

## FORM F

### The Growth Enterprise Market (GEM)

#### Company Information Sheet

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this information sheet, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

**Company name** : **Zhongyu Gas Holdings Limited**

**Stock code (ordinary shares)** : **8070**

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 3 September 2007

#### A. General

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 5 June 2001

Name of Sponsor : N/A

Name of Directors : ***Executive Directors***  
(please distinguish the status of the directors – Executive, Non-Executive or Independent Non-Executive) Mr. Wang Wenliang (Chairman)  
Mr. Hao Yu (Chief Executive Officer)  
Mr. Lu Zhaoheng

***Non-executive Directors***  
Mr. Xu Yongxuan (Vice-Chairman)  
Mr. Wang Lei  
Mr. Nicholas John Ashley Rigg

***Independent Non-executive Directors***  
Mr. Wang Shunlong  
Dr. Luo Yongtai  
Mr. Hung, Randy King Kuen

	<b>Name of shareholder</b>	<b>Approximate percentage of shareholding</b>
Names(s) of substantial shareholders(s) (as such term is defined in Rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	: Hezhong Investment Holding Company Limited	48.56%
Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company	: N/A	
Financial year end date	: 31 December	
Registered address	: Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands	
Head office and principal place of business	: Units 10-12 & 19, 33/F, China Merchants Tower Shun Tak Centre 168-200 Connaught Road Central Hong Kong	
Web-site address	: <a href="http://www.zygas.com.cn">www.zygas.com.cn</a>	
Share registrar	: <b><i>Principal share registrar</i></b> Bank of Bermuda (Cayman) Limited  <b><i>Hong Kong branch share registrar</i></b> Tricor Secretaries Limited	
Auditors	: Deloitte Touche Tohmatsu	

## **B. Business Activities**

The Group is principally engaged in:

- (i) the exploration, development and production of coal-bed methane and the sale of coal-bed methane in the PRC; and
- (ii) the development, construction and operation of gas projects in the PRC, which principally include design and construction of gas pipeline network and ancillary facilities and sale of gas, as well as sale and maintenance of gas appliances.

### C. Ordinary Shares

Number of ordinary shares in issue	:	1,946,093,542
Par value of ordinary shares in issue	:	HK\$0.01 per ordinary share
Board lot size (in number of shares)	:	6,000
Name of other stock exchange(s) on which ordinary shares are also listed	:	N/A

### D. Warrants

Stock code	:	N/A
Board lot size	:	N/A
Expiry date	:	N/A
Exercise price	:	N/A
Conversion ratio (Not applicable if the warrant is denominated in dollar value of conversion right)	:	N/A
No. of warrants outstanding	:	N/A
No. of shares falling to be issued upon the exercise of outstanding warrants	:	N/A

### E. Other Securities

#### (i) Share Options

No. of shares falling to be issued upon the exercise of options granted under the share option scheme of the Company approved and adopted on 24 October 2003 is 127,242,000 shares.

#### (ii) Convertible Bonds

On 28 May 2007, the Company entered into a bond subscription agreement with five independent subscribers who have conditionally agreed to subscribe and pay for the 1% convertible bonds (“**Convertible Bonds**”) issued by the Company in an aggregate principal amount of US\$40,000,000 due 2012. Assuming full conversion of the Convertible Bonds at the initial conversion price of HK\$1.456 per share (subject to adjustment), the Convertible Bonds will be convertible into 214,285,714 shares. The issuance was completed on 26 June 2007.

### Responsibility Statement

The directors (the “Directors”) of the Company as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information (the “Information”) contained in this information sheet and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the information is accurate and complete in all material respects and not

misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the information.

Signed:

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Wang Wenliang

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Xu Yongxuan

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Hao Yu

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Lu Zhaoheng

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Wang Lei

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Nicholas John Ashley Rigg

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Wang Shun Long

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Luo Yong Tai

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Hung, Randy King Kuen