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中裕燃氣控股有眼公司 ZHONGYU GAS HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 8070)

POSITIVE PROFIT ALERT

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules.

The Board wishes to inform the Shareholders and potential investors that the Group is expected to record a significant increase in profit for the year ended 31 December 2011 as compared to that recorded in 2010.

This positive profit alert announcement is only based on the Company's review of the consolidated management accounts of the Group for the year ended 31 December 2011, of which the independent auditor of the Company is yet to finish the audit.

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

This announcement is made by Zhongyu Gas Holdings Limited (the "Company", together with its subsidiaries, the "Group") pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules").

The board of directors of the Company (the "**Board**") wishes to inform the shareholders of the Company (the "**Shareholders**") and potential investors that the Group is expected to record a significant increase in profit for the year ended 31 December 2011 as compared to that recorded in 2010. The increase was mainly due to improved business operations of the sales of piped gas, gas pipeline construction and the sales of nature gas from CNG filling stations businesses during the year ended 31 December 2011.

This positive profit alert announcement is only based on the Company's review of the consolidated management accounts of the Group for the year ended 31 December 2011, of which the independent auditor of the Company is yet to finish the audit. The audited consolidated results of the Group for the year ended 31 December 2011 are expected to be published on or before 14 March 2012. The Shareholders and potential investors are advised to read the audited final results announcement of the Group when it is published.

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

By Order of the Board of

Zhongyu Gas Holdings Limited

Wang Wenliang

Chairman

Hong Kong, 23 February 2012

As at the date of this announcement, the executive directors of the Company 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.