



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)

FORM OF PROXY

Form of proxy for use by shareholders at the annual general meeting of Zhongyu Gas Holdings Limited to be convened at 5/F., Hezhong Commercial Centre, No. 37 Jingqi Road, Jinshui District, Zhengzhou City, Henan Province, People's Republic of China on Monday, 24th April, 2006 at 11 a.m. and at any adjournment thereof.

I/We (note a) _____
of _____

being _____
the registered holder(s) of (note b) _____ share(s) of HK\$0.01 (the "Share(s)")
each in the share capital of Zhongyu Gas Holdings Limited (the "Company") hereby appoint (notes c and d) the chairman of the annual
general meeting or _____
of _____

_____ to act as my/our proxy to attend and vote on my/our behalf at the annual general meeting of the Company to
be held at 5/F., Hezhong Commercial Centre, No. 37 Jingqi Road, Jinshui District, Zhengzhou City, Henan Province, People's Republic of
China on Monday, 24th April, 2006 at 11:00 a.m. and at any adjournment thereof as hereunder indicated and, if no such indication is
given, as my/our proxy thinks fit.

Please make a mark in the appropriate boxes to indicate how you wish your proxy to vote(s) (notes e and f).

	FOR	AGAINST
1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31st December, 2005;		
2. To re-elect retiring directors of the Company (the "Directors"):		
(i) to re-elect Mr. Wang Shunlong as a Director;		
(ii) to re-elect Dr. Luo Yongtai as a Director;		
(iii) to re-elect Mr. Hung, Randy King Kuen as a Director;		
3. To re-appoint Messrs. Deloitte Touche Tohmatsu as the Company's auditors and to authorise the Board to fix their remuneration;		
4. To approve the proposed refreshment of the maximum number of Shares which may be allotted and issued upon the exercise of all options to be granted under the share option scheme adopted by the Company on 24th October, 2003;		
5. To approve the grant of general mandate to allot and issue new shares;		
6. To approve the grant of general mandate to repurchase shares; and		
7. To extend the new issue mandate by the nominal amount of shares repurchased by the Company.		

Dated the _____ day of _____ 2006 Shareholder's signature (notes g and h) _____

Notes:

- a. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- b. Please insert the number of share(s) registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the share capital of the Company registered in your name(s).
- c. A proxy need not be a shareholder of the Company, but must attend the annual general meeting in person to represent you. You are entitled to appoint a proxy of your own choice. If you wish to appoint some person other than the chairman of the annual general meeting as your proxy, please delete the words "the chairman of the annual general meeting or" and insert the full name and address of the proxy desired in the space provided. Any changes should be initialled.
- d. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and subject to the articles of association of the Company, to vote on his behalf at the annual general meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
- e. On a show of hands, every shareholder of the Company who is present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote, and on a poll, every shareholder who is present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every share of which he is the holder which is fully paid or credited as fully paid.
- f. **If you wish to vote for the resolutions, please tick ("✓") in the box marked "For". If you wish to vote against the resolutions, please tick ("✓") in the box marked "Against".** If this form of proxy returned is duly signed but without specific direction on the proposed resolutions, the proxy will vote or abstain at his discretion in respect of the proposed resolutions. A proxy will also be entitled to vote or abstain at his discretion on any resolutions (or amendment thereto) properly put to the annual general meeting other than those set out in the notice convening the annual general meeting.
- g. In the case of joint holders, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the annual general meeting, whether in person or by proxy, the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- h. This form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- i. To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited 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, Wanchai, Hong Kong not later than 48 hours before the time of the annual general meeting or any adjournment thereof.
- j. Any alteration made to this form of proxy should be initialled by the person who signs the form.
- k. Completion and return of this form of proxy will not preclude you from attending and voting at the annual general meeting if you so wish. In the event that you attend the annual general meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.