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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)

CHANGE IN BOARD LOT SIZE

Reference is made to the announcement of Zhongyu Gas Holdings Limited (the “**Company**”) dated 5 April 2012 in relation to the proposed transfer of listing of the shares of the Company (the “**Proposed Transfer**”) from the Growth Enterprise Market (the “**GEM**”) to the Main Board of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Whilst the application for the Proposed Transfer is in process, the board of directors of the Company (the “**Board**”) is aware that the Stock Exchange has a practice of requiring a board lot size translating into a minimum value of HK\$2,000 at the time of listing for listing applicants. To facilitate the Proposed Transfer, the Board hereby announces that the board lot size for trading in the shares of HK\$0.01 each in the issued share capital of the Company (the “**Shares**”) will be changed from 2,000 Shares to 4,000 Shares with effect from 9:00 a.m. on Tuesday, 10 July 2012.

The Shares are currently traded in board lots of 2,000 Shares. Based on the closing price of HK\$0.92 per Share as quoted on GEM on the date of this announcement, the market value per board lot of the Shares is HK\$1,840. Upon the change in board lot size becoming effective, the Shares will be traded in board lots of 4,000 Shares, and the estimated market value per board lot of the Shares would become HK\$3,680.

The board lot size for trading in the Shares will be changed from 2,000 to 4,000 with effect from 9:00 a.m. on Tuesday, 10 July 2012. The change in board lot size will not result in any change in the relative rights of the shareholders of the Company (the “**Shareholders**”). The directors of the Company (“**Directors**”) consider that this change in board lot size is in the interest of the Company and the Shareholders as a whole.

To alleviate the difficulties in trading odd lots of the Shares arising from the change in board lot size of the Shares, the Company has appointed Kingsway Financial Services Group Limited as its agent to provide matching services to those Shareholders who wish to top up or sell their holdings of odd lots of the Shares during the period from Tuesday, 10 July 2012 to Monday, 30 July 2012 (both dates inclusive). Holders of the Shares in odd lots represented by the existing share certificates for the Shares who wish to take advantage of this arrangement either to dispose of their odd lots of the Shares or to top up their odd lots to a full new board lot may directly or through their broker contact Mr. Wesley So of Kingsway Financial Services Group Limited at 7/F., Tower 1, Lippo Centre, 89 Queensway, Hong Kong (telephone: (852) 2283 7698 and facsimile: (852) 2877 1026) during the period stated above. Holders of the Shares in odd lots should note that successful matching of the sale and purchase of odd lots of the Shares is not guaranteed. Shareholders are recommended to consult their professional advisers if they are in doubt about the above arrangement.

All existing share certificates in board lots of 2,000 Shares each will continue to be good evidence of legal title to the Shares and be valid for delivery, transfer, trading and settlement purposes. No new share certificates for existing shareholdings will be issued as a result of the change in board lot size, and therefore no arrangement for free exchange of existing share certificates in board lot size of 2,000 Shares to new share certificates in board lot size of 4,000 Shares is necessary. With effect from Tuesday, 10 July 2012, being the effective date of new board lots of 4,000 Shares, new certificate of the Shares will be issued in new board lot size of 4,000 Shares (except for odd lots or where the Shareholder(s) otherwise instruct(s)).

Shareholders and potential investors should be aware that the implementation of the Proposed Transfer is subject to, among other things, the granting of the relevant approval by the Stock Exchange. There is no assurance that permission will be obtained from the Stock Exchange for the Proposed Transfer. Accordingly, the Proposed Transfer may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares.

The Company will make further announcement(s) to keep the Shareholders and potential investors informed of the progress of the Proposed Transfer as and when appropriate.

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

Hong Kong, 18 June 2012

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 Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange 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 the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the Company’s website at <http://www.zygas.com.cn>.