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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)

GRANT OF OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of Zhongyu Gas Holdings Limited (the “**Company**”) announces that the Company has resolved to grant options (“**Share Options**”) to certain eligible participants (the “**Grantees**”), subject to acceptance by such Grantees, under the share option scheme adopted by the Company on 3 May 2013. The Share Options, once accepted, will entitle the Grantees to subscribe for a total of 126,000,000 new shares in the Company (the “**Shares**”). Details of the Share Options granted are set out below:

Date of grant (“ Date of Grant ”)	:	5 January 2018
Total number of Shares issuable under Share Options granted	:	126,000,000 Shares (each Share Option shall entitle the holder of the Share Option to subscribe for one Share)
Exercise price	:	HK\$5.5 per Share, being not less than the higher of (i) HK\$5.0, being the closing price of each Share as stated in the Stock Exchange’s daily quotation sheet on the Date of Grant; (ii) HK\$4.986, being the average closing price of the Shares as stated in the Stock Exchange’s daily quotation sheet for the five business days immediately preceding the Date of Grant; and (iii) HK\$0.01, being the nominal value of the Shares

Closing price of the Share on : HK\$5.0 per Share
the Date of Grant

Validity period of the Share : From 5 January 2018 to 4 January 2028 (both dates inclusive)
Options

Among the Share Options granted, Share Options in respect of a total of 12,500,000 Shares were granted to the directors of the Company, details of which are as follows:

Name of Grantee	Capacity	Number of Shares issuable under Share Options granted
Lui Siu Keung	Executive Director and Chief Executive Officer	7,500,000
Lu Zhaoheng	Executive Director	3,000,000
Xu Yongxuan	Non-executive Director and Vice-Chairman	500,000
Li Chunyan	Independent Non-executive Director	500,000
Luo Yongtai	Independent Non-executive Director	500,000
Liu Yu Jie	Independent Non-executive Director	500,000
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		12,500,000
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To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, save as disclosed above, none of the Grantees is a director, chief executive or substantial shareholder of the Company or an associate (as defined in the Listing Rules) of any of them.

As all three independent non-executive Directors are also the Grantees of the Share Options, they have abstained from voting on the grant of Share Options to each of themselves at the board meeting approving the grant of the Share Options set out in this announcement in accordance with Rule 17.04(1) of the Listing Rules.

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

Hong Kong, 5 January 2018

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