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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)

POSITIVE PROFIT ALERT

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules.

The Board wishes to inform the Shareholders and potential investors that the Group is expected to record a profit for the three months ended 31 March 2012 as compared to a loss for the corresponding period in 2011.

Shareholders and potential investors are advised to exercise caution in dealing in the shares of the Company.

This announcement is made by Zhongyu Gas Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

The board of directors of the Company (the “**Board**”) wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that the Group is expected to record a profit for the three months ended 31 March 2012 as compared to a loss for the corresponding period in 2011. The Board attributes such profit mainly due to improved business operations of the sales of piped gas, gas pipeline construction and the sales of nature gas from CNG filling stations businesses during the three months ended 31 March 2012.

This positive profit alert announcement is only based on the preliminary assessment according to the consolidated management accounts of the Group, which has not been audited or reviewed by the Company's auditor. Shareholders and potential investors are advised to read carefully the results announcement of the Group for the three months ended 31 March 2012, which is expected to be released by the Company by 4 May 2012.

Shareholders and potential investors are advised to exercise caution in dealing in the shares of the Company.

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

Hong Kong, 18 April 2012

As at the date of this announcement, the executive Directors are Mr. Wang Wenliang, Mr. Lu Zhaoheng and Mr. Lui Siu Keung, 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.

This announcement, for which the Directors 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, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

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>.