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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)

APPOINTMENT OF AN EXECUTIVE DIRECTOR AND A NON-EXECUTIVE DIRECTOR

The Board is pleased to announce the appointment of Mr. Huang as an executive Director with effect from 15 September 2010 and the appointment of Mr. Xu as a non-executive Director with effect from 15 September 2010.

The board (the “**Board**”) of the directors (the “**Directors**” and each a “**Director**”) of Zhongyu Gas Holdings Limited (the “**Company**”) is pleased to announce the appointment of Mr. Huang Yong (“**Mr. Huang**”) as an executive Director with effect from 15 September 2010 and the appointment of Mr. Xu Chao Ping (“**Mr. Xu**”) as a non-executive Director with effect from 15 September 2010.

APPOINTMENT OF MR. HUANG YONG AS AN EXECUTIVE DIRECTOR

Mr. Huang, aged 47, is currently the Executive President of China Gas Holdings Limited (“**China Gas**”), a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (Stock Code: 384). He is responsible for the management of all the project companies of China Gas. Mr. Huang has held senior positions in the energy and environmental industry since 1989. He graduated from the Faculty of Law of Wuhan University, and obtained a Master’s Degree in International Law in 1988.

As at the date of this announcement, there is no service agreement between Mr. Huang and the Company in respect of his directorship. Mr. Huang is subject to retirement by rotation and re-election in accordance with the articles of association of the Company (“**Articles**”). Mr. Huang will not receive any director’s remuneration from the Company. Save as disclosed herein, there will be no other benefits provided to Mr. Huang for his directorship in the Company.

Mr. Huang did not hold any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the date of this announcement. Mr. Huang does not have any relationship with any other director, senior management, substantial shareholders (as defined in the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“GEM Listing Rules”)), or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

As at the date of this announcement, Mr. Huang does not have any interests in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

In relation to the appointment of Mr. Huang as an executive Director, save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company (the “Shareholders”) in connection with Mr. Huang’s appointment as an executive Director.

APPOINTMENT OF MR. XU CHAO PING AS A NON-EXECUTIVE DIRECTOR

Mr. Xu, aged 47, is currently the Vice President of China Gas. He has extensive experience in administrative and corporate management. He graduated from Zhejiang University.

As at the date of this announcement, there is no service agreement between Mr. Xu and the Company in respect of his directorship. Mr. Xu is subject to retirement by rotation and re-election in accordance with the Articles. Mr. Xu will not receive any director’s remuneration from the Company. Save as disclosed herein, there will be no other benefits provided to Mr. Xu for his directorship in the Company.

Mr. Xu did not hold any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the date of this announcement. Mr. Xu does not have any relationship with any other director, senior management, substantial shareholders (as defined in the GEM Listing Rules), or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

As at the date of this announcement, Mr. Xu does not have any interests in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

In relation to the appointment of Mr. Xu as a non-executive Director, save as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders in connection with Mr. Xu's appointment as a non-executive Director.

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

Hong Kong, 15 September 2010

As at the date of this announcement, the executive Directors are Mr. Wang Wenliang, Mr. Lu Zhaoheng, Mr. Lui Siu Keung and Mr. Huang Yong, the non-executive Directors are Mr. Xu Yongxuan and Mr. Xu Chao Ping 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 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:– (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>.