Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

Sino Gas Holdings Group Limited
中油潔能控股集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1759)

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF THE AUDIT COMMITTEE, THE REMUNERATION COMMITTEE AND THE NOMINATION COMMITTEE AND RE-COMPLIANCE WITH THE LISTING RULES

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF THE AUDIT COMMITTEE, THE REMUNERATION COMMITTEE AND THE NOMINATION COMMITTEE

The board (the "**Board**") of directors (the "**Director(s)**") of Sino Gas Holdings Group Limited (the "**Company**" and its subsidiaries, the "**Group**") is pleased to announce that Mr. Chan Kai Wing (陳繼榮先生) (**"Mr. Chan"**) has been appointed as an independent non-executive Director, the chairman of the audit committee (the "**Audit Committee**"), a member of the remuneration committee (the **"Remuneration Committee"**), and a member of the nomination committee (the **"Nomination Committee"**) of the Company with effect from 18 December 2025.

Set out below are the biographical details of Mr. Chan:

Mr. Chan Kai Wing (陳繼榮先生), aged 64, has over 30 years of professional experience in accounting and financial advisory services. Mr. Chan is currently the managing director and founder of Mandarin Capital Enterprise Limited (文華資本企業有限公司), a company specialised in the provision of financial advisory, mergers and acquisitions and fund raising for both listed and private companies in Hong Kong and the People's Republic of China. Mr. Chan has been an independent non-executive director of China Conch Venture Holdings Limited (a company listed on The Stock Exchange of Hong Kong Limited (the **"Stock Exchange"**) (stock code: 00586)) since December 2013, an independent non-executive director of Nanfang Communication Holdings Limited (a company listed on the Stock Exchange (stock code: 01617)) since November 2016, and an independent non-executive director of ICO Group Limited (a company listed on the Stock Exchange (stock code: 01460)) since August 2022.

Mr. Chan obtained a bachelor degree of economics from Macquarie University, Australia in April 1986. He is a fellow member of CPA Australia.

Mr. Chan has entered into a letter of appointment with the Company pursuant to which he has agreed to act as an independent non-executive Director for a term of three years with effect from 18 December 2025 and is subject to retirement by rotation and re-election at least once every three years at the annual general meeting according to the articles of association of the Company. The letter of appointment may be terminated by either party by serving one month's prior written notice to the other party, or by making payment to the other party in lieu of one month's notice. Mr. Chan is entitled to a director's fee of HK$192,000 per annum.

Mr. Chan has confirmed (i) his independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"); (ii) that he has no past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, as at the date of this announcement, Mr. Chan (i) does not hold any position in the Company or any of its subsidiaries; (ii) did not hold other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) does not have other major appointments and professional qualifications; (iv) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company; and (v) does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which are required to be disclosed under Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no information relating to the appointment of Mr. Chan that needs to be brought to the attention to the shareholders of the Company nor is there any information relating to Mr. Chan that is required to be disclosed pursuant to Rules 13.51(2)(h) to (2)(w) of the Listing Rules.

The Board would like to express its warm welcome to Mr. Chan on his appointment to the Board.

RE-COMPLIANCE WITH THE LISTING RULES

Reference is made to the announcement of the Company dated 21 September 2025 in relation to, among other things, the resignation of an independent non-executive Director of the Company. Following the appointment of Mr. Chan as an independent non-executive Director and the chairman of the Audit Committee, and as at the date of this announcement, the Company has re-complied with (i) Rule 3.10(1) of the Listing Rules that the Board must include at least three independent non-executive Directors; (ii) Rule 3.10(2) of the Listing Rules that at least one of the independent non-executive Directors must have appropriate professional qualifications or accounting or related financial management expertise; and (iii) Rule 3.21 of the Listing Rules that the Audit Committee must comprise a minimum of three members.

By Order of the Board
Sino Gas Holdings Group Limited
Mr. Ji Guang
Chairman

Hong Kong, 18 December 2025

As at the date of this announcement, the directors of the Company are:

Executive Directors:
Mr. Ji Guang *(Chairman)*
Ms. Ji Ling *(Vice-Chairman and Chief Executive Officer)*
Mr. Zhou Feng

Independent non-executive Directors:
Mr. Sheng Yuhong
Mr. Wang Zhonghua
Mr. Chan Kai Wing