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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)**

### **COMPLETION OF AMENDMENT AGREEMENT**

The Board is pleased to announce that completion of the Amendment Agreement took place on 18 May 2009 and the Repurchase Bonds were repurchased by the Company in accordance with the Amendment Agreement.

Reference is made to the announcement of the Company dated 27 March 2009 and the circular of the Company dated 15 April 2009 (the “Circular”) relating to, among other matters, the repurchase of the Convertible Bonds, alterations in the terms of the Convertible Bonds and connected transaction. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that, following, among others, the granting of the approval of the amendments to the Bond Terms as contemplated by the Amendment Agreement by the GEM Listing Committee of the Stock Exchange, all conditions precedent under the Amendment Agreement have been fulfilled and completion of the Amendment Agreement took place on 18 May 2009 and the Repurchase Bonds were repurchased by the Company in accordance with the Amendment Agreement.

Immediately after Completion, an aggregate of US\$21,000,000 Outstanding Bonds, which are held by the Bondholders, remain outstanding.

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

Hong Kong, 18 May 2009

*As at the date of this announcement, the executive directors of the Company are Mr. Wang Wenliang, Mr. Hao Yu, Mr. Lu Zhaoheng 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>.*