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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)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of the shareholders of Zhongyu Gas Holdings Limited (the “Company”) will be held at Unit 04-06, 28th Floor, China Merchants Tower, Shun Tak Centre, 168 Connaught Road Central, Hong Kong on 14, March 2011 at 11 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as special resolutions of the Company:

#### SPECIAL RESOLUTION 1

“THAT Mr Huang Yong, an executive director of the Company, be and is hereby removed as a director of the Company.”

#### SPECIAL RESOLUTION 2

“THAT the following amendments be made to the Company’s articles of association:–

(a) A new sub-paragraph as set out below, be added as sub-paragraph (3) of the Article 75:

*“Where any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.”*

(b) The original sub-paragraph 5 of the Article 86 which reads:

*“Subject to any provision to the contrary in these Articles the Members may, at any general meeting convened and held in accordance with these Articles, by special resolution remove a Director at any time before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).”*

is to be deleted in its entirety and replaced by the following new sub-paragraph 5:–

*“The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).”*”

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

Hong Kong, 24 February 2011

*Registered office:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal place of business:*  
Unit 04-06, 28th Floor  
China Merchant Tower  
Shun Tak Centre  
168 Connaught Road Central  
Hong Kong

*Notes:*

- (i) A member entitled to attend and vote at the EGM is entitled to appoint another person as his/her/its proxy to attend and, subject to the provisions of the articles of association of the Company, to vote instead of him/her/it. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the EGM. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member.
- (ii) A form of proxy for use at the EGM is enclosed with the circular of the Company dated 24 February 2011. Such form is also available at the website of the Stock Exchange at <http://www.hkex.com.hk>. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, 26/F Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Delivery of an instrument appointing a proxy will not preclude a member from attending and voting at the EGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.

- (iii) Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders are present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

*As at the date of this announcement, the executive Directors are Mr. Wang Wenliang, Mr. Lu Zhaoheng, Mr. Lui Siu Keung and Mr. Huang Yong, the non-executive Directors are Mr. Xu Yongxuan and Mr. Xu Chao Ping and the independent non-executive Directors are Mr. Li Chunyan, 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>.*