



新奥燃气控股有限公司 XinAo Gas Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2688)

(Website: www.xinaogas.com)

RE-DESIGNATION OF DIRECTOR

The Board would like to announce that Mr. Jin Yongsheng (金永生先生) has been re-designated as a non-executive director of the Company with effect from 5 June 2006.

RE-DESIGNATION OF DIRECTOR

The board of directors (the "Board") of XinAo Gas Holdings Limited (the "Company", together with its subsidiaries, the "Group") would like to announce that Mr. Jin Yongsheng (金永生先生), who has been an executive director of the Company since 4 December 2000, has been re-designated as a non-executive director of the Company with effect from 5 June 2006.

Mr. Jin, aged 42, graduated from the Tianjin University of Finance and Economics in the People's Republic of China (the "PRC") in 1986, specializing in finance and obtained an executive master's degree of business administration from the Guanghua School of Management of the Peking University in 2005. Prior to joining the Group in 1996, Mr. Jin was an assistant professor in the Township and Village Enterprise Cadre College of the Ministry of Agriculture in the PRC. Mr. Jin is a qualified lawyer in the PRC and has over 16 years of experience in legal practice. He holds various directorships in the subsidiaries of the Company. He has been appointed as the chief executive officer and an executive director of Enric Energy Equipment Holdings Limited (Stock Code: 8289) on 5 June 2006. Save as disclosed above, Mr. Jin had not held any positions with any members of the Group and he had not held any other directorships in any listed public companies in the last three years.

As at the date of this announcement, Mr. Jin is not connected with any directors, senior management, substantial or controlling shareholders of the Company. As at the date of this announcement, Mr. Jin is not interested in any shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Jin has entered into an appointment letter with the Company with an initial term commencing on 5 June 2006 and expiring on 28 February 2007, unless early-terminated in accordance with the terms thereof. The appointment is subject to retirement by rotation and re-election at the annual general meeting of the Company according to the Articles of Association of the Company. Pursuant to the terms of the appointment letter, Mr. Jin is entitled to director's fee of HK\$120,000 per annum which is determined with reference to his duties and responsibilities with the Company, the Company's remuneration policy and the market benchmark.

Save as disclosed above, Mr. Jin has confirmed that there are no other matters that need to be brought to the attention of the shareholders of the Company in connection with his re-designation as a non-executive director and there are no information that is required to be disclosed pursuant to rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

By Order of the Board
XINAO GAS HOLDINGS LIMITED
CHENG Chak Ngok

Executive Director and Company Secretary

Hong Kong, 5 June 2006

As at the date of this announcement, the Board comprises of eight executive directors, namely WANG Yusuo (Chairman), Mr. YANG Yu (Chief Executive Officer), Mr. CHEN Jiacheng, Mr. ZHAO Jinfeng, Mr. QIAO Limin, Mr. YU Jianchao, Mr. CHEUNG Yip Sang and Mr. CHENG Chak Ngok; two non-executive directors, namely Ms. ZHAO Baoju and Mr. JIN Yongsheng; and three independent non-executive directors, namely Mr. WANG Guangtian, Ms. YIEN Yu Yu, Catherine and Mr. KONG Chung Kau.

*Please also refer to the published version of this announcement in
The Standard and Hong Kong Economic Times.*