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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)**

**ANNOUNCEMENT**

**IN RELATION TO THE 2020/21 ANNUAL REPORT AND 2021/22 INTERIM REPORT  
AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

**2020/21 ANNUAL REPORT AND 2021/22 INTERIM REPORT**

Reference is made to the annual report (the “**2020/21 Annual Report**”) of China Gas Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) for the financial year ended 31 March 2021 (“**FY2020/21**”) and the interim report (the “**2021/22 Interim Report**”) of the Company for the six months ended 30 September 2021. Capitalised terms used herein shall have the same meanings as those defined in the 2020/21 Annual Report unless the context requires otherwise.

The Board would like to provide the following further information in relation to the Share Option Scheme.

During FY2020/21, the Company granted a total of 268,720,400 options to its directors, eligible employees and eligible participants on 23 April 2020 pursuant to the Share Option Scheme. The closing price of the Shares immediately before the date of such grant (i.e. 22 April 2020) was HK\$23.2 per share. Among such options:

- (A) 159,720,400 options were granted to the grantees in their capacities as eligible employees at the material time, consisting of (a) the grantees of 152,793,800 options who remained to be eligible employees as of 31 March 2021; and (b) the grantees of 6,926,600 options who ceased to be eligible employees as of 31 March 2021 (including the grantees of (i) 1,546,000 options who ceased to be eligible employees but were retained by the Group as consultants and therefore these grantees continued to be eligible participants, and hence their options have not yet lapsed, as of such date; and (ii) 5,380,600 options who ceased to be eligible participants and hence their options have lapsed as of such date). As of 30 September 2021, among the aforesaid 159,720,400 options, the grantees of 148,780,600 options remained to be eligible participants (including eligible employees who held 147,096,600 options and consultants who held 1,684,000 options) and hence

such options have not lapsed as of such date; and the grantees of 10,939,800 options ceased to be eligible participants and hence such options have lapsed as of such date. The following table summarizes the movements of share options granted to the aforementioned eligible employees during the financial year ended 31 March 2021 and the six months ended 30 September 2021:

	Balance as at 1 April 2020	Granted during the period	Exercised during the period	Lapsed/ cancelled during the period	Balance as at 31 March 2021
Number of share options	—	159,720,400	—	5,380,600	154,339,800

	Balance as at 1 April 2021	Granted during the period	Exercised during the period	Lapsed/ cancelled during the period	Balance as at 30 September 2021
Number of share options	154,339,800	—	—	5,559,200	148,780,600

- (B) 109,000,000 options were granted to the grantees in their capacities as directors of the Company at the material time (including 1,000,000 options that were granted to a then director of the Company who subsequently resigned from such role and continued to be retained by the Group as a consultant and therefore continued to be an eligible participant as of 31 March 2021). As of 30 September 2021, the aforesaid information remained unchanged.

Pursuant to the limit stipulated under the Share Option Scheme, as of 31 March 2021, the maximum number of further share options permitted to be granted thereunder was 258,516,497, representing approximately 4.96% of the number of total issued shares of the Company as of 31 March 2021.

Regarding the maximum entitlement of each eligible participants under the Share Option Scheme, unless shareholders' approval is obtained in accordance with the Listing Rules, the Board cannot grant any option (“**Triggering Option**”) to any eligible participant which, if exercised, would result in that eligible participant becoming entitled to subscribe for such number of Shares as, when aggregated with the total number of Shares already issued or to be issued to him upon exercise of all options granted to him under the Share Option Scheme or any other share option scheme in the 12-month period immediately preceding the grant date of the Triggering Option to exceed one per cent of the number of shares of the Company in issue as at that grant date.

## APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 31 January 2022 in relation to the appointment of Dr. MA Weihua (“**Dr. MA**”) as an independent non-executive director of the Company, chairman of the Sustainability Committee and a member of each of the Audit Committee and the Corporate Governance and Risk Control Committee of the Company.

Dr. MA, as an independent non-executive director, is entitled to an annual director's fee of HK\$264,000 and discretionary bonus. He is also entitled to (i) an annual fee of HK\$604,000 for being the chairman of the Sustainability Committee of the Company; (ii) an annual fee of HK\$66,000 for being a member of the Audit Committee of the Company; and (iii) an annual fee of HK\$66,000 for being a member of the Corporate Governance and Risk Control Committee of the Company.

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

*Chairman, Managing Director and President*

Hong Kong, 9 February 2022

*As at the date of this announcement, Mr. LIU Ming Hui, Mr. HUANG Yong, Mr. ZHU Weiwei, Ms. LI Ching, Ms. LIU Chang and Mr. ZHAO Kun 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, Mr. ZHANG Ling and Dr. MA Weihua are the independent non-executive directors of the Company.*

\* *For identification purpose only*