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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 BOARD OF DIRECTORS' MEETING**

The board of Directors (the "Board") hereby announces that a meeting of the Board will be held at Unit 04-06, 28th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Friday, 13 May 2011 at 3:00 p.m. for the following purposes:

1. To receive and consider the unaudited results of the Company and its subsidiaries for the three months ended 31 March 2011, and to approve the draft announcement of such results to be published on the GEM website;
2. To consider the payment of dividend, if any;
3. To consider the closure of the Register of Members, if necessary;
4. To transact any other businesses.

By order of the Board  
**Lui Siu Keung**  
*Company Secretary*

Hong Kong, 28 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 is Mr. Xu Yongxuan 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>.*