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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: 8070)

To the extent that the Company's announcements both dated 24 June 2010 of its results for the year ended 31 December 2009 and for the three months ended 31 March 2010 contains statements referring to the status of acceptances of the offers made by the Offeror, shareholders of the Company should read those statements in conjunction with the latest joint announcement of the Offeror and China Gas Holdings Limited dated 23 June 2010.

The Company refers to its announcement of its results for the year ended 31 December 2009 and its announcement of its first quarterly result for the three months ended 31 March 2009, both dated 24 June 2010, which was published in the morning of 25 June 2010. Both announcements contained certain information regarding the status of acceptance of the offers made by Rich Legend International Limited (the "Offeror"). Shareholders and investors should read such information in conjunction with the joint announcement published on the website of the Stock Exchange of Hong Kong Limited at 7:11 p.m. on 23 June 2010 by China Gas Holdings Limited and the Offeror in which they have declared that the Share Offer (as defined in that announcement) had become unconditional as to acceptances.

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

Hong Kong, 25 June 2010

As at the date of this announcement, the executive directors of the Company are Mr. Wang Wenliang, Mr. Hao Yu, Mr. Lu Zhaocheng and Mr. Lui Siu Keung, the non-executive director is Mr. Xu Yongxuan and the independent non-executive directors are Mr. Wang Shunlong, Dr. Luo Yongtai and Mr. Hung, Randy King Kuen.

This announcement, for which the directors of the Company 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 Company. The directors of the Company, 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 the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for 7 days from the date of its publication and on the Company’s website at <http://www.zygas.com.cn>.