



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)

Form of proxy for use by shareholders at the extraordinary general meeting of Zhongyu Gas Holdings Limited to be convened 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. and at any adjournment thereof.

I/We (note a) _____

of _____

_____ being the registered

holder(s) of (note b) _____ share(s) of HK\$0.01 (the "Share(s)") each in the share capital of Zhongyu Gas Holdings Limited (the "Company") hereby appoint (notes c and d) the chairman of the extraordinary general meeting or _____

of _____

to act as my/our proxy to attend and vote on my/our behalf at the extraordinary general meeting of 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. and at any adjournment thereof as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

Please make a mark in the appropriate boxes to indicate how you wish your proxy to vote(s) (notes e and f).

Ordinary Resolution No. 1	FOR	AGAINST
To approve the Amendment Agreement		

Dated the _____ day of _____ 2009 Shareholder's signature (notes g and h) _____

Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- Please insert the number of share(s) registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the share capital of the Company registered in your name(s).
- A proxy need not be a member of the Company, but must attend the extraordinary general meeting in person to represent you. Any member of the Company entitled to attend and vote at the extraordinary general meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. If you wish to appoint some person other than the chairman of the extraordinary general meeting as your proxy, please delete the words "the chairman of the extraordinary general meeting or" and insert the full name and address of the proxy desired in the space provided. Any changes should be initialled.
- A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and, subject to the articles of association of the Company, to vote on his behalf at the extraordinary general meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
- On a show of hands, every member of the Company present in person (or being a corporation, is present by a representative duly authorised), or by proxy shall have one vote and on a poll every member of the Company present in person or by proxy or, in the case of a member of the Company being a corporation, by its duly authorised representative, shall have one vote for every fully paid share of which he is the holder.
- If you wish to vote for the resolutions, please tick ("√") in the box marked "For". If you wish to vote against the resolutions, please tick ("√") in the box marked "Against".** If this form of proxy returned is duly signed but without specific direction on the proposed resolutions, the proxy will vote or abstain at his discretion in respect of the proposed resolutions. A proxy will also be entitled to vote or abstain at his discretion on any resolutions (or amendment thereto) properly put to the extraordinary general meeting other than those set out in the notice convening the extraordinary general meeting.
- In the case of joint holders, this form of proxy may be signed by any joint holder, but if more than one of such joint holders are present at the extraordinary general meeting, 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.
- This form of proxy must be signed by the appointed, or his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person so authorised to sign the same.
- To be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be delivered to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the extraordinary general meeting or any adjournment thereof.
- Any alteration made to this form of proxy should be initialled by the person who signs the form.
- Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the extraordinary general meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.