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中裕燃气

中裕燃气控股有限公司

ZHONGYU GAS HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8070)

**COMPLETION OF
ISSUE OF US\$40 MILLION 1% CONVERTIBLE BONDS DUE 2012**

The Board is pleased to announce that completion of the proposed issue of the Convertible Bonds took place on 25 June 2007 and the Convertible Bonds in the aggregate principal amount of US\$40,000,000 have been created and issued to the Subscribers in accordance with the terms of the Bond Subscription Agreement.

Reference is made to the announcement and the circular (the “**Circular**”) of the Company dated 28 May 2007 and 4 June 2007 respectively relating to, among other matters, the proposed issue of the Convertible Bonds. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that, with all conditions under the Bond Subscription Agreement having been fulfilled, in particular the approval from the Shareholders at the EGM held on 21 June 2007 granting a special mandate to the Directors to issue the Conversion Shares upon conversion of the Convertible Bonds and the granting of the listing of and permission to deal in the Conversion Shares by the GEM Listing Committee of the Stock Exchange, completion of the proposed issue of the Convertible Bonds took place on 25 June 2007 and the Convertible Bonds in registered form in the aggregate principal amount of US\$40,000,000 (equivalent to approximately HK\$312,000,000) have been created and issued in favour of the Subscribers in accordance with the terms of the Bond Subscription Agreement.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, each of the Subscribers and their respective ultimate beneficial owners are Independent Third Parties.

The Company would like to take this opportunity to thank its Shareholders for their continued support.

By order of the Board
Zhongyu Gas Holdings Limited
Wang Wenliang
Chairman

Hong Kong, 26 June 2007

As at the date hereof, the executive Directors are Mr. Wang Wenliang, Mr. Hao Yu and Mr. Lu Zhaocheng. The non-executive Directors are Mr. Xu Yongxuan, Mr. Wang Lei and Mr. Nicholas John Ashley Rigg. The independent non-executive Directors are Mr. Wang Shunlong, Dr. Luo Yongtai and Mr. Hung, Randy King Kuen.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the “Latest Company Announcements” page of the GEM website (www.hkgem.com) for at least 7 days from the date of its publication.