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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)

**RESIGNATION OF EXECUTIVE DIRECTOR, CEO,
AUTHORISED REPRESENTATIVE AND COMPLIANCE OFFICER
AND
APPOINTMENT OF NEW AUTHORISED REPRESENTATIVE
AND COMPLIANCE OFFICER**

Zhongyu Gas Holdings Limited (the “Company”) hereby announces that Mr. Hao Yu has tendered his resignation as executive director, chief executive officer, authorized representative and compliance officer of the Company with effect from 11 August 2010 due to his decision to focus on his other personal matters.

Mr. Hao Yu has confirmed that his resignation is not related to any disagreement with the board of directors of the Company (the “Board”) and there are no matters that need to be brought to the attention of the shareholders of the Company in connection with his resignation.

The Board would like to extend its thanks to Mr. Hao Yu for his contributions during his term of service.

The Board also takes this opportunity to announce the appointment of Mr. Wang Wenliang, an existing executive director of the Company, as the new authorized representative and chief executive officer of the Company with effect from 11 August 2010, and the appointment of Mr. Lui Siu Keung, an existing executive director of the Company, as the new compliance officer of the Company, with effect from 11 August 2010.

By Order of the Board
Zhongyu Gas Holdings Limited
Wang Wenliang
Chairman

Hong Kong, 12 August 2010

As at the date of this announcement, the executive directors of the Company are Mr. Wang Wenliang, Mr. Lu Zhaoheng and Mr. Lui Siu Keung, the non-executive director is Mr. Xu Yongxuan and the independent non-executive directors are Mr. Wang Shunlong, Dr. Luo Yongtai and Mr. Hung, Randy King Kuen.

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>.