

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)

CHANGE OF CHIEF EXECUTIVE OFFICER

The Board is pleased to announce that in order to further enhance the corporate governance standard of the Group and comply with code provision A.2.1 of the Code, Mr. Ji Guang has stepped down from his role as the Chief Executive Officer of the Group with effect from 8 January 2021 and remained as an Executive Director and the Chairman of the Company.

Meanwhile, Ms. Ji Ling has been appointed as the Chief Executive Officer with effect from 8 January 2021.

CHANGE OF CHIEF EXECUTIVE OFFICER

The board (the “**Board**”) of directors of Sino Gas Holdings Group Limited (the “**Company**”), together with its subsidiaries, the “**Group**”) is pleased to announce that in order to further enhance the corporate governance standard of the Group and comply with code provision A.2.1 of the Corporate Governance Code (the “**Code**”) as set out in Appendix 14 to The Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), Mr. Ji Guang (姬光先生) (“**Mr. Ji**”) has stepped down from his role as the Chief Executive Officer of the Group with effect from 8 January 2021.

Mr. Ji has confirmed that he has no disagreement with the Board and the Company and that there are no matters relating to his cessation to act as the Chief Executive Officer that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and the Stock Exchange. Mr. Ji will remain as an Executive Director and the Chairman of the Company.

Meanwhile, Ms. Ji Ling (姬玲女士) (“**Ms. Ji**”), an Executive Director of the Company, has been appointed as the Chief Executive Officer of the Group with effect from 8 January 2021.

The biographical details of Ms. Ji are as follows:

Ms. Ji, aged 31, is the Vice-Chairman of the Board, an Executive Director and the financial controller of the Group. She joined the Group in April 2016 as the investment director of Guangdong Sino Gas Investment Company Limited (廣東中油潔能投資有限公司). She is primarily responsible for financial planning and strategic management of the Group and overseeing the internal control and risk management policies of the Group. Ms. Ji was appointed as a director on 11 June 2018 and re-designated and/or appointed as an Executive Director and the Vice-Chairman of the Board on 11 June 2018 and 22 November 2018 respectively. Since 2019, Ms. Ji was also appointed as the director of various subsidiaries of the Company. Meanwhile, she began to participate in planning businesses and marketing strategies, supervising the overall operations of the Group, and overseeing the daily management of businesses of the Group.

Ms. Ji completed the programme of Associate of Business Administration at the School of Professional and Continuing Education Community College of The University of Hong Kong (HKUSPACE) in June 2009. She then obtained a degree of Bachelor of Science in Accounting and Finance from the University of East Anglia, the United Kingdom, in July 2012 and a degree of Master of Science in Management of Information Technology from the University of Nottingham, the United Kingdom, in December 2013. She is now pursuing an Executive Master of Business Administration (EMBA) degree at the PBC School of Finance, Tsinghua University (清華大學五道口金融學院), the PRC.

Ms. Ji entered into a service contract with the Company pursuant to which she agreed to act as an Executive Director for an initial term of three years with effect from 1 December 2018 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. Ms. Ji is entitled to a basic annual salary of RMB240,000 and a discretionary management bonus taking into consideration the financial performance of the Group and the contribution of Ms. Ji to the Group for the financial year concerned. Ms. Ji will receive no additional remuneration for her appointment as the Chief Executive Officer. The relevant remuneration is recommended by the Remuneration Committee and determined by the Board with reference to her duties and responsibilities with the Company and prevailing market conditions.

Save as disclosed above, Ms. Ji did not hold any directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Ms. Ji is the daughter of Mr. Ji. Save as disclosed herein, Ms. Ji does not have any relationship with any other Directors, senior management or substantial Shareholders or controlling Shareholders of the Company.

As at the date of this announcement, Ms. Ji is deemed to be a member of the J&Y Family Trust (a discretionary trust established by Mr. Ji as the founder and protector of the Company, holding 121,500,000 shares of the Company through China Full Limited, equivalent to approximately 56.25% of the issued shares of the Company) under the discretionary object. Save as disclosed herein, as at the date of this announcement, Ms. Ji does not have any interest in Shares or underlying Shares within the meaning of Part XV of the SFO.

There is no information which is discloseable nor is Ms. Ji involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Ji that need to be brought to the attention of the Shareholders.

IMPLICATION OF THE CORPORATE GOVERNANCE CODE

The code provision A.2.1 of the Code states that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Following the change of the Chief Executive Officer, the Company has complied with this requirement of the Code in this respect.

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

Hong Kong, 8 January 2021

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*)

Ms. Cui Meijian

Mr. Zhou Feng

Independent non-executive Directors:

Mr. Sheng Yuhong

Mr. Wang Zhonghua

Dr. Zheng Jian Peng