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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)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of the shareholders of Zhongyu Gas Holdings Limited (the “**Company**”) will be held at Suite 3016, 30th Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong on Monday, 7 May 2007 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

### ORDINARY RESOLUTIONS 1

“**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Shares (as defined below) which may be issued pursuant to the exercise of the Options (as defined below)

- (a) the offer letter dated 29 March 2007 issued by the Company to Mr. Hao Yu (“**Mr. Hao**”) and accepted by Mr. Hao on 29 March 2007 (the “**Offer Letter**”), copy of which has been produced to the EGM marked “A” and initialled by the chairman of the EGM for identification purposes, in relation to the granting of 57,000,000 share options (the “**Options**”) pursuant to the share option scheme (the “**Scheme**”) conditionally adopted by the then shareholders of the Company by a written resolution on 24 October 2003 to Mr. Hao conferring rights to subscribe for 57,000,000 shares of the Company of HK\$0.01 each (the “**Shares**”) at an initial exercise price of HK\$0.56 per Share pursuant to the Scheme be and is hereby approved, ratified and confirmed;
- (b) the acts or things that have been done in relation to the Offer Letter or the granting of the Options be and are hereby approved, ratified and confirmed; and
- (c) the directors of the Company (including Mr. Hao) (the “**Directors**”) be and are hereby authorised to do any act or things, whether under seal of the Company, that are necessary or expedient to give effect to the Offer Letter or the granting of the Options notwithstanding that Mr. Hao may also be interested in the Options.”

## ORDINARY RESOLUTIONS 2

“**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Shares which may be issued pursuant to the exercise of options granted under the Scheme, the refreshment of the scheme limit on the grant of options under the Scheme and any other share option scheme(s) of the Company of up to 10 per cent. of the issued share capital of the Company as at the date of passing this resolution (the “**Refreshed Mandate Limit**”) be and is hereby approved and the Directors be and are hereby authorised to do such act and execute such document as they deem necessary and fit to give effect to the Refreshed Mandate Limit.”

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

Hong Kong, 18 April 2007

***Registered office:***

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

***Principal place of business:***

Suite 3016, 30th Floor  
One International Finance Centre  
1 Harbour View Street  
Central  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the EGM is enclosed with the circular of the Company dated 18 April 2007. Such form is also available at the website of the Stock Exchange at <http://www.hkex.com.hk>. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the branch share registrar and transfer office of the Company in Hong Kong, Secretaries Limited, at 26/F., Tesbury Centre, 28 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should you so wish.
3. In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holder are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

*As at the date of this announcement, 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. 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 GEM website on the “Latest Company Announcements” page for at least 7 days from the date of its posting.*