



中裕燃气

中裕燃气控股有限公司
ZHONGYU GAS HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8070)

FORM OF PROXY

Form of proxy for use by shareholders of Zhongyu Gas Holdings Limited (the “Company”) at the extraordinary general meeting to be held at Suite 3016, 30th Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong on Thursday, 21 June 2007 at 11:00 a.m. and at any adjournment thereof.

I/We (note a) _____

of _____

being the registered holder(s) of _____ (note b) share(s) of HK\$0.01 each in the capital of the Company hereby appoint the chairman of the extraordinary general meeting or _____

of _____

to act as my/our proxy (notes c & d) to attend and vote on my/our behalf at the extraordinary general meeting of the Company to be held at Suite 3016, 30th Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong on Thursday, 21 June 2007 at 11:00 a.m. and at any adjournment thereof (and to exercise all rights conferred on proxies under law, regulation and the articles of association of the Company) as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

Please make a mark in the appropriate box to indicate how you wish your vote to be cast (notes e & f).

Resolutions	For	Against
To approve the issue of the one (1) per cent. convertible bonds in the aggregate principal amount of USD40 million to five independent subscribers pursuant to a subscription agreement dated 28 May 2007 and matters contemplated thereunder as set out in the notice of the extraordinary general meeting of the Company dated 4 June 2004.		

Dated the _____ day of _____ 2007 Shareholder’s signature _____ (notes g to j)

Notes:

- a. Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- b. Please insert the number of share(s) registered in your name(s) in respect of which you wish this form of proxy to represent. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the share capital of the Company registered in your name(s).
- c. A proxy need not be a shareholder of the Company, but must attend the extraordinary general meeting in person to represent you. You are entitled to appoint a proxy of your own choice. If you wish to appoint some person other than the chairman of the extraordinary general meeting as your proxy, please delete the words “the chairman of the extraordinary general meeting or” and insert the full name and address of the proxy desired in the space provided. Any changes should be initialed.
- d. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and subject to the articles of association of the Company, to vote on his/her/its behalf at the extraordinary general meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
- e. On a show of hands, every shareholder of the Company who is present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote, and on a poll, every shareholder who is present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every share of which he/she/it is the holder which is fully paid or credited as fully paid.
- f. If you wish to vote for the resolution, please tick (“√”) in the box marked “For”. If you wish to vote against the resolution, please tick (“√”) in the box marked “Against”. If this form of proxy returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his/her discretion in respect of the proposed resolution. A proxy will also be entitled to vote or abstain at his/her discretion on any resolution (or amendment thereto) properly put to the extraordinary general meeting other than those set out in the notice convening the extraordinary general meeting.
- g. In the case of joint holders, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the extraordinary general meeting, whether in person or by proxy, the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- h. This form of proxy must be signed by a shareholder, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- i. To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Secretaries Limited, at 26/F., Tesbury Centre, 28 Queen’s Road East, Wan Chai, Hong Kong not later than 48 hours before the time appointed for the holding of the extraordinary general meeting or any adjournment thereof.
- j. Any alteration made to this form of proxy should be initialed by the person who signs the form.
- k. Completion and return of this form of proxy will not preclude you from attending and voting at the extraordinary general meeting if you so wish. In the event that you attend the extraordinary general meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.