

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement, for which the directors of Zhongyu Gas Holdings Limited (“the Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of 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.*



**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)*

**NOTICE OF BOARD OF DIRECTORS’ MEETING**

The board of Directors (the “Board”) hereby announces that a meeting of the Board will be held at Unit 10, 33rd Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Wednesday, 25 March 2009 at 4:00 p.m. for the following purposes:

1. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries (collectively the “Group”) for the year ended 31 December 2008;
2. To approve the draft announcement of the final results of the Group for the year ended 31 December 2008 to be published on the GEM website;
3. To consider the payment of a final dividend, if any;
4. To consider the closure of the Register of Members, if necessary;
5. To consider and approve the annual report of the Company for the year ended 31 December 2008;
6. To consider the time and venue of the forthcoming annual general meeting of the Company; and
7. To transact any other businesses.

By order of the Board

**Lui Siu Keung**

*Company Secretary*

Hong Kong, 6 March 2009

*As at the date of this announcement, the Board comprises Mr. Wang Wenliang, Mr. Hao Yu, Mr. Lu Zhaoheng and Mr. Lui Siu Keung, being the executive Directors, Mr. Xu Yongxuan, being the non-executive Directors and Mr. Wang Shunlong, Dr. Luo Yongtai and Mr. Hung, Randy King Kuen, being the independent non-executive Directors.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting and on the Company’s website at [www.zygas.com.cn](http://www.zygas.com.cn).*