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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)

PROFIT WARNING

This announcement is made by the Company pursuant to rule 17.10 of the GEM Listing Rules.

The Board wishes to inform the shareholders of the Company and potential investors that the Group is expected to record a profit for the unaudited interim results of the Group for the six months ended 30 June 2009 as compared to a loss for the corresponding period in 2008.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

This announcement is made by Zhongyu Gas Holdings Limited (the “Company” together with its subsidiaries, the “Group”) pursuant to rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”).

The board of directors of the Company (the “Board”) wishes to inform the shareholders of the Company and potential investors that the Group is expected to record a profit for the unaudited interim results of the Group for the six months ended 30 June 2009 as compared to a loss for the corresponding period in 2008. The Board attributes such profit to the recognition of a gain arising on change in fair value of the Company’s derivative financial instruments.

The information contained in this announcement is only the preliminary assessment according to the management account of the Group, which has not been audited or reviewed by the Company's auditors. Shareholders of the Company and potential investors are advised to read carefully the interim results announcement of the Group for the six months ended 30 June 2009, which is expected to be released by the Company on 14 August 2009.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
Wang Wenliang
Chairman

Hong Kong, 3 August 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 Directors 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 of Zhongyu Gas Holdings Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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>.