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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: 3633)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING

The Board announces that Resolution No. 1 was not passed at the EGM as special resolution of the Company and Resolution No. 2 was duly passed at the EGM as ordinary resolution of the Company by way of poll.

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING

Reference is made to the circular (the “**Circular**”) of Zhongyu Gas Holdings Limited (the “**Company**”) and the notice of the extraordinary general meeting of the Company, both dated 20 November 2019. Terms used in this announcement shall have the same meanings as those defined in the Circular unless defined otherwise herein.

The Board announces that the resolution relating to the adoption of the New Articles proposed to be passed as special resolution (the “**Resolution No. 1**”) as set out in the notice of the EGM was not passed by the Shareholders by way of poll at the EGM, and the resolution relating to the amendment of vesting period of options proposed to be passed as ordinary resolution (the “**Resolution No. 2**”, which, together with Resolution No. 1, are collectively referred to as “**Resolutions**”) as set out in the notice of EGM was duly passed by the Shareholders by way of poll at the EGM.

Tricor Secretaries Limited, the branch share registrar of the Company in Hong Kong, was appointed as scrutineer for the vote-taking at the EGM.

There were no parties that had stated their intention in the Circular to vote against the Resolutions or to abstain from voting on the Resolutions. No Shareholder was required to abstain from voting under the Listing Rules in respect of the special resolution proposed at the EGM to adopt the New Articles. However, the Employees holding in aggregate 1,069,021 Shares (representing approximately 0.04%

of the issued share capital of the Company as at the Latest Practicable Date) to which the vesting period of their Options is subject to amendment at the EGM were required to abstain from voting in respect of the ordinary resolution proposed at the EGM to approve the amendment of terms of Options.

The total numbers of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the EGM was 2,538,217,357 Shares, representing the entire issued share capital of the Company as at the date of the EGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolutions at the EGM as set out in Rule 13.40 of the Listing Rules.

The voting results in respect of the Resolutions were as follows:

Special Resolution	For		Against	
	Number of Votes	%	Number of Votes	%
To approve the adoption of the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.	1,225,347,631	53.54	1,063,520,338	46.46

As less than 75% of the votes were cast in favour of Resolution No. 1, it was not passed as a special resolution of the Company at the EGM.

Ordinary Resolution	For		Against	
	Number of Votes	%	Number of Votes	%
To approve the amendment of the vesting period of 108,123,500 options (the “ Employees’ Options ”) granted by the Company on 5 January 2018 and held by the employees of the Group such that those Employees’ Options will become vested and immediately exercisable upon the approval of this resolution until 4 January 2028.	1,229,047,955	53.70	1,059,820,014	46.30

As more than 50% of the votes were cast in favour of Resolution No. 2, it was duly passed as ordinary resolution of the Company at the EGM.

The Board would like to reiterate that it is in the best interests of the Company and the Shareholders as a whole to bring the constitution of the Company in line with amendments made to applicable laws of the Cayman Islands and the Listing Rules by adopting the amended and restated Articles of

Association and since Resolution No. 1 was not passed as a special resolution of the Company at the EGM, the Board may consider proposing these amendments again in the future as and when appropriate.

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

Hong Kong, 17 December 2019

As at the date of this announcement, the Board comprises of Mr. Wang Wenliang (Chairman), Mr. Lui Siu Keung (Chief Executive Officer), Mr. Lu Zhaoheng, Mr. Li Yan and Mr. Jia Kun, as the executive Directors, Mr. Xu Yongxuan (Vice-Chairman), as the non-executive Director and Mr. Li Chunyan, Dr. Luo Yongtai and Ms. Liu Yu Jie, as the independent non-executive Directors.