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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)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of the shareholders of Zhongyu Gas Holdings Limited (the “**Company**”) will be held at Unit 10, 33rd Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Monday, 4 May 2009 at 11 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as ordinary resolution of the Company:

#### **ORDINARY RESOLUTION NO. 1**

“**THAT:**

- (a) the agreement dated 25 March 2009 entered into between the Company and the subscribers mentioned therein (the “**Amendment Agreement**”), a copy of which marked “A” has been produced to the meeting and signed by the Chairman of the meeting for the purpose of identification, be and is hereby approved, confirmed and ratified;
- (b) the directors of the Company be and are hereby authorized to exercise all powers of the Company to repurchase the Repurchase Bonds (as defined in the Amendment Agreement) in accordance with the terms of the Amendment Agreement;

- (c) the directors of the Company be and are hereby authorized to allot and issue shares in the Company pursuant to the exercise of the Convertible Bonds (as amended by the Amendment Agreement); and
- (d) the directors of the Company be and are hereby authorized to take all actions and sign, execute and deliver all such agreements, deeds and documents for and on behalf of the Company as the directors may consider necessary or desirable for the purpose of effecting or implementing the Amendment Agreement.”

By order of the board of Directors of  
**Zhongyu Gas Holdings Limited**  
**Wang Wenliang**  
*Chairman*

Hong Kong, 15 April 2009

Registered office:  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal place of business:*  
Unit 10, 33rd Floor  
China Merchant Tower  
Shun Tak Centre  
168-200 Connaught Road Central  
Hong Kong

**Notes:**

- (i) A member entitled to attend and vote at the EGM is entitled to appoint another person as his/her/its proxy to attend and, subject to the provisions of the articles of association of the Company, to vote instead of him/her/it. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the EGM. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member.
- (ii) A form of proxy for use at the EGM is enclosed with the circular of the Company dated 15 April 2009. Such form is also available at the website of the Stock Exchange at <http://www.hkex.com.hk>. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, 26/F Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Delivery of an instrument appointing a proxy will not preclude a member from attending and voting at the EGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.

- (iii) Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders are present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

*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 ([www.hkgem.com](http://www.hkgem.com)) for at least 7 days from the date of its posting and on the Company’s website ([www.zygas.com.cn](http://www.zygas.com.cn)).*