

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



中裕燃氣控股有限公司

ZHONGYU GAS HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3633)

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The Board is pleased to announce that all Resolutions as set out in the notice of the AGM were duly passed as ordinary resolutions of the Company by way of poll at the AGM held on 3 May 2013.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

References are made to the circular (the “Circular”) of Zhongyu Gas Holdings Limited (the “Company”) and the notice of the annual general meeting of the Company (the “AGM”), both dated 28 March 2013. Terms used in this announcement shall have the same meanings as those defined in the Circular unless defined otherwise herein.

The Board is pleased to announce that all ordinary resolutions (“Resolutions”) as set out in the notice of the AGM were duly passed as ordinary resolutions of the Company by way of poll at the AGM held on 3 May 2013.

Tricor Secretaries Limited, the branch share registrar of the Company in Hong Kong, was appointed as scrutineer for the vote-taking in the AGM.

There were no parties that had stated their intention in the Circular to vote against the Resolutions or to abstain from voting on the Resolutions.

The total numbers of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the AGM held on 3 May 2013 was 2,524,007,684 Shares, representing the entire issued share capital of the Company as at the date of the AGM. There were no Shares entitling the Shareholders to attend and vote only against the Resolutions at the AGM. The voting results in respect of the Resolutions were as follows:

Ordinary Resolutions		For		Against	
		Number of Votes	%	Number of Votes	%
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor of the Company for the year ended 31 December 2012;	1,237,977,542	100	0	0
2(a).	To re-elect the following retiring directors of the Company (the “ Directors ”):				
	(i) to re-elect Mr. Wang Wenliang as an executive Director;	1,237,977,542	100	0	0
	(ii) to re-elect Mr. Li Chunyan as an independent non-executive Director;	1,237,613,542	99.97	364,000	0.03
	(iii) to re-elect, approve, and confirm Dr. Luo Yongtai as an independent non-executive Director who will serve the Company for more than nine years as an independent non-executive Director;	1,237,613,542	99.97	364,000	0.03
2(b).	To authorise the board of Directors (the “ Board ”) or the Remuneration Committee of the Company to fix the remuneration of the Directors;	1,237,977,542	100	0	0
3.	To re-appoint Messrs. Deloitte Touche Tohmatsu as the Company’s auditors and to authorise the Board to fix their remuneration;	1,237,977,542	100	0	0
4.	To approve the grant of general mandate to allot and issue new Shares;	1,236,605,542	99.89	1,372,000	0.11
5.	To approve the grant of general mandate to repurchase Shares;	1,237,977,542	100	0	0
6.	To extend the new issue mandate by the nominal amount of Shares repurchased by the Company;	1,237,613,542	99.97	364,000	0.03
7.	To approve the termination of the Existing Share Option Scheme conditional upon ordinary resolution 8 below being passed; and	1,237,977,542	100	0	0
8.	To approve the adoption of the New Share Option Scheme.	1,236,605,542	99.89	1,372,000	0.11

As more than 50% of the votes were cast in favour of each of the Resolutions, all the Resolutions were duly passed as ordinary resolutions of the Company.

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

Hong Kong, 3 May 2013

As at the date of this announcement, the executive Directors are Mr. Wang Wenliang, Mr. Lui Siu Keung and Mr. Lu Zhaoheng, the non-executive Director is, Mr. Xu Yongxuan and the independent non-executive Directors are Mr. Li Chunyan, Dr. Luo Yongtai and Mr. Hung, Randy King Kuen.