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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)

RESULTS OF ANNUAL GENERAL MEETING AND RETIREMENT OF DIRECTORS

The Company is pleased to announce that all Resolutions set out in the notice of the AGM contained in the Annual Report were duly passed by way of poll at the AGM held on 24 April 2009.

The Company is also to announce that both Mr. Rigg and Mr. Wang retired from their office of a non-executive Director by rotation at the annual general meeting of the Company held on 25 April 2008, pursuant to Article 87 of the Articles of Association and would not offer themselves for re-election due to the fact that they would like to spend more time pursuing their business development.

RESULTS OF ANNUAL GENERAL MEETING

Reference is made to the circular of the Company dated 31 March 2009 (the “Circular”) in relation to, among other matters, the proposed grant of general mandates to issue new Shares and repurchase Shares and re-election of retiring Directors. Terms used in this announcement shall have the same meanings as those defined in the Circular unless defined otherwise herein.

The Company is pleased to announce that all ordinary resolutions (“Resolutions”) set out in the notice of the AGM contained in the Annual Report were duly passed by way of poll at the AGM held on 24 April 2009.

Tricor Secretaries Limited, share registrar of the Company, was appointed as scrutineer for the vote-taking in the AGM.

There were no any parties that had stated their intention in the Circular to vote against the Resolutions or to abstain have done so at the AGM.

The total numbers of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the AGM held on 24 April 2009 was 1,934,401,542 Shares, representing the entire issued share capital of the Company as at the date of the AGM. There were no Shares entitling the Shareholders to attend and vote only against the Resolutions at the AGM. The voting results are as follows:

	Resolutions	For Number of Shares	%	Against Number of Shares	%
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries, the reports of the Directors and independent auditor's report of the Company for the year ended 31 December 2008	1,287,219,542	100	0	0
2(a).	(i) To re-elect Mr. Wang Shunlong as the Director	1,287,219,542	100	0	0
	(ii) To re-elect Dr. Luo Yongtai as the Director	1,287,219,542	100	0	0
	(iii) To re-elect Mr. Hung, Randy King Kuen as the Director	1,287,219,542	100	0	0
2(b).	To authorise the board of Directors or the Remuneration Committee of the Company to fix the remuneration of the Directors	1,287,219,542	100	0	0
3.	To re-appoint Messrs. Deloitte Touch Tohmatsu as the Company's auditors and authorise the Board to fix their remuneration	1,287,219,542	100	0	0
4.	To grant the general mandate to the Directors to allot, issue and deal with unissued Shares	1,032,223,542	80.19	254,996,000	19.81
5.	To grant the general mandate to the Directors to repurchase the Shares	1,287,219,542	100	0	0
6.	To extend the general mandate granted to Directors to issue Shares under Resolution numbered 4 above by including the nominal amount of the repurchased Shares as set out in the Resolution numbered 5 above	1,032,223,542	80.19	254,996,000	19.81

Accordingly, all the Resolutions were duly passed by way of poll at the AGM.

RETIREMENT OF DIRECTORS

Reference is made to the circular of the Company dated 31 March 2008 in relation to, among other matters, the proposed grant of general mandates to issue new Shares and repurchase Shares and re-election of retiring Directors.

The Company is also to announce that both Mr. Nicholas John Ashley Rigg (“Mr. Rigg”) and Mr. Wang Lei (“Mr. Wang”) retired from their office of a non-executive Director by rotation at the annual general meeting of the Company held on 25 April 2008, pursuant to Article 87 of the Articles of Association and would not offer themselves for re-election due to the fact that they would like to devote more time pursuing their business development.

Both Mr. Rigg and Mr. Wang have confirmed that they have no disagreement with the Board and there is no matter in relation to their retirement that needs to be brought to the attention of the Stock Exchange and the Shareholders.

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

Hong Kong, 24 April 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 Director and Mr. Wang Shunlong, Dr. Luo Yongtai and Mr. Hung, Randy King Kuen, being the independent non-executive Directors.

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 Group. 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 seven days from the date of its publication and on the Company’s website at <http://www.zygas.com.cn>.