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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)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 7 MAY 2015**

The Company is pleased to announce that the Resolution set out in the Notice dated 21 April 2015 was duly passed by the Independent Shareholders by way of poll at the EGM.

Reference is made to the circular (the “**Circular**”) and the notice of the EGM (the “**Notice**”) both dated 21 April 2015 issued by the Company in respect of (1) subscription of new Shares under Specific Mandate and (2) possible connected transaction — grant of Put Option by connected person(s). Terms used in this announcement shall have the same meanings as defined in the Circular unless the context requires otherwise.

The Board is pleased to announce the poll results in respect of the EGM held at 10 a.m. on Thursday, 7 May 2015 at The Conference Room, 6th Floor, Tian Lun Group Building, No. 6 Huang He East Road, Zheng Dong Xin District, Zhengzhou City, Henan Province, the People’s Republic of China. The proposed ordinary resolution (the “**Resolution**”) set out in the Notice was duly passed by the Independent Shareholders by way of poll at the EGM.

As at the date of the EGM, the issued share capital of the Company was 827,925,000 Shares. As explained in the Circular, the Grantors and their associates, who were interested in an aggregate of 532,748,300 Shares, representing 64.35% of the issued share capital of the Company as at the date of the EGM, were required to, and did, abstain from voting in relation to the Resolution. Accordingly, there were an aggregate of 295,176,700 Shares entitling the holders of which to attend and vote for or against the Resolution at the EGM. The number of Shares entitling the holders to attend and vote only against the Resolution at the EGM was nil.

The Company's share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for vote-taking at the EGM. The number of shares represented by votes for and against the Resolution at the EGM was as follows:—

Ordinary Resolution	No. of votes (approximate %)	
	For	Against
To approve, confirm and ratify the Subscription Agreement in light of the Sponsors' Agreement and to approve the transactions contemplated thereunder and the grant of the Specific Mandate and to authorize any one director of the Company to take all such actions as he/she considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Subscription Agreement and all transactions contemplated thereunder and the grant of the Specific Mandate.	179,261,840 (98.52%)	2,692,137 (1.48%)

The description of the Resolution above is by way of summary only. The full text appears in the Notice.

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as an ordinary resolution of the Company.

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

Zhengzhou, the PRC, 7 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. Cao Zhibin, Mr. Li Liuqing, Mr. Zhang Jiaming and Ms. Zhao Jun.