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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 THE BOARD COMMITTEE

The Board announces that (i) Mr. Rajeev Kumar MATHUR resigned as a non-executive director of the Company and as a member of the Corporate Governance and Risk Control Committee with effect from 31 December 2020; and (ii) Mr. Mahesh Vishwanathan IYER has been appointed as a non-executive director of the Company and as a member of the Corporate Governance and Risk Control Committee with effect from 1 January 2021.

RESIGNATION OF NON-EXECUTIVE DIRECTOR

The board of directors (the “**Board**”) of China Gas Holdings Limited (the “**Company**”) announces that Mr. Rajeev Kumar MATHUR (“**Mr. MATHUR**”) resigned as a non-executive director of the Company with effect from 31 December 2020 due to his retirement from GAIL (India) Limited (“**GAIL**”) and the same was accepted by the Board on 1 January 2021.

Mr. MATHUR 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. MATHUR 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. Mahesh Vishwanathan IYER (“**Mr. IYER**”) has been appointed as a non-executive director of the Company with effect from 1 January 2021.

Mr. IYER

Pursuant to the subscription agreement between GAIL and the Company dated 19 February 2005 (the “**Subscription Agreement**”), upon completion of the subscription for the 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 continually holds not less than 150,000,000 shares of the Company. Due to retirement of Mr. MATHUR, GAIL informed the Company that it wishes to nominate Mr. IYER as a non-executive director of the Company.

Mr. IYER, aged 57, currently is a director (business development) of GAIL. He obtained a bachelor degree in electrical engineering at Bhopal University in 1986 and has more than 34 years of experience in midstream sector of oil and gas industry. He has joined GAIL since 1986. He is currently responsible for building GAIL’s business portfolios in India and abroad, mergers and acquisitions, petrochemical operation and maintenance and expansion, exploration and production, research and development, start-up, health safety and environment management, quality management and project development. Prior to this, Mr. IYER worked as an executive director (projects) at GAIL and was responsible for execution of projects. Mr. IYER had experience in implementing landmark projects for GAIL as well as commissioning of the Dabhol LNG regasification terminal and implementing wind power and solar power projects. He was a director of Indradhanush Gas Grid Limited, a company which was responsible for implementation of natural gas pipelines across several North Eastern States of India.

GAIL is a shareholder of the Company, holding 150,000,000 shares (the “**GAIL Shares**”), representing 2.88% of the issued share capital of the Company as at the date of this announcement. Mr. IYER currently holds 544 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. IYER, but Mr. IYER 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. IYER, as a non-executive director, is entitled to a director’s fee in the amount of HK\$264,000 per year 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. IYER has not held any other directorship in any other publicly listed companies, whether in Hong Kong or overseas, during the last three years. Mr. IYER 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. IYER 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 (Cap. 571, Laws of Hong Kong).

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

CHANGE OF COMPOSITION OF THE BOARD COMMITTEE

The Board further announces the change of member of the board committee as follows:

- (i) following the resignation as a non-executive director of the Company, Mr. MATHUR also resigned as a member of the Corporate Governance and Risk Control Committee with effect from 31 December 2020; and
- (ii) following the appointment as a non-executive director of the Company, Mr. IYER has also been appointed as a member of the Corporate Governance and Risk Control Committee and is entitled to an annual fee of HK\$66,000 for being a member of the committee with effect from 1 January 2021.

By order of the Board
China Gas Holdings Limited
LIU Ming Hui
Chairman, Managing Director and President

Hong Kong, 3 January 2021

As at the date of this announcement, Mr. LIU Ming Hui, Mr. HUANG Yong, Mr. ZHU Weiwei, Ms. LI Ching and Ms. LIU Chang are the executive directors of the Company, Mr. LIU Mingxing, Mr. JIANG Xinhao and Mr. Mahesh Vishwanathan IYER are the non-executive directors of the Company and Mr. ZHAO Yuhua, Dr. MAO Erwan, Ms. CHEN Yanyan and Mr. ZHANG Ling are the independent non-executive directors of the Company.

* *For identification purpose only*