

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

RESULTS OF EXTRAORDINARY GENERAL MEETING

The Options Resolution and the Scheme Mandate Resolution have been duly passed by the Shareholders at the EGM held on 7 May 2007 with the Options Resolution being passed by way of poll and the Scheme Mandate Resolution being passed on a show of hands.

Reference is made to the announcement and circular (the “**Circular**”) of Zhongyu Gas Holdings Limited (the “**Company**”) dated respectively 30 March 2007 and 18 April 2007 in relation to, among other matters, (i) the granting of 57,000,000 Options to Mr. Hao pursuant to the Share Option Scheme; and (ii) the proposed refreshment of the Scheme Mandate Limit. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise specified herein.

As the number of Options granted to Mr. Hao entitling him to subscribe for Shares exceeds 1% of the total number of Shares in issue as at the date of granting of such Options, the granting is subject to the approval of the Shareholders under Rule 23.03(4) of the GEM Listing Rules.

The EGM was held on 7 May 2007 to consider and, if thought fit, approve the granting of 57,000,000 Options to Mr. Hao (the “**Options Resolution**”) and the proposed refreshment of the Scheme Mandate Limit (the “**Scheme Mandate Resolution**”), both as ordinary resolutions.

RESULTS OF THE OPTIONS RESOLUTION

As stated in the Circular, in compliance with Rule 23.03(4) of the GEM Listing Rules, Mr. Hao and his associates should abstain from voting on the Options Resolution. As at the date of the EGM, a total of 1,590,185,542 Shares were in issue and none of them were held by Mr. Hao or his associates (as defined in the GEM Listing Rules). Accordingly, all Shareholders were entitled to attend and vote for or against the Options Resolution and no Shareholders were required to abstain from voting on the Options Resolution at the EGM. No Shareholders were entitled only to vote against the Options Resolution at the EGM.

The chairman of the EGM demanded for voting on the Options Resolution by poll at the EGM and the Options Resolution has been duly passed with poll results as follows:

Ordinary resolution	For		Against	
	Number of Shares	%	Number of Shares	%
To approve the Options Resolution	971,757,542	100	Nil	0

Secretaries Limited, the Hong Kong branch share registrar and transfer office of the Company, was appointed as the scrutineer for the vote-taking on the Options Resolution at the EGM.

RESULTS OF THE SCHEME MANDATE RESOLUTION

The Scheme Mandate Resolution has been duly passed by the Shareholders on a show of hands at the EGM.

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

Hong Kong, 7 May 2007

As at the date hereof, the executive Directors are Mr. Wang Wenliang, Mr. Hao Yu and Mr. Lu Zhaoheng; the non-executive Directors are Mr. Xu Yongxuan, Mr. Wang Lei and Mr. Nicholas John Ashley Rigg; and 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 Group. 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.