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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 MADE PURSUANT TO
RULE 17.11 OF THE GEM LISTING RULES**

This announcement is made at the request of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) and pursuant to Rule 17.11 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “**GEM Listing Rules**”). Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

The board of directors (the “**Board**”) of Zhongyu Gas Holdings Limited (the “**Company**”) noted that there was an unusual movement in the price and trading volume of the shares of the Company today and wishes to state that the Board is not aware of any reason for such unusual movements.

The Board also noted that there is a press article in the Apple Daily today (“**Press Article**”) reporting that the controlling shareholder, China Gas Holdings Limited, of the Company may change or that there may otherwise be a change in control of the Company. The Press Article also reports that the Company may achieve the relevant profit requirements to enable a listing on the Main Board of the Stock Exchange. The Board wishes to clarify that, to its best knowledge, information and belief as at the date of this announcement, the Company does not contemplate a change in control or a listing on the Main Board of the Stock Exchange as reported in the Press Article.

The Board also confirms that there are no negotiations or agreements relating to intended acquisitions or realisations which are discloseable under Chapters 19 to 20 of the GEM Listing Rules, neither is the Board aware of any matter discloseable under the general obligation imposed by rule 17.10 of the GEM Listing Rules, which is or may be of a price-sensitive nature.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

Made by the order of the Board of Zhongyu Gas Holdings Limited, the Directors of which collectively and individually accept responsibility for the accuracy of this announcement.

**By order of the Board of
ZHONGYU GAS HOLDINGS LIMITED**

Wang Wenliang
Chairman and Executive Director

Hong Kong, 14 April 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>.