

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)**APPENDIX 5****FORMS RELATING TO LISTING****FORM F****THE GROWTH ENTERPRISE MARKET (GEM)****COMPANY INFORMATION SHEET****Case Number:** 20110101-F08070-0004

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Company name: Zhongyu Gas Holdings Limited**Stock code (ordinary shares):** 8070

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 18 April 2011

A. General**Place of incorporation:** Cayman Islands**Date of initial listing on GEM:** 5 June 2001**Name of Sponsor(s):** CSC Asia Limited, Polaris Securities (Hong Kong) Limited

Names of directors: Executive Directors are
(*please distinguish the status of the directors* Mr. Wang Wenliang (Chairman and Chief Executive Officer)
- Executive, Non-Executive or Independent Mr. Lu Zhaoheng
Non-Executive) Mr. Lui Siu Keung (Chief Financial Officer)

Non-executive Directors are
Mr. Xu Yongxuan (Vice-Chairman)
Mr. Xu Chao Ping

Independent non-executive Directors are
Mr. Li Chunyan
Dr. Luo Yongtai
Mr. Hung, Randy King Kuen

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Name(s) of substantial shareholder(s):
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

Name	Interests
Rich Legend International Limited (100% wholly-owned subsidiary of China Gas Holdings Limited)	1,111,934,142 ordinary shares
China Gas Holdings Limited	1,111,934,142 ordinary shares
Hezhong Investment Holding Company Limited (Mr. Wang Wenliang is beneficially interested in 60% of the issued share capital of Hezhong Investment Holding Company Limited)	567,453,542 ordinary shares
Mr Wang Wenliang	568,619,542 ordinary shares 10,000,000 share options (exercisable into 10,000,000 ordinary shares)

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:

There are no company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company.

Financial year end date:

31December

Registered address:

Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands

Head office and principal place of business:

Unit 04, 28th Floor, China Merchants Tower, Shun Tak Centre 168-200 Connaught Road Central, Hong Kong

Web-site address (if applicable):

http://www.zygas.com.cn.

Share registrar:

Principal share registrar
Bank of Bermuda (Cayman) Limited

Hong Kong branch share register
Tricor Secretaries Ltd.

Auditors:

Deloitte Touche Tohmatsu

B. Business activities

The Company and its subsidiaries are principally engaged in (i) the exploration, exploitation, development and production of coalbed methane and the sale of coalbed methane in the PRC; and (ii) the development, construction and operation of natural gas projects in the PRC, which include design and construction of natural gas pipeline network and ancillary facilities and sale of natural gas, as well as sale and maintenance of natural gas appliances.

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C. Ordinary shares

Number of ordinary shares in issue: 2,368,007,684

Par value of ordinary shares in issue: HK\$0.010

Board lot size (in number of shares): 2,000

Name of other stock exchange(s) on which ordinary shares are also listed: Ordinary shares are not listed on any other stock exchange.

D. Warrants

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio: N/A
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

E. Other securities**Share Options**

No. of shares falling to be issued upon the exercise of options granted under the share option scheme of the Company approved and adopted on 24 October 2003 is 159,000,000 shares.

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

THE STOCK EXCHANGE OF HONG KONG LIMITED
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Signed:

Wang Wenliang

Lui Siu Keung

Lu Zhaoheng

Xu Yongxuan

Xu Chao Ping

Li Chunyan

Luo Yongtai

Hung, Randy King Kuen

NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*