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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)

DISCLOSEABLE TRANSACTION PROPOSED PRIVATIZATION OF SINO GAS INTERNATIONAL HOLDINGS INC. AMENDMENTS TO MERGER AGREEMENT

Reference is made to the announcement of the Company dated April 3, 2014 (the “**Announcement**”) in relation to the Proposed Privatization of Sino Gas. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.

The Company is informed that Prosperity Gas, Merger Sub and Sino Gas, being parties to the Merger Agreement, entered into an amendment agreement to the Merger Agreement (the “**Amendment Agreement**”) on April 16, 2014 to amend, among other things, the following terms of the Merger Agreement:

- a) in addition to the circumstances under which the Merger Agreement may be terminated pursuant to its terms as set out in the Announcement, the Merger Agreement may also be terminated by Prosperity Gas if at anytime before the Shareholders’ Approval is obtained, Sino Gas accepts and enters into an agreement to consummate an Alternative Offer simultaneously with the termination of the Merger Agreement and pay the Sino Gas Termination Fee (as defined below) to Prosperity Gas under the Merger Agreement (the “**Alternative Offer Termination Event**”); and
- b) in addition to the circumstances under which Sino Gas is required to pay Prosperity Gas a termination fee of US\$2,656,402 (the “**Sino Gas Termination Fee**”) pursuant to the terms of the Merger Agreement as set out in the Announcement, Sino Gas is also required to pay Prosperity Gas the Sino Gas Termination Fee upon occurrence of an Alternative Offer Termination Event.

Save for the amendments made in the Amendment Agreement, all other provisions of the Merger Agreement shall remain unchanged.

AS COMPLETION IS SUBJECT TO THE FULFILMENT (OR IF APPLICABLE, WAIVER) OF THE CONDITIONS, THE PROPOSED TRANSACTIONS MAY OR MAY NOT PROCEED. THE ISSUE OF THIS ANNOUNCEMENT DOES NOT IN ANY WAY IMPLY THAT THE PROPOSED TRANSACTIONS WILL BE IMPLEMENTED OR COMPLETED. SHAREHOLDERS AND POTENTIAL INVESTORS SHOULD EXERCISE CAUTION WHEN DEALING IN THE SHARES.

By order of the Board
Zhongyu Gas Holdings Limited
Lui Siu Keung
Joint Managing Director

Hong Kong, April 17, 2014

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