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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 THE EXTRAORDINARY GENERAL MEETING
HELD ON 4 MAY 2009**

The Board is pleased to announce that the ordinary resolution approving the Amendment Agreement was duly passed by the Independent Shareholders by way of poll at the EGM held on Monday, 4 May 2009 at 11:00 a.m..

Reference is made to the circular issued by Zhongyu Gas Holdings Limited (the “Company”) dated 15 April 2009 (the “Circular”). Unless otherwise specified, terms used herein shall have the same meanings as defined in the Circular.

At the EGM held on 4 May 2009, voting on the resolution as set out in the notice of the EGM dated 15 April 2009 was taken by way of poll pursuant to Rule 17.47(4) of the GEM Listing Rules. The Company’s Hong Kong branch share registrar, Tricor Secretaries Limited, was appointed as the scrutineers for the purpose of the vote-taking at the EGM.

As at the date of the EGM, the total number of issued shares in the Company was 1,934,401,542 Shares. As referred to in the Circular, all Subscribers and their associates were required to abstain, and the scrutineers confirmed to the Company that they did abstain. As at the date of the EGM, all Subscribers and their associates held a total of 269,284,000 Shares, representing approximately 13.92% of the issued share capital of the Company. No parties had stated their intention in the Circular to vote against the resolution at the EGM. As a result, the Independent Shareholders holding a total of 1,665,117,542 Shares, representing approximately 86.08% of the issued share capital of the Company, were entitled to attend and vote for or against the resolution at the EGM.

The poll result of the resolution was as follows (Note: For details of the resolution, please refer to the Notice of EGM dated 15 April 2009):

Ordinary Resolution No. 1	For		Against	
	Number of Shares	%	Number of Shares	%
To approve the Amendment Agreement	1,026,763,542	100	0	0

As more than 50% of the above votes were cast in favour of the above ordinary resolution, the resolution was duly passed as an ordinary resolution of the EGM.

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

Hong Kong, 4 May 2009

As at the date of this announcement, the executive directors of the Company are Mr. Wang Wenliang, Mr. Hao Yu, Mr. Lu Zhaocheng and Mr. Lui Siu Keung, the non-executive director is Mr. Xu Yongxuan 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 of the Company 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 of the Company, 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>.