

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**天伦燃气**  
**TIANLUN GAS**

**China Tian Lun Gas Holdings Limited**

**中國天倫燃氣控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 01600)**

## **COMPLETION OF THE SUBSCRIPTION OF NEW SHARES UNDER SPECIFIC MANDATE**

The Board is pleased to announce that all the conditions of the Subscription Agreement have been fulfilled. As agreed between the Company and the Investors, the Completion has taken place on the date of this announcement.

References are made to the announcements of China Tian Lun Gas Holdings Limited (the “**Company**”) dated 11 February 2015, 20 March 2015 and 27 March 2015 and the circular of the Company dated 21 April 2015 (the “**Circular**”) in relation to, among other things, the Subscription. Capitalised terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

## **COMPLETION OF THE SUBSCRIPTION AND CHANGE IN NUMBER OF SUBSCRIPTION SHARES**

Pursuant to the Subscription Agreement, the Completion shall take place at least 12 Business Days after the delivery of the Subscription Notice by the Company to the Investors.

The Company delivered the Subscription Notice on 8 May 2015 and it was expected that the Completion would take place on the original Subscription Date specified on the Subscription Notice (i.e. 27 May 2015). As the Conditions have already been fulfilled, the Company and the Investors are of the view that an early Completion is desirable.

In addition, due to fluctuation in the exchange rate between United States dollars and Hong Kong dollars (which is within a limited range), it is agreed between the Company and the Investors that there is a slight reduction on the number of Shares eventually subscribed by each Investor. In order to comply with the terms of the Subscription Agreement that the aggregate Subscription Price for the subscription of Shares by each of the Investors shall not exceed US\$75,000,000, the number of IFC Subscription Shares shall be amended to 90,844,804 and the number of IFC Fund Subscription Shares shall be amended to 90,844,804, taking into account of the fluctuation in the exchange rate between United States dollars and Hong Kong dollars.

The Directors (including all the independent non-executive Directors) consider that the early Completion and the change in number of Subscription Shares are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

As a result of the above, the Board is pleased to announce that the Completion has taken place on the date of this announcement. IFC has subscribed and paid for 90,844,804 Shares and IFC Fund has subscribed and paid for 90,844,804 Shares at the Subscription Price. The aggregate of 181,689,608 Shares have been allotted and issued to the Investors.

## EFFECT ON SHAREHOLDING STRUCTURE

For illustration purpose only, set out below are the shareholding structures of the Company (i) immediately before the Completion and (ii) immediately after the Completion:

	<b>Immediately before the Completion</b>		<b>Immediately after the Completion</b>	
	<i>No. of Shares</i>	<i>Approximate shareholding (%)</i>	<i>No. of Shares</i>	<i>Approximate shareholding (%)</i>
The Grantors ( <i>Notes 1</i> )	532,748,300	64.35	532,748,300	52.77
Pleasant New Limited ( <i>Note 2</i> )	12,829,500	1.55	12,829,500	1.27
IFC	—	—	90,844,804	9.00
IFC Fund	—	—	90,844,804	9.00
Public shareholders	282,347,200	34.10	282,347,200	27.96
Total:	<u>827,925,000</u>	<u>100.00</u>	<u>1,009,614,608</u>	<u>100.00</u>

*Note:*

- Gold Shine Development Limited is interested in 463,297,800 Shares through its wholly-owned subsidiary, namely Tian Lun Group Limited. The entire issued share capital of Gold Shine Development Limited is owned as to 60% by Mr. Zhang. Therefore, Mr. Zhang is deemed or taken to be interested in all the Shares held by Tian Lun Group Limited for the purposes of the SFO.

Chequers Development Limited, which is interested in 63,728,000 Shares, is wholly-owned by Mr. Zhang. Therefore, Mr. Zhang is also deemed or taken to be interested in all the Shares held by Chequers Development Limited for the purposes of the SFO.

Ms. Sun, the spouse of Mr. Zhang, holds 5,722,500 Shares through her individual security account. Therefore, Mr. Zhang is deemed or taken to be interested in all Shares interested by Ms. Sun for the purpose of the SFO.

- Mr. Xian Zhenyuan, an executive Director and the sole director of Pleasant New Limited, beneficially owns 90.00% of the issued share capital of Pleasant New Limited, which in turn owns 12,829,500 Shares. Therefore, Mr. Xian is deemed or taken to be interested in all the Shares held by Pleasant New Limited for the purpose of the SFO.

By order of the Board  
**China Tian Lun Gas Holdings Limited**  
**Zhang Yingcen**  
*Chairman*

Zhengzhou, the PRC, 15 May 2015

*As at the date of this announcement, the executive Directors are Mr. Zhang Yingcen (Chairman), Mr. Xian Zhenyuan, Mr. Feng Yi, Mr. Sun Heng and Ms. Li Tao; and the independent non-executive Directors are Mr. Li Liuqing, Mr. Zhang Jiaming, Ms. Zhao Jun and Mr. Cao Zhibin.*