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PROPOSED ADOPTION OF THE SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION

This announcement is made by Sino Gas Holdings Group Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board of directors (the “**Board**”) of the Company proposes to make certain amendments to the existing articles of association of the Company (the “**Articles of Association**”). Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections for issuers. As such, the Board proposes to make certain amendments to the Articles of Association by way of adoption of the second amended and restated articles of association of the Company (the “**Second Amended and Restated Articles of Association**”) in substitution for, and to the exclusion of, the existing Articles of Association for the purposes of, among others, (i) reflecting the core shareholder protection standards as set out in the revised Appendix 3 to the Listing Rules which took effect on 1 January 2022; (ii) allowing general meetings to be held as an electronic meeting (also referred to as a virtual general meeting) or as a hybrid meeting where the shareholders of the Company (the “**Shareholders**”) may participate by electronic means in addition to by attending the meeting physically, together with introducing relevant rules in relation to the conduct of general meetings; and (iii) introducing house-keeping amendments to the Articles of Association for the purpose of clarifying existing practices pursuant to the relevant laws and regulations of the Cayman Islands (collectively, the “**Proposed Amendments**”). Details of the Proposed Amendments will be set out in the circular to be despatched to the Shareholders.

At the upcoming annual general meeting of the Company (“AGM”), a special resolution will be proposed for the Shareholders to consider and, if thought fit, approve the proposed adoption of the Second Amended and Restated Articles of Association incorporating the Proposed Amendments.

A circular containing, among other things, the details of the Proposed Amendments brought about by the adoption of the Second Amended and Restated Articles of Association together with a notice convening the AGM will be despatched to the Shareholders in due course.

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

Hong Kong, 26 April 2023

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