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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)

RESULT OF THE EXTRAORDINARY GENERAL MEETING HELD ON 14 MARCH 2010

Reference is made to the circular issued by Zhongyu Gas Holdings Limited (the “Company”) dated 24 February 2011 (the “Circular”) and the notice of the extraordinary general meeting (“Notice of EGM”) of the Company dated 24 February 2011. Unless otherwise specified, terms used herein shall have the same meanings as defined in the Circular.

At the EGM held on 14 March 2011, voting on the special resolutions as set out in the Notice of EGM (“Resolutions”) was taken by way of poll pursuant to Rule 17.47(4) of the GEM Listing Rules.

Tricor Secretaries Limited, share register of the Company, was appointed as the scrutineer for the vote-taking at the EGM.

The total numbers of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the EGM held on 14 March 2011 was 1,974,007,684 Shares, representing the entire issued share capital of the Company as at the date of the EGM. There were no Shares entitling the Shareholders to attend and vote only against the Resolutions at the EGM.

The voting results are as follows:

	For		Against	
	Number of Shares	%	Number of Shares	%
Special Resolution 1				
To approve the removal of Mr. Huang Yong, as an executive director of the Company	1,679,403,684	100	0	0
Special Resolution 2				
<p>To approve the amendments to the Company’s articles of association (“Article(s)”) so that:–</p> <p>(a) A new sub-paragraph as set out below, be added as sub-paragraph (3) of the Article 75:</p> <p><i>“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.”</i></p> <p>and</p> <p>(b) The original sub-paragraph 5 of the Article 86 which reads:</p> <p><i>“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).”</i></p> <p>is to be deleted in its entirety and replaced by the following new sub-paragraph 5:–</p> <p><i>“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).”</i></p>	1,679,403,684	100	0	0

As more than 75% of the above votes were cast in favour of the above Resolutions, the Resolutions were duly passed as special resolutions of the EGM.

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

Hong Kong, 14 March 2011

As at the date of this announcement, the executive Directors are Mr. Wang Wenliang, Mr. Lu Zhaoheng and Mr. Lui Siu Keung, 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>.