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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)

ANNOUNCEMENT ON THE ANNUAL AUDIT AND THE QUARTERLY RESULTS AND RESUMPTION OF THE TRADING IN THE SHARES

Reference is made to the announcements dated 31 March 2010, 23 April 2010, 14 May 2010 and 25 May 2010 issued by Zhongyu Gas Holdings Limited (the “Company”) in relation to its inability to announce its annual results and publish its annual report for the year ended 31 December 2009 and its quarterly results for the three months ended 31 March 2010; the response document dated 31 May 2010 (the “Response Document”) and the announcements (the “Results Announcements”) dated 24 June 2010 in relation to the annual results of the Company for the year ended 31 December 2009 and the quarterly results of the Company for the three months ended 31 March 2010. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Response Document.

On 24 June 2010, the Company has published its annual results for the year ended 31 December 2009 and its quarterly results for the three months ended 31 March 2010, details of which are set out in the Results Announcements.

Partners Capital International Limited, the independent financial adviser to the Independent Board Committee in respect of the Offers, has noted the publication of the Results Announcements by the Company and considered that the information disclosed in the Results Announcements is generally in line with the information set out in the paragraph headed “Material Change” in appendix I to the Response Document. Notwithstanding the publication of the Results Announcements, Partners Capital International Limited confirmed that 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.

At the request of the Company, trading in the shares of the Company was suspended from 9.30 a.m. on 22 March 2010. An application has been made to the Stock Exchange requesting the resumption of the trading in the Shares with effect from 9.30 a.m. on 25 June 2010.

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

24 June 2010

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

As at the date of this announcement, the Board comprises 8 Directors, of whom Mr. Wang Wenliang (Chairman), Mr. Hao Yu (Chief Executive Officer), Mr. Lu Zhaocheng 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 announcement, for which the Directors 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, 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 7 days from the date of its publication and on the Company’s website at <http://www.zygas.com.cn>.