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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)

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 21 AUGUST 2019

(2) RETIREMENT OF DIRECTOR

(3) CHANGE OF COMPOSITION OF THE BOARD COMMITTEES

Reference is made to the notice of annual general meeting (the “AGM”) of China Gas Holdings Limited (the “Company”) dated 19 July 2019 (the “AGM Notice”) and the circular of the Company dated 19 July 2019 (the “AGM Circular”). Unless otherwise specified, terms in this announcement shall have the same meanings as those defined in the AGM Circular.

POLL RESULTS OF THE AGM

At the AGM of the Company held on 21 August 2019, all the proposed resolutions as set out in the AGM Notice were taken by way of poll. The poll results in respect of the resolutions are as follows:

Ordinary resolutions		Number of votes (Approximate percentage of total number of votes cast)		Total number of votes cast
		For	Against	
1.	To receive and approve the audited financial statements and the reports of the directors and the auditors of the Company for the year ended 31 March 2019	4,705,254,045 (100%)	0 (0%)	4,705,254,045
2.	To declare a final dividend of HK36 cents per share for the year ended 31 March 2019	4,705,979,330 (99.9988%)	55,715 (0.0012%)	4,706,035,045

Ordinary resolutions		Number of votes (Approximate percentage of total number of votes cast)		Total number of votes cast
		For	Against	
3.(a)	i. To re-elect Mr. MA Jinlong as an executive Director of the Company	4,666,718,574 (99.1646%)	39,314,471 (0.8354%)	4,706,033,045
	ii. To re-elect Ms. LI Ching as an executive Director of the Company	4,680,763,585 (99.4630%)	25,269,460 (0.5370%)	4,706,033,045
	iii. To re-elect Mr. JIANG Xinhao as a non-executive Director of the Company	4,621,693,534 (98.2078%)	84,339,511 (1.7922%)	4,706,033,045
	iv. To re-elect Dr. MAO Erwan as an independent non-executive Director of the Company	4,580,398,941 (97.3307%)	125,617,304 (2.6693%)	4,706,016,245
(b)	To authorise the Board to fix the directors' remuneration	4,698,815,315 (99.9817%)	858,456 (0.0183%)	4,699,673,771
4.	To re-appoint the auditors of the Company and to authorise the Board to fix the auditors' remuneration	4,702,192,333 (99.9183%)	3,842,712 (0.0817%)	4,706,035,045
5.	To grant a general mandate to the directors to repurchase the shares of the Company (Ordinary resolution numbered 5 of the AGM Notice)	4,704,752,544 (99.9824%)	825,901 (0.0176%)	4,705,578,445
6.	To grant a general mandate to the directors to issue and allot the shares of the Company (Ordinary resolution numbered 6 of the AGM Notice)	3,014,514,531 (64.0626%)	1,691,061,914 (35.9374%)	4,705,576,445
7.	To extend a general mandate to the directors to issue and allot the shares of the Company (Ordinary resolution numbered 7 of the AGM Notice)	3,009,585,587 (63.9516%)	1,696,447,458 (36.0484%)	4,706,033,045
8.	To approve the refreshment of the Scheme Mandate Limit on the grant of options under the Share Option Scheme of the Company (Ordinary resolution numbered 8 of the AGM Notice)	4,269,640,912 (90.8381%)	430,632,033 (9.1619%)	4,700,272,945

Notes:

- (1) As more than 50% of the votes were cast in favour of each of the above resolutions, these resolutions were duly passed as ordinary resolutions of the Company at the AGM.
- (2) As at the date of the AGM, the total number of issued Shares was 5,218,562,972, which was the total number of Shares entitling the Shareholders to attend and vote on the resolutions. No Shareholder was required to abstain from voting at the AGM.

- (3) No parties had stated their intention in the AGM Circular to vote against or abstain from voting on any of the resolutions at the AGM.
- (4) Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong, was appointed as the scrutineer for the poll at the AGM.

RETIREMENT OF DIRECTOR

Mr. ZHOU Si (“**Mr. ZHOU**”) did not offer himself for re-election due to his own decision to devote more time to other business endeavours. He retired as an executive Director from the Board with effect from the close of the AGM. Mr. ZHOU then ceased to act as a chairman of the Board immediately after the close of the AGM. He has confirmed to the Board that he has no disagreement with the Board and there are no matters in relation to his retirement that need to be brought to the attention of the Shareholders. The Board is also not aware of any such matters in relation to his retirement that need to be brought to the attention of the Shareholders.

The Board would like to thank Mr. ZHOU for his contribution to the Company during his tenure of office as a chairman of the Board and an executive Director of the Company.

CHANGE OF COMPOSITION OF THE BOARD COMMITTEES

The following changes to the committees of the Board shall take effect from 21 August 2019:

1. following the retirement as an executive Director of the Company, Mr. ZHOU also resigned as a chairman of the Corporate Governance and Risk Control Committee. Ms. WONG Sin Yue Cynthia (“**Ms. WONG**”) was appointed as a chairperson of the Corporate Governance and Risk Control Committee;
2. the chairperson of the Remuneration Committee shall be changed from Ms. WONG to Dr. MAO Erwan (“**Dr. MAO**”). Ms. WONG remains a member of the Remuneration Committee; and
3. the chairman of the Nomination Committee shall be changed from Dr. MAO to Mr. LIU Ming Hui. Dr. MAO remains a member of the Nomination Committee.

By the order of the Board of
China Gas Holdings Limited
LIU Ming Hui

Executive Chairman, Managing Director and President

Hong Kong, 21 August 2019

As of the date of this announcement, 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