

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)

**ANNOUNCEMENT PURSUANT TO
RULES 13.51B(2) AND 13.51(2)(u) OF THE LISTING RULES;
RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND
CHANGE IN COMPOSITION OF BOARD COMMITTEES**

This announcement is made by Sino Gas Holdings Group Limited (the “**Company**”) pursuant to Rules 13.51B(2) and 13.51(2)(u) of The Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Reference is made to a statement published by the Securities and Futures Commission (“**SFC**”) on 19 September 2025 (the “**SFC Statement**”). In the SFC Statement, it is stated that the SFC has commenced legal proceedings to seek disqualification orders against four former directors of Century Energy International Holdings Limited, formerly known as China Oil Gangran Energy Group Holdings Limited (“**China Oil Gangran Energy**”), including Dr. Zheng Jian Peng (an independent non-executive director of the Company), who was an executive director, chief financial officer and company secretary of China Oil Gangran Energy at the relevant time. In seeking disqualification orders, the SFC alleges that the former directors failed to properly supervise major operating subsidiaries in the People’s Republic of China; nor did they act in the company’s best interests. As a result, their prolonged lack of oversight led to the deconsolidation of these operating subsidiaries and significant financial losses.

Dr. Zheng has noted the SFC Statement and will defend his rights vigorously. He does feel, however, that it is in the best interests of the Company that he resigns as an independent non-executive director of the Company, with such resignation to take effect from 19 September 2025 (the “**Resignation**”).

Dr. Zheng has confirmed that he has no disagreement with the Board and there is no matter relating to the Resignation which needs to be brought to the attention of shareholders of the Company and the Stock Exchange.

The Board would like to thank Dr. Zheng for his years of service to the Company.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board further announces that following the Resignation and with effect from 19 September 2025, Dr. Zheng also ceased to be a member of each of the audit committee (the “**Audit Committee**”), the remuneration committee (the “**Remuneration Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Company. Ms. Ji Ling, being an executive Director, has been appointed as a member of each of the Remuneration Committee and Nomination Committee with effect from 19 September 2025.

The Board noted that, following the Resignation, the Company has two independent non-executive directors and two audit committee members. The number of independent non-executive director falls below the minimum number as required under Rule 3.10(1) of the Listing Rules, and the number of the audit committee members also falls below the minimum number as required under Rule 3.21 of the Listing Rules. The current composition of the members of the Audit Committee does not meet the requirement under Rule 3.10(2) of the Listing Rule that at least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise.

The Company will endeavour to seek a suitable candidate to fill the vacancy of the independent non-executive director and the chairman of the Audit Committee as soon as possible and within three months from the date of Resignation pursuant to Rule 3.11 and Rule 3.23 of the Listing Rules. The Company will make further announcement as and when appropriate.

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

Hong Kong, 21 September 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