

FORM F

The Growth Enterprise Market (GEM)

Company Information Sheet

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Company name : **Zhongyu Gas Holdings Limited**

Stock code (ordinary shares) : **8070**

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 20 March 2007

A. General

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 5 June 2001

Name of Sponsor : N/A

Name of Directors : ***Executive Directors***
(please distinguish the status of the directors – Executive, Non-Executive or Independent Non-Executive) Mr. Wang Wenliang (Chairman)
Mr. Hao Yu (Chief Executive Officer)
Mr. Lu Zhaoheng

Non-executive Directors
Mr. Xu Yongxuan (Vice-Chairman)
Mr. Wang Lei
Mr. Nicholas John Ashley Rigg

Independent Non-executive Directors
Mr. Wang Shunlong
Dr. Luo Yongtai
Mr. Hung, Randy King Kuen

	Name of shareholder	Approximate percentage of shareholding
Names(s) of substantial shareholders(s) (as such term is defined in Rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	: Hezhong Investment Holding Company Limited	54.87%
	Mr. Wang Wenliang	55.50%
Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company	: N/A	
Financial year end date	: 31 December	
Registered address	: Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands	
Head office and principal place of business	: Suite 3016, 30 th Floor One International Finance Centre 1 Harbour View Street Central Hong Kong	
Web-site address (if applicable)	: N/A	
Share registrar	: <i>Principal share registrar</i> Bank of Bermuda (Cayman) Limited <i>Hong Kong branch share registrar</i> Secretaries Limited	
Auditors	: Deloitte Touche Tohmatsu	

B. Business Activities

The Group is principally engaged in:

- (i) the development, construction and operation of gas projects in the PRC, which principally include design and construction of gas pipeline network and ancillary facilities and sale of gas, as well as sale and maintenance of gas appliances; and
- (ii) the business of human resource management ("HRM") solution provision in Hong Kong and the PRC, which principally include development and sale of HRM software, as well as provision of related consultancy services including the project management, implementation and maintenance of the MRC HRM system.

C. Ordinary Shares

Number of ordinary shares in issue	:	1,590,185,542
Par value of ordinary shares in issue	:	HK\$0.01 per ordinary share
Board lot size (in number of shares)	:	6,000
Name of other stock exchange(s) on which ordinary shares are also listed	:	N/A

D. Warrants

Stock code	:	N/A
Board lot size	:	N/A
Expiry date	:	N/A
Exercise price	:	N/A
Conversion ratio (Not applicable if the warrant is denominated in dollar value of conversion right)	:	N/A
No. of warrants outstanding	:	N/A
No. of shares falling to be issued upon the exercise of outstanding warrants	:	N/A

E. Other Securities

N/A

Responsibility Statement

The directors (the “Directors”) of the Company as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information (the “Information”) contained in this information sheet and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the information.

Signed:

Wang Wenliang

Xu Yongxuan

Hao Yu

Lu Zhaoheng

Wang Lei

Nicholas John Ashley Rigg

Wang Shun Long

Luo Yong Tai

Hung, Randy King Kuen