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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)

### **DELAY IN DESPATCH OF CIRCULAR**

As additional time is required to prepare the financial information of the Glory Path Group and the enlarged Group, the Company expects that the despatch of the Circular will be delayed from 6 June 2007 to on or before 31 July 2007.

The Company has applied to the Stock Exchange for a waiver from strict compliance with Rule 19.38 of the GEM Listing Rules such that the despatch of the Circular is to be postponed to on or before 31 July 2007.

Reference is made to the announcements (the “**Announcements**”) of the Company dated 7 May 2007 and 16 May 2007 in relation to, among other matters, the very substantial acquisition and connected transaction on the part of the Company involving the proposed acquisition of Glory Path Group. Definitions and terms used in this announcement, unless the context requires otherwise, shall bear the same meanings as defined in the Announcements.

### **DELAY IN DESPATCH OF CIRCULAR**

Pursuant to Rule 19.38 of the GEM Listing Rules, the Company is required to despatch the circular (the “**Circular**”) containing, among other things, details of the Acquisitions and a notice of EGM to the Shareholders within 21 days after the publication of the Announcements, which shall be on or before 6 June 2007. As additional time is required to prepare the financial information of the Glory Path Group and the enlarged Group, the Company expects that the despatch of the Circular will be delayed from 6 June 2007 to on or before 31 July 2007.

### **EXTENSION OF LONG STOP DATE**

Pursuant to the Sale and Purchase Agreement, the date by which the condition as set out in the Sale and Purchase Agreement has to be fulfilled or satisfied is on or before 30 June 2007 (the “**Long Stop Date**”) or such other later date as the parties to the Sale and Purchase Agreement may agree. Otherwise, the Sale and Purchase Agreement shall cease and determine and none of the parties thereto shall have any claim against the other save for any antecedent breach thereof.

As additional time is required to prepare the financial information of the Glory Path Group and the enlarged Group, the Board considered that it would be in the interest of the Company and the Shareholders and agreed with the extension of the Long Stop Date to 31 August 2007 or such other later date as the parties to the Sale and Purchase Agreement may agree. Save and except the extension of the Long Stop Date, all the terms of the Sale and Purchase Agreement remain unchanged. The Board considers that such extension of the Long Stop Date would not have any material adverse impact to the business and financial operation of the Group.

The Company has applied to the Stock Exchange for a waiver from strict compliance with Rule 19.38 of the GEM Listing Rules such that the despatch of the Circular is to be postponed to on or before 31 July 2007.

By Order of the Board  
**Zhongyu Gas Holdings Limited**  
**Wang Wenliang**  
*Chairman*

Hong Kong, 5 June 2007

*As at the date of this announcement, the Board comprises Mr. Wang Wenliang, Mr. Hao Yu and Mr. Lu Zhaoheng, as the executive Directors, Mr. Xu Yongxuan, Mr. Wang Lei and Mr. Nicholas John Ashley Rigg, as the non-executive Directors and Mr. Wang Shunlong, Dr. Luo Yongtai and Mr. Hung, Randy King Kuen, as the independent non-executive Directors.*

*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 issuer. 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 GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for a minimum period of 7 days from the date of its publication.*