

This addendum is supplemental to, and forms an integral part of, the response document of Zhongyu Gas Holdings Limited dated 31 May 2010.

If you are in any doubt as to any aspect of this addendum or as to the action to be taken, you should consult your licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

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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)

**Addendum to the Response Document for
Conditional voluntary general offer by
Macquarie Capital Securities Limited
on behalf of**

**Rich Legend International Limited, a wholly-owned subsidiary of
China Gas Holdings Limited**

**to acquire all of the issued shares in the share capital of
Zhongyu Gas Holdings Limited**

**(other than those shares already held by Rich Legend International Limited
and parties acting in concert with it)**

and

**to acquire all of the outstanding convertible bonds of Zhongyu Gas Holdings Limited
and**

**for the cancellation of all the outstanding share options of
Zhongyu Gas Holdings Limited**

Reference is made to (i) the announcement dated 26 January 2010 jointly issued by the Offeror, China Gas and the Company in relation to the proposed Offers, (ii) the announcement dated 1 March 2010 jointly issued by the Offeror, China Gas and the Company in relation to the delay in despatch of the Composite Document, (iii) the announcement dated 21 April 2010 issued by the Offeror and China Gas in relation to the status of the Offers, (iv) the announcement dated 7 May 2010 issued by the Offeror and China Gas in relation to the further delay in the despatch of the Offer Document, (v) the Offer Document dated 17 May 2010 issued by the Offeror, and (vi) the response document dated 31 May 2010 issued by the Company (the "Response Document"). Unless otherwise stated, capitalised terms used in this addendum shall have the same meanings as those defined in the Response Document.

As mentioned in page 140 of the Response Document, Mr. Wang had not been able to provide relevant details of his dealings in China Gas during the Relevant Period as at the Latest Practicable Date. As a result, details of the dealings in the shares of China Gas by Mr. Wang during the Relevant Period as required by the Takeovers Code had not been included in the Response Document.

On 9 June 2010, the Company had received details of the dealings in the shares of China Gas by Mr. Wang during the Relevant Period as follow:

Party	Date	Bought/Sold	No. of China Gas Shares	Unit price (HK\$)
Mr. Wang	28 December 2009	Bought	30,000	4.27
		Bought	120,000	4.30

Partners Capital International Limited, the independent financial adviser to the Independent Board Committee in respect of the Offers, has confirmed that notwithstanding the information disclosed in this addendum, their views in relation to the Offers contained in their letter of advice dated 31 May 2010, the text of which is set out on pages 20 to 55 of the Response Document, remain unchanged.

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

10 June 2010

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this addendum and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this addendum have been arrived at after due and careful consideration and there are no other facts not contained in this addendum, the omission of which would make any statements in this addendum misleading.

As at the date of this addendum, the Board comprises eight directors, of whom Mr. Wang Wenliang (Chairman), Mr. Hao Yu (Chief Executive Officer), Mr. Lu Zhaoheng and Mr. Lui Siu Keung (Chief Financial Officer) are executive Directors, Mr. Xu Yongxuan (Vice-Chairman) is a non-executive Director, Mr. Wang Shunlong, Dr. Luo Yongtai and Mr. Hung, Randy King Kuen are independent non-executive Directors.

This addendum, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:– (1) the information contained in this addendum 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 addendum misleading; and (3) all opinions expressed in this addendum have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This addendum will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for 7 days from the date of its publication and on the Company's website at <http://www.zygas.com.cn>.