

FORMS RELATING TO LISTING

Form F

The Growth Enterprise Market (GEM)

Company Information Sheet

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Company name : **Zhongyu Gas Holdings Limited**

Stock code (ordinary shares): **8070**

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 17 June 2010.

A. General

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 5 June 2001

Name of Sponsor(s) : N/A

Names of directors :

(please distinguish the status of the directors - Executive, Non-Executive or Independent Non-Executive)

Executive Directors

Mr. Wang Wenliang (Chairman)

Mr. Hao Yu (Chief Executive Officer)

Mr. Lu Zhaocheng

Mr. Lui Siu Keung (Chief Financial Officer)

Non-executive Directors

Mr. Xu Yongxuan (Vice-Chairman)

Independent Non-executive Directors

Mr. Wang Shunlong

Dr. Luo Yongtai

Mr. Hung, Randy King Kuen

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	Name of shareholder	Approximate percentage of shareholding
:	Hezhong Investment Holding Company Limited ("Hezhong")	48.81%
	Perry Capital (Asia) Limited	18.92%
	Perry Capital LLC	18.92%
	Perry Corp.	18.92%
	Perry Richard Cayne	18.92%
	Perry Partners International, Inc.	15.68%

Notes:

1. Hezhong is beneficially interested in 945,755,542 shares. Mr. Wang Wenliang and Mr. Hao Yu are beneficially interested in 60% and 40% of the issued share capital of Hezhong respectively.

2. According to the disclosure of interests pages as shown in the website of the Stock Exchange, Perry Richard Cayne holds as to 100% equity interests of Perry Corp. Perry Corp. holds as to 40% equity interest of Perry Capital LLC. Perry Capital LLC holds as to 100% equity interests of Perry Capital (Asia) Limited. Apart from the information ascertained

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company	:	N/A
Financial year end date	:	31 December
Registered address	:	Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands
Head office and principal place of business	:	Units 04-06, 28/F, China Merchants Tower Shun Tak Centre 168-200 Connaught Road Central Hong Kong
Web-site address (if applicable)	:	www.zygas.com.cn
Share registrar	:	Principal share registrar Bank of Bermuda (Cayman) Limited Hong Kong branch share register Tricor Secretaries Limited
Auditors	:	Deloitte Touche Tohmatsu

B. Business activities

The Group is principally engaged in:

- (i) the exploration, development and production of coal-bed methane and the sale of coal-bed methane in the PRC; and
- (ii) the development, construction and operation of gas projects in the PRC, which principally include design and construction of gas pipeline network and ancillary facilities and sale of gas, as well as sale and maintenance of gas appliances.

C. Ordinary shares

Number of ordinary shares in issue	:	1,974,007,684
Par value of ordinary shares in issue	:	HK\$0.01 per ordinary share
Board lot size (in number of shares)	:	2,000
Name of other stock exchange(s) on which ordinary shares are also listed	:	N/A

D. Warrants

Stock code	:	N/A
Board lot size	:	N/A
Expiry date	:	N/A
Exercise price	:	N/A
Conversion ratio (Not applicable if the warrant is denominated in dollar value of conversion right)	:	N/A
No. of warrants outstanding	:	N/A
No. of shares falling to be issued upon the exercise of outstanding warrants	:	N/A

E. Other securities

(i) Share Options

No. of shares falling to be issued upon the exercise of options granted under the share option scheme of the Company approved and adopted on 24 October 2003 is 142,712,000 shares.

(ii) Convertible Bonds

On 28 May 2007, the Company entered into a bond subscription agreement with five independent subscribers who have conditionally agreed to subscribe and pay for the 1% convertible bonds (“**Convertible Bonds**”) issued by the Company in an aggregate principal amount of US\$40,000,000 due 2012. Amongst which, the aggregate of US\$20,000,000 was repurchased by the Company on 11 March 2009 and 18 May 2009 respectively. The terms and conditions of the remaining principal amount of US\$20,000,000 have been approved and amended on 4 May 2009, the coupon rate was revised to 2% per annum. Assuming full conversion of the Convertible Bonds at the current conversion price of HK\$0.7 per share (subject to adjustment), the Convertible Bonds will be convertible into 223,522,856 shares.

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Wang Wenliang

Hao Yu

Lu Zhaoheng

Lui Siu Keung

Xu Yongxuan

Wang Shunlong

Luo Yongtai

Hung, Randy King Kuen

NOTES

- 1 *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- 2 *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- 3 *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time at the same time as the original is submitted to the Exchange.*