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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)

## ENTERING INTO OF SUPPLEMENTARY JV AGREEMENT

The Board is pleased to announce that on 9 April 2007, the Supplementary JV Agreement was entered into between Henan Gas and the Group pursuant to which the joint development area of coalbed methane by Henan Zhongyu JV will be extended from Jiaozuo City, Henan Province, the PRC to the mine areas legally owned and controlled by Henan Gas situated at Jiaozuo City, Zhengzhou, Pingdingshan (including Yuzhou and Ruzhou), Hebi, Yima and Yongxia, Henan Province, the PRC.

The Directors (including the independent non-executive Directors) consider the terms contained in the Supplementary JV Agreement are fair and reasonable and are in the interests of the Shareholders and the Company as a whole.

Reference is made to the announcement of the Company dated 22 January 2007 and the circular (the “**Circular**”) of the Company dated 12 February 2007 in relation to the discloseable transaction on the part of the Company involving the formation of Henan Zhongyu JV. Definitions and terms used in this announcement, unless the context requires otherwise, shall bear the same meanings as defined in the Circular.

The Board is pleased to announce that on 9 April 2007, a supplementary joint-venture agreement (the “**Supplementary JV Agreement**”) to the JV Agreement was entered into between Henan Gas and the Group pursuant to which the joint development area of coalbed methane by Henan Zhongyu JV will be extended from Jiaozuo City, Henan Province, the PRC to the mine areas legally owned and controlled by Henan Gas situated at Jiaozuo City, Zhengzhou, Pingdingshan (including Yuzhou and Ruzhou), Hebi, Yima and Yongxia, Henan Province, the PRC. According to the Supplementary JV Agreement, the Group will be the exclusive sole joint venture partner of Henan Gas in these areas and without prior written consent from the Group, Henan Gas will not form any joint venture engaging in similar business with other third parties.

The Directors (including the independent non-executive Directors) consider the terms contained in the Supplementary JV Agreement are fair and reasonable and are in the interests of the Shareholders and the Company as a whole.

Save and except disclosed herein, all other terms in the JV Agreement remain in full force and effect.

Further announcement(s) will be made by the Company in respect of any material developments of the formation of Henan Zhongyu JV as and when appropriate.

By order of the Board  
**ZHONGYU GAS HOLDINGS LIMITED**  
**Wang Wenliang**  
*Chairman*

Hong Kong, 11 April 2007

*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.*