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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The Company is pleased to announce that the resolutions 1, 2(a)(ii), 2(a)(iii), 2(a)(iv), 3 and 5 as set out in the notice of the AGM were duly passed as ordinary resolutions of the Company by way of poll at the AGM held on 28 April 2011 and the resolutions 2(a)(i), 2(b), 4, 6 and 7 as set out in the notice of the AGM were not passed as ordinary resolutions of the Company by way of poll at the AGM held on 28 April 2011.

References are made to the circular (the “Circular”) of Zhongyu Gas Holdings Limited (the “Company”) and the notice of the annual general meeting (the “AGM”) dated 31 March 2011. Terms used in this announcement shall have the same meanings as those defined in the Circular unless defined otherwise herein.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The Company is pleased to announce that the resolutions 1, 2(a)(ii), 2(a)(iii), 2(a)(iv), 3 and 5 as set out in the notice of the AGM were duly passed as ordinary resolutions of the Company by way of poll at the AGM held on 28 April 2011 and the resolutions 2(a)(i), 2(b), 4, 6 and 7 as set out in the notice of the AGM were not passed as ordinary resolutions of the Company by way of poll at the AGM held on 28 April 2011.

Tricor Secretaries Limited, share registrar of the Company, was appointed as scrutineer for the vote-taking in the AGM.

There were no parties that had stated their intention in the Circular to vote against the resolutions proposed at the AGM (“Resolutions”) or to abstain from voting on the Resolutions.

The total numbers of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the AGM held on 28 April 2011 was 2,368,007,684 Shares, representing the entire issued share capital of the Company as at the date of the AGM. There were no Shares entitling the Shareholders to attend and vote only against the Resolutions at the AGM. The voting results are as follows:

	Ordinary Resolutions	For		Against	
		Number of votes	Approximate %	Number of votes	Approximate %
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries, the reports of the Directors and independent auditor's report of the Company for the year ended 31 December 2010	2,110,809,684	100	0	0
2(a).	(i) To re-elect Mr. Xu Chao Ping as the Director	998,875,542	47.32	1,111,934,142	52.68
	(ii) To re-elect Mr. Li Chunyan as the Director	2,110,809,684	100	0	0
	(iii) To re-elect Mr. Xu Yongxuan as the Director	2,110,809,684	100	0	0
	(iv) To re-elect Dr. Luo Yongtai as the Director	2,110,809,684	100	0	0
2(b).	To authorise the board of Directors or the Remuneration Committee of the Company to fix the remuneration of the Directors	998,875,542	47.32	1,111,934,142	52.68
3.	To re-appoint Messrs. Deloitte Touch Tohmatsu as the Company's auditors and authorise the Board to fix their remuneration	2,110,809,684	100	0	0
4.	To grant the general mandate to the Directors to allot, issue and deal with unissued Shares	998,875,542	47.32	1,111,934,142	52.68
5.	To grant the general mandate to the Directors to repurchase the Shares	2,110,809,684	100	0	0
6.	To extend the general mandate granted to Directors to issue Shares under Resolution numbered 4 above by including the nominal amount of the repurchased Shares as set out in the Resolution numbered 5 above	998,875,542	47.32	1,111,934,142	52.68
7.	To refresh the current scheme mandate limit under the share option scheme	998,875,542	47.32	1,111,934,142	52.68

As more than 50% of the votes were cast in favour of the resolutions 1, 2(a)(ii), 2(a)(iii), 2(a)(iv), 3 and 5, all such resolutions were duly passed as ordinary resolutions of the Company.

As more than 50% of the votes were cast against resolutions 2(a)(i), 2(b), 4, 6 and 7, all such resolutions were not passed as ordinary resolutions of the Company.

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

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 Director 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>.