



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities****For the month ended (dd/mm/yyyy) :** 31 July 2010

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Zhongyu Gas Holdings LimitedDate Submitted 2 August 2010**I. Movements in Authorised Share Capital****1. Ordinary Shares**(1) Stock code : 8070 Description : Ordinary shares

|                                     | No. of ordinary<br>shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
|-------------------------------------|---------------------------|----------------------------------|-------------------------------------------------|
| Balance at close of preceding month | <u>10,000,000,000</u>     | <u>HK\$0.01</u>                  | <u>HK\$100,000,000</u>                          |
| Increase/(decrease)                 | <u>0</u>                  |                                  | <u>0</u>                                        |
| Balance at close of the month       | <u>10,000,000,000</u>     | <u>HK\$0.01</u>                  | <u>HK\$100,000,000</u>                          |

(2) Stock code : \_\_\_\_\_ Description : \_\_\_\_\_

|                                     | No. of ordinary<br>shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
|-------------------------------------|---------------------------|----------------------------------|-------------------------------------------------|
| Balance at close of preceding month | _____                     | _____                            | _____                                           |
| Increase/(decrease)                 | _____                     |                                  | _____                                           |
| Balance at close of the month       | _____                     | _____                            | _____                                           |

## 2. Preference Shares

|                                     |                          |                               |                                              |
|-------------------------------------|--------------------------|-------------------------------|----------------------------------------------|
| Stock code :                        | Description :            |                               |                                              |
|                                     | No. of preference shares | Par value<br>(State currency) | Authorised share capital<br>(State currency) |
| Balance at close of preceding month | _____                    | _____                         | _____                                        |
| Increase/(decrease)                 | _____                    |                               | _____                                        |
| Balance at close of the month       | _____                    | _____                         | _____                                        |

## 3. Other Classes of Shares

|                                     |                                |                               |                                              |
|-------------------------------------|--------------------------------|-------------------------------|----------------------------------------------|
| Stock code :                        | Description :                  |                               |                                              |
|                                     | No. of other classes of shares | Par value<br>(State currency) | Authorised share capital<br>(State currency) |
| Balance at close of preceding month | _____                          | _____                         | _____                                        |
| Increase/(decrease)                 | _____                          |                               | _____                                        |
| Balance at close of the month       | _____                          | _____                         | _____                                        |

Total authorised share capital at the end of the month (State currency) :

**HK\$100,000,000**

\_\_\_\_\_

## II. Movements in Issued Share Capital

|                                       | No. of ordinary shares |     | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|-----|-------------------------|--------------------------------|
|                                       | (1)                    | (2) |                         |                                |
| Balance at close of preceding month   | <u>1,974,007,684</u>   |     |                         |                                |
| Increase/ (decrease) during the month | <u>0</u>               |     |                         |                                |
| Balance at close of the month         | <u>1,974,007,684</u>   |     |                         |                                |

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month |           |                     |          | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------------------------------------------------------------------------------------------|---------------------------|-----------|---------------------|----------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
|                                                                                                          | Granted                   | Exercised | Cancelled           | Lapsed   |                                                                      |                                                                                           |
| 1. Share option scheme                                                                                   |                           |           |                     |          |                                                                      |                                                                                           |
| ( 24 /10/2003 )                                                                                          |                           |           |                     |          |                                                                      |                                                                                           |
| Ordinary shares (Note 1)                                                                                 | <u>0</u>                  | <u>0</u>  | <u>(88,152,000)</u> | <u>0</u> | <u>0</u>                                                             | <u>54,560,000</u>                                                                         |
| 2.                                                                                                       |                           |           |                     |          |                                                                      |                                                                                           |
| ( / / )                                                                                                  |                           |           |                     |          |                                                                      |                                                                                           |
| shares (Note 1)                                                                                          |                           |           |                     |          |                                                                      |                                                                                           |
| 3.                                                                                                       |                           |           |                     |          |                                                                      |                                                                                           |
| ( / / )                                                                                                  |                           |           |                     |          |                                                                      |                                                                                           |
| shares (Note 1)                                                                                          |                           |           |                     |          |                                                                      |                                                                                           |
| Total A. (Ordinary shares)                                                                               |                           |           |                     |          | <u>0</u>                                                             |                                                                                           |
| (Preference shares)                                                                                      |                           |           |                     |          | <u>N/A</u>                                                           |                                                                                           |
| (Other class)                                                                                            |                           |           |                     |          | <u>N/A</u>                                                           |                                                                                           |
| Total funds raised during the month from exercise of options (State currency)                            | <u>Nil</u>                |           |                     |          |                                                                      |                                                                                           |

## Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry - dd/mm/yyyy) | Currency of<br>nominal<br>value | Nominal value at<br>close of<br>preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|----------------------------------------------------------|---------------------------------|-------------------------------------------------|----------------------------------|-------------------------------------------|----------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|
| 1.                                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| (   /   /   )                                            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                   |                                  |                                           |                                                                                        |                                                                                                                |
| 2.                                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| (   /   /   )                                            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                   |                                  |                                           |                                                                                        |                                                                                                                |
| 3.                                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| (   /   /   )                                            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                   |                                  |                                           |                                                                                        |                                                                                                                |
| 4.                                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| (   /   /   )                                            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                   |                                  |                                           |                                                                                        |                                                                                                                |
| Total B.                                                 |                                 |                                                 |                                  | (Ordinary shares) 0                       |                                                                                        |                                                                                                                |
|                                                          |                                 |                                                 |                                  | (Preference shares)                       |                                                                                        |                                                                                                                |
|                                                          |                                 |                                                 |                                  | (Other class)                             |                                                                                        |                                                                                                                |

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description                          | Currency of amount outstanding | Amount at close of preceding month | Redemption during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|------------------------------------------------|--------------------------------|------------------------------------|-----------------------------|------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 1. Convertible bonds                           |                                |                                    |                             |                              |                                                                      |                                                                                           |
|                                                |                                |                                    |                             |                              |                                                                      |                                                                                           |
|                                                |                                |                                    |                             |                              |                                                                      |                                                                                           |
|                                                | USD                            | 15,600,000                         | 0                           | 15,600,000                   | 0                                                                    | 174,347,827                                                                               |
| Stock code (if listed)                         |                                |                                    |                             |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )     | Ordinary shares                |                                    |                             |                              |                                                                      |                                                                                           |
| Subscription price                             | HK\$0.7                        |                                    |                             |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( 04/05/2009)                  |                                    |                             |                              |                                                                      |                                                                                           |
| 2.                                             |                                |                                    |                             |                              |                                                                      |                                                                                           |
|                                                |                                |                                    |                             |                              |                                                                      |                                                                                           |
|                                                |                                |                                    |                             |                              |                                                                      |                                                                                           |
|                                                |                                |                                    |                             |                              |                                                                      |                                                                                           |
| Stock code (if listed)                         |                                |                                    |                             |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                             |                              |                                                                      |                                                                                           |
| Subscription price                             |                                |                                    |                             |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                             |                              |                                                                      |                                                                                           |
| 3.                                             |                                |                                    |                             |                              |                                                                      |                                                                                           |
|                                                |                                |                                    |                             |                              |                                                                      |                                                                                           |
|                                                |                                |                                    |                             |                              |                                                                      |                                                                                           |
|                                                |                                |                                    |                             |                              |                                                                      |                                                                                           |
| Stock code (if listed)                         |                                |                                    |                             |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                             |                              |                                                                      |                                                                                           |
| Subscription price                             |                                |                                    |                             |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                             |                              |                                                                      |                                                                                           |
| 4.                                             |                                |                                    |                             |                              |                                                                      |                                                                                           |
|                                                |                                |                                    |                             |                              |                                                                      |                                                                                           |
|                                                |                                |                                    |                             |                              |                                                                      |                                                                                           |
|                                                |                                |                                    |                             |                              |                                                                      |                                                                                           |
| Stock code (if listed)                         |                                |                                    |                             |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                             |                              |                                                                      |                                                                                           |
| Subscription price                             |                                |                                    |                             |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / )                        |                                    |                             |                              |                                                                      |                                                                                           |
|                                                |                                |                                    |                             | Total C. (Ordinary shares) 0 |                                                                      |                                                                                           |
|                                                |                                |                                    |                             | (Preference shares) N/A      |                                                                      |                                                                                           |
|                                                |                                |                                    |                             | (Other class) N/A            |                                                                      |                                                                                           |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 1. _____<br>_____<br>_____<br>_____<br>(   /   /   )<br>shares ( <i>Note 1</i> )                        |                                                                      |                                                                                           |
| 2. _____<br>_____<br>_____<br>_____<br>(   /   /   )<br>shares ( <i>Note 1</i> )                        |                                                                      |                                                                                           |
| 3. _____<br>_____<br>_____<br>_____<br>(   /   /   )<br>shares ( <i>Note 1</i> )                        |                                                                      |                                                                                           |
| <div>Total D.    (Ordinary shares)</div> <div>(Preference shares)</div> <div>(Other class)</div>        | <div>0</div> <div></div> <div></div>                                 |                                                                                           |

## Other Movements in Issued Share Capital

| Type of Issue   |                                    |                                                                                                                                    |                        | No. of new<br>shares of issuer<br>issued during<br>the month<br>pursuant thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|-----------------|------------------------------------|------------------------------------------------------------------------------------------------------------------------------------|------------------------|----------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|
| 1. Rights issue | At price : State<br>currency _____ | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment<br>date : (dd/mm/yyyy)<br><br>EGM approval date:<br>(dd/mm/yyyy) | ( / / )<br><br>( / / ) | _____                                                                            | _____                                                                                                             |
| 2. Open offer   | At price : State<br>currency _____ | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment<br>date : (dd/mm/yyyy)<br><br>EGM approval date:<br>(dd/mm/yyyy) | ( / / )<br><br>( / / ) | _____                                                                            | _____                                                                                                             |
| 3. Placing      | At price : State<br>currency _____ | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment<br>date : (dd/mm/yyyy)<br><br>EGM approval date:<br>(dd/mm/yyyy) | ( / / )<br><br>( / / ) | _____                                                                            | _____                                                                                                             |
| 4. Bonus issue  |                                    | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment<br>date : (dd/mm/yyyy)<br><br>EGM approval date:<br>(dd/mm/yyyy) | ( / / )<br><br>( / / ) | _____                                                                            | _____                                                                                                             |

## For Main Board and GEM listed issuers

|               |                         |                              |                                                                                                                                                                                       | No. of new<br>shares of issuer<br>issued during<br>the month<br>pursuant thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|---------------|-------------------------|------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|
| Type of Issue |                         |                              |                                                                                                                                                                                       |                                                                                  |                                                                                                                   |
| 5.            | Scrip dividend          | At price : State<br>currency | <div>_____</div> <div>Class of shares issuable _____<br/>(Note 1)</div> <div>Issue and allotment date : (dd/mm/yyyy) ( / / )</div> <div>EGM approval date: (dd/mm/yyyy) ( / / )</div> | _____                                                                            | _____                                                                                                             |
| 6.            | Repurchase of<br>shares |                              | <div>Class of shares _____<br/>repurchased (Note 1)</div> <div>Cancellation date : (dd/mm/yyyy) ( / / )</div> <div>EGM approval date: (dd/mm/yyyy) ( / / )</div>                      | _____                                                                            | _____                                                                                                             |
| 7.            | Redemption of<br>shares |                              | <div>Class of shares _____<br/>redeemed (Note 1)</div> <div>Redemption date : (dd/mm/yyyy) ( / / )</div> <div>EGM approval date: (dd/mm/yyyy) ( / / )</div>                           | _____                                                                            | _____                                                                                                             |
| 8.            | Consideration issue     | At price : State<br>currency | <div>Class of shares issuable _____<br/>(Note 1)</div> <div>Issue and allotment date : (dd/mm/yyyy) ( / / )</div> <div>EGM approval date: (dd/mm/yyyy) ( / / )</div>                  | _____                                                                            | _____                                                                                                             |

For Main Board and GEM listed issuers

|                               |                                                                                                                                                                    | No. of new<br>shares of issuer<br>issued during<br>the month<br>pursuant thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|-------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|
| Type of Issue                 |                                                                                                                                                                    |                                                                                  |                                                                                                                   |
| 9. Capital<br>reorganisation  | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy)                                    | ( / / )                                                                          |                                                                                                                   |
| 10. Other<br>(Please specify) | At price : State currency _____<br>Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )                                                                          |                                                                                                                   |
| Total E.                      |                                                                                                                                                                    | (Ordinary shares) 0                                                              |                                                                                                                   |
|                               |                                                                                                                                                                    | (Preference shares)                                                              |                                                                                                                   |
|                               |                                                                                                                                                                    | (Other class)                                                                    |                                                                                                                   |

|                                                                                                                         |       |
|-------------------------------------------------------------------------------------------------------------------------|-------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                                 | (1) 0 |
|                                                                                                                         | (2)   |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                               |       |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                         |       |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> |       |

Remarks (if any):

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Submitted by: Lui Siu Keung

Title: Company Secretary  
(Director, Secretary or other duly authorised officer)

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Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*