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CHANGE OF AUDITOR

This announcement is issued by Sino Gas Holdings Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(4) of Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

RESIGNATION OF AUDITOR

The Board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that KPMG (“**KPMG**”) has resigned as the auditor of the Company with effect from 17 December 2021, as the Company could not reach a consensus with KPMG on the audit fee for the financial year ending 31 December 2021.

The Company is incorporated under the laws of the Cayman Islands and to the knowledge of the Board, there is no requirement under the laws of Cayman Islands for the resigning auditor to confirm whether or not there is any circumstance connected with their resignation which they consider should be brought to the attention of the Company’s shareholders (the “**Shareholders**”) and creditors (the “**Creditors**”) of the Company. Therefore, KPMG has not issued such confirmation. The Board and the audit committee (the “**Audit Committee**”) of the Company also confirmed that, save as disclosed above in relation to the audit fee, there is no disagreement between KPMG and the Company, and there is no other matter in respect of the resignation of KPMG as the auditor of the Company that needs to be brought to the attention of the Shareholders and Creditors.

The Board further confirmed that KPMG has not yet commenced any audit work on the financial statements of the Group for the year ending 31 December 2021. It is therefore expected that the change of auditor will not have any significant adverse impact on the annual audit and the release of annual results of the Group for the year ending 31 December 2021.

The Board would like to take this opportunity to express its sincere gratitude to KPMG for its professional services provided to the Company during the past years.

APPOINTMENT OF AUDITOR

The Board announces that with the recommendation from the Audit Committee, the Board has resolved to appoint Mazars CPA Limited (“**Mazars**”) as the new auditor of the Company with effect from 17 December 2021 to fill the casual vacancy following the resignation of KPMG and to hold office until the conclusion of the next annual general meeting of the Company. Pursuant to Article 173 of the articles of association of the Company, the Board may fill any casual vacancy in the office of auditor and fix the remuneration of the auditor so appointed. Accordingly, no extraordinary general meeting will be held for such purpose.

The Board would like to take this opportunity to extend its warmest welcome to Mazars on its appointment as the new auditor of the Company.

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

Hong Kong, 17 December 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