfer Agreement respectively while the Fund has not come into any operation nor has it injected any capital into the Group. The rights and obligations of the parties under the above agreements have been terminated and discharged.

The Board is of the view that the termination and cancellation of the Fund does not have any material adverse impact on the Group's existing business operation and financial position and is in the interests of the Company and its Shareholders as a whole.

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

Hong Kong, 26 September 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. LIU Mingxing (his alternate being Ms. LIU Chang), Mr. JIANG Xinhao, Mr. Rajeev Kumar MATHUR and Mr. JO Jinho (his alternate being Mr. KWON Woonsang) 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.*