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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)

RESULTS OF ANNUAL GENERAL MEETING

The Company is pleased to announce that all Resolutions set out in the notice of the AGM contained in the Annual Report were duly passed by way of poll at the AGM held on 23 July 2010.

RESULTS OF ANNUAL GENERAL MEETING

Reference is made to the circular of the Company dated 30 June 2010 (the “Circular”) in relation to, among other matters, the proposed grant of general mandates to issue new Shares and repurchase Shares and re-election of retiring Directors. Terms used in this announcement shall have the same meanings as those defined in the Circular unless defined otherwise herein.

The Company is pleased to announce that all ordinary resolutions (“Resolutions”) set out in the notice of the AGM contained in the Annual Report were duly passed by way of poll at the AGM held on 23 July 2010.

Tricor Secretaries Limited, share registrar of the Company, 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 23 July 2010 was 1,974,007,684 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 are as follows:

	Resolutions	For Number of Shares	%	Against Number of Shares	%
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries, the reports of the Directors and independent auditor's report of the Company for the year ended 31 December 2009	656,432,342	100	0	0
2(a).	(i) To re-elect Mr. Hao Yu as the Director	655,387,422	99.84	1,044,920	0.16
	(ii) To re-elect Mr. Lu Zhaocheng as the Director	655,387,422	99.84	1,044,920	0.16
	(iii) To re-elect Mr. Lui Siu Keung as the Director	655,387,422	99.84	1,044,920	0.16
2(b).	To authorise the board of Directors or the Remuneration Committee of the Company to fix the remuneration of the Directors	656,432,342	100	0	0
3.	To re-appoint Messrs. Deloitte Touch Tohmatsu as the Company's auditors and authorise the Board to fix their remuneration	656,432,342	100	0	0
4.	To grant the general mandate to the Directors to allot, issue and deal with unissued Shares	654,428,648	99.69	2,003,694	0.31
5.	To grant the general mandate to the Directors to repurchase the Shares	656,432,342	100	0	0
6.	To extend the general mandate granted to Directors to issue Shares under Resolution numbered 4 above by including the nominal amount of the repurchased Shares as set out in the Resolution numbered 5 above	656,432,342	100	0	0

Accordingly, all the Resolutions were duly passed by way of poll at the AGM.

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

Hong Kong, 23 July 2010

As at the date of this announcement, the executive directors of the Company are Mr. Wang Wenliang, Mr. Hao Yu, Mr. Lu Zhaoheng 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>.