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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)**

### 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 30 April 2014.

### 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 27 March 2014. 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 30 April 2014.

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 30 April 2014 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 Group and the reports of the directors and independent auditor of the Company for the year ended 31 December 2013;	1,203,723,542	100	0	0
2(a).	To re-elect the following retiring Directors:				
	(i) to re-elect Mr. Lui Siu Keung as an executive Director;	1,203,723,542	100	0	0
	(ii) to re-elect Mr. Xu Yongxuan as a non-executive Director;	1,203,723,542	100	0	0
	(iii) to re-elect, approve, and confirm Mr. Hung, Randy King Kuen as an independent non-executive Director who has served the Company for more than nine years as an independent non-executive Director;	1,203,723,542	100	0	0
2(b).	To authorise the Board or the Remuneration Committee of the Company to fix the remuneration of the Directors;	1,203,723,542	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;	1,203,723,542	100	0	0
4.	To approve the grant of general mandate to allot and issue new Shares;	1,203,189,542	99.96	534,000	0.04
5.	To approve the grant of general mandate to repurchase Shares; and	1,203,723,542	100	0	0
6.	To extend the new issue mandate by the nominal amount of Shares repurchased by the Company.	1,203,189,542	99.96	534,000	0.04

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, 30 April 2014

*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.*