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*Unless the context requires otherwise, the capitalised terms in this announcement shall have the same meanings as those defined in the Prospectus dated 14 December 2018 (the “**Prospectus**”) issued by Sino Gas Holdings Group Limited (the “**Company**”).*

*This announcement is for information purpose only and does not constitute an invitation to induce an offer or an offer by any person to acquire, purchase or subscribe for any Shares or securities of the Company under the Global Offering. Potential investors should read the Prospectus carefully for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Offer Shares thereby being offered.*

*This announcement is not for release, publication or distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities of the Company in the United States or in any other jurisdictions. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States (as defined in Regulation S under the U.S. Securities Act) except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer and is not currently intended to be any public offer of securities in the United States.*

*In connection with the Global Offering, Innovax Securities Limited, as stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may over-allocate Shares or effect transactions with a view to stabilising or maintaining the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period after the Listing Date. However, there is no obligation on the Stabilising Manager, its affiliates or any person acting for it, to conduct any such stabilising action, which, if commenced, will be done at the sole and absolute discretion of the Stabilising Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilising activity is required to be brought to an end on the 30th day after the last date for the lodging of applications under the Public Offer, being Friday, 18 January 2019. The number of Shares which can be over-allocated will not exceed the number of Shares which may be issued under the Over-allotment Option, namely 8,100,000 Shares, which is 15.0% of the Shares initially available under the Global Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Chapter 571W of the Laws of Hong Kong). A public announcement will be made on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.sinogasholdings.com](http://www.sinogasholdings.com) within seven days after the expiration of the stabilising period in compliance with the Securities and Futures (Price Stabilizing) Rules. Details of the intended stabilization and how it will be regulated under the Securities and Futures Ordinance are set forth in the section headed “Structure and Conditions of the Global Offering” of the Prospectus.*

*Potential investors should be aware that stabilising actions cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on the 30th day after the last date for lodging applications under the Public Offer, being Friday, 18 January 2019. After this date, no further stabilising action may be taken and demand for the Shares and the price of the Shares could fall.*

*Potential investors should read the Prospectus for detailed information about the Global Offering described below before deciding whether or not to invest in the Shares thereby being offered. Any investment decision in relation to the Offer Shares should be taken solely in reliance on the information provided in the Prospectus.*

*The Public Offer Shares will be offered to the public in Hong Kong subject to the terms and conditions set out in the Prospectus and the related Application Forms. The Public Offer Shares will not be offered to any person who is outside Hong Kong and/or not resident in Hong Kong.*



**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)*

**GLOBAL OFFERING**

- Number of Offer Shares under the Global Offering** : 54,000,000 Shares (subject to the Over-allotment Option)
- Number of Public Offer Shares** : 5,400,000 Shares (subject to reallocation)
- Number of International Placing Shares** : 48,600,000 Shares (subject to reallocation and the Over-allotment Option)
- Offer Price** : Not more than HK\$3.4 per Offer Share and expected to be not less than HK\$2.8 per Offer Share (payable in full on application in Hong Kong dollars and subject to refund, plus brokerage fee of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%)
- Nominal value** : HK\$0.01 per Share
- Stock code** : 1759

Sole Sponsor



Sole Global Coordinator, Joint Bookrunner and Joint Lead Manager



Joint Bookrunner and Joint Lead Manager



Joint Lead Managers



**Pulsar Capital Limited**



**China Goldjoy Securities Limited**

Application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued, including Shares to be issued pursuant to the Global Offering and the Capitalisation Issue or upon the exercise of the Over-allotment Option and any Shares which may be issued pursuant to the exercise of any option that may be granted under the Share Option Scheme. Assuming that the Global Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Friday, 28 December 2018, it is expected that dealings in the Shares on the Main Board of the Stock Exchange will commence at 9:00 a.m. on Friday, 28 December 2018.

The Global Offering comprises the Public Offer of initially 5,400,000 Public Offer Shares (subject to reallocation), representing 10% of the Offer Shares initially available under the Global Offering, and the International Placing of initially 48,600,000 Shares (subject to reallocation and the Over-allotment Option), representing 90% of the Offer Shares initially available under the Global Offering. The allocation of the Offer Shares between the Public Offer and the International Placing will be subject to adjustment as described in the section headed “Structure and Conditions of the Global Offering” in the Prospectus.

In particular, the Sole Global Coordinator may reallocate Offer Shares from the International Placing to the Public Offer to satisfy valid applications under the Public Offer. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, if such reallocation is conducted other than pursuant to Practice Note 18 of the Listing Rules, in accordance with Guidance Letter HKEX-GL91-18, the maximum total number of Offer Shares that may be reallocated to the Public Offer following such reallocation shall be not more than double the initial allocation to the Public Offer (i.e. 10,800,000 Offer Shares).

In connection with the Global Offering and pursuant to the International Underwriting Agreement, the Company is expected to grant to the International Underwriters the Over-allotment Option exercisable at the sole discretion of the Sole Global Coordinator (for itself and on behalf of the International Underwriters) at any time within 30 days from the last day for the lodging of applications under the Public Offer (the last day for the exercise of the Over-allotment Option being Friday, 18 January 2019), to require the Company to allot and issue up to an aggregate of 8,100,000 additional Shares, representing in aggregate 15% of the initial size of the Global Offering, at the same price per Offer Share under the International Placing, to cover, among other things, over-allocation in the International Placing, if any. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company’s website at [www.sinogasholdings.com](http://www.sinogasholdings.com) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

If the Stock Exchange grants the listing of, and permission to deal in, the Shares on the Stock Exchange and the Company complies with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or any other date as determined by HKSCC. Settlement of transactions between Exchange Participants (as defined in the Listing Rules) is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$3.4 per Offer Share and will not be less than HK\$2.8 per Offer Share, unless otherwise announced by the Company no later than the morning of the last day for lodging applications under the Public Offer. Applicants for the Public Offer Shares are required to pay, on application, the maximum Offer Price of HK\$3.4 per Offer Share together with brokerage of 1%, the SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$3.4 per Offer Share.

**Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the Application Forms and the designated website ([www.hkeipo.hk](http://www.hkeipo.hk)) for the HK eIPO White Form Service.**

Applicants who would like to have the allotted Public Offer Shares to be issued in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the **HK eIPO White Form Service** Provider at [www.hkeipo.hk](http://www.hkeipo.hk) under the **HK eIPO White Form** service. Applicants who would like to have the allotted Public Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 14 December 2018 to 12:00 noon on Wednesday, 19 December 2018 from:

1. the following offices of the Public Offer Underwriters:

Innovax Securities Limited	Unit A–C 20/F Neich Tower, 128 Gloucester Road, Wan Chai, Hong Kong
Victory Securities Company Limited	Room 1101–3, 11/F., Yardley Commercial Building, 3 Connaught Road West, Sheung Wan, Hong Kong
Pulsar Capital Limited	Unit 318, 3/F, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong
China Goldjoy Securities Limited	Unit 1703–06 Infinitus Plaza, 199 Dex Voeux Road Central, Hong Kong
BMI Securities Limited	Suites 909–916 Shui On Centre, 6–8 Harbour Road, Wan Chai, Hong Kong

2. the following office of the Sole Sponsor:

Innovax Capital Limited	Room 2002, 20/F, Chinachem Century Tower, 178 Gloucester Road, Wan Chai, Hong Kong
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3. any of the following outlets of the receiving bank:

Bank of Communications Co., Ltd. Hong Kong Branch

<b>District</b>	<b>Outlet Name</b>	<b>Address</b>
Hong Kong Island	Business Department	20 Pedder Street, Central
	Quarry Bay Sub-Branch	Shops 3 and 4 on G/F., 981A–981F King’s Road, Chung Hing Mansion, Quarry Bay
Kowloon	Kowloon Sub-Branch	G/F., 563 Nathan Road
New Territories	Tai Po Sub-Branch	Shop No.1, 2, 26 & 27, G/F., Wing Fai Plaza, 29–35 Ting Kok Road, Tai Po

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 14 December 2018 until 12:00 noon on Wednesday, 19 December 2018 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker’s cashier order marked payable to “Bank of Communications (Nominee) Co. Ltd. — Sino Gas Public Offer” attached should be deposited in the special collection boxes provided at any of the outlets of the receiving bank listed above, at the following times:

**Friday, 14 December 2018 — 9:00 a.m. to 5:00 p.m.**  
**Saturday, 15 December 2018 — 9:00 a.m. to 1:00 p.m.**  
**Monday, 17 December 2018 — 9:00 a.m. to 5:00 p.m.**  
**Tuesday, 18 December 2018 — 9:00 a.m. to 5:00 p.m.**  
**Wednesday, 19 December 2018 — 9:00 a.m. to 12:00 noon**

The application lists will be open from 11:45 a.m. to 12:00 noon on Wednesday, 19 December 2018, the last application day or such later time as described in the section headed “How to Apply for Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

Applicants applying by **HK eIPO White Form** Service may submit applications through the **HK eIPO White Form** Service Provider at [www.hkeipo.hk](http://www.hkeipo.hk) (24 hours daily, except on the last application day) from 9:00 a.m. on Friday, 14 December 2018 until 11:30 a.m. on Wednesday, 19 December 2018 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Wednesday, 19 December 2018 or such later time as described in the section headed “How to Apply for Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

## **Time for Inputting Electronic Application Instructions<sup>(1)</sup>**

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

**Friday, 14 December 2018 — 9:00 a.m. to 8:30 p.m.**  
**Monday, 17 December 2018 — 8:00 a.m. to 8:30 p.m.**  
**Tuesday, 18 December 2018 — 8:00 a.m. to 8:30 p.m.**  
**Wednesday, 19 December 2018 — 8:00 a.m. to 12:00 noon**

*Note:*

(1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants and/or CCASS Investor Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Friday, 14 December 2018 until 12:00 noon on Wednesday, 19 December 2018 (24 hours daily, except on the last application day) or such later time as described in the section headed “How to Apply for Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

Please refer to the sections headed “Structure and Conditions of the Global Offering” and “How to Apply for Public Offer Shares” in the Prospectus for details of the conditions and procedures of the Public Offer.

The Company expects to publish the announcement of the final Offer Price, the level of indication of interest in the International Placing, the level of applications in the Public Offer, result of applications and the basis of allocation of the Public Offer Shares on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and on the Company’s website ([www.sinogasholdings.com](http://www.sinogasholdings.com)) on Thursday, 27 December 2018. The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Public Offer will be available through a variety of channels from Thursday, 27 December 2018 as described in the section headed “How to Apply for Public Offer Shares — 11. Publication of Results” in the Prospectus.

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum Offer Price of HK\$3.4 per Offer Share (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Public Offer are not fulfilled in accordance with the section headed “Structure and Conditions of the Global Offering — Conditions of the Public Offer” in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and the Stock Exchange trading fee, will be refunded, without interest or the cheque or banker’s cashier order will not be cleared.

The Company will not issue temporary documents of title. Share certificates will only become valid at 8:00 a.m. on Friday, 28 December 2018 provided that the Global Offering has become unconditional in all respects and the right of termination described in the section headed “Underwriting — Underwriting Arrangements and Expenses — Public Offer — Grounds for termination” in the Prospectus has not been exercised. No receipt will be issued for sums paid on application.

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, 28 December 2018. The Shares will be traded in board lots of 1,000 Shares each. The stock code of the Shares is 1759.

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

Hong Kong, 14 December 2018

*As at the date of this announcement, the board of Directors of the Company comprises Mr. Ji Guang, Ms. Ji Ling, Ms. Cui Meijian and Mr. Zhou Feng as executive Directors; and Mr. Sheng Yuhong, Mr. Wang Zhonghua and Dr. Zheng Jian Peng as independent non-executive Directors.*