

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.



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: 1600)

RESULTS OF THE 2010 ANNUAL GENERAL MEETING

The Board is pleased to announce that all the resolutions as set out in the AGM Notice were duly passed at the AGM held on 2 June 2011.

Reference is made to the notice of 2010 annual general meeting (the “AGM”) dated 30 April 2011 (the “AGM Notice”) of China Tian Lun Gas Holdings Limited (the “Company”). Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the circular of the Company dated 30 April 2011.

RESULTS OF AGM

The board of directors (the “Board”) of the Company announces that, at the AGM held at The Forum, B2 level, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on 2 June 2011 at 2:00 p.m., poll voting was adopted for all of the resolutions as set out in the AGM Notice (the “Resolutions”).

The Board is pleased to announce that the Resolutions were duly passed by the shareholders of the Company (the “Shareholders”) by poll voting at the AGM. The poll results for the Resolutions are as follows.

Ordinary Resolutions		Number of Votes (%)		Total Votes
		For	Against	
1.	To receive and consider the audited consolidated accounts and reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 December 2010	598,555,500 (100%)	0 (0%)	598,555,500
2.	To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration	598,554,000 (99.9997%)	1,500 (0.0003%)	598,555,500
3.	(a) Mr. Zhang Yingcen be re-elected as an executive director of the Company and the board of directors of the Company be authorised to fix his director’s remuneration	598,555,500 (100%)	0 (0%)	598,555,500
	(b) Mr. Xian Zhenyuan be re-elected as an executive director of the Company and the board of directors of the Company be authorised to fix his director’s remuneration	598,555,500 (100%)	0 (0%)	598,555,500
	(c) Mr. Feng Yi be re-elected as an executive director of the Company and the board of directors of the Company be authorised to fix his director’s remuneration	598,555,500 (100%)	0 (0%)	598,555,500
	(d) Mr. Sun Heng be re-elected as an executive director of the Company and the board of directors of the Company be authorised to fix his director’s remuneration	598,554,000 (99.9997%)	1,500 (0.0003%)	598,555,500
	(e) Mr. Zhang Daoyuan be re-elected as a non-executive director of the Company and the board of directors of the Company be authorised to fix his director’s remuneration	598,555,500 (100%)	0 (0%)	598,555,500
	(f) Mr. Chang Zongxian be re-elected as an independent non-executive director of the Company and the board of directors of the Company be authorised to fix his director’s remuneration	598,555,500 (100%)	0 (0%)	598,555,500

Ordinary Resolutions		Number of Votes (%)		Total Votes
		For	Against	
	(g) Mr. Li Liuqing be re-elected as an independent non-executive director of the Company and the board of directors of the Company be authorised to fix his director's remuneration	598,555,500 (100%)	0 (0%)	598,555,500
	(h) Mr. Zhang Jiaming be re-elected as an independent non-executive director of the Company and the board of directors of the Company be authorised to fix his director's remuneration	598,555,500 (100%)	0 (0%)	598,555,500
	(i) Ms. Zhao Jun be re-elected as an independent non-executive director of the Company and the board of directors of the Company be authorised to fix her director's remuneration	598,555,500 (100%)	0 (0%)	598,555,500
4.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution	598,548,000 (99.9987%)	7,500 (0.0013%)	598,555,500
5.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution	598,551,000 (99.9992%)	4,500 (0.0008%)	598,555,500
6.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company	598,546,500 (99.9985%)	9,000 (0.0015%)	598,555,500

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

As more than 50% of the votes were cast in favour of the Resolutions, the Resolutions were duly passed as ordinary resolutions of the Company.

The Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited was appointed as the scrutineer for the poll voting at the AGM.

Notes:

- (a) The total number of shares of the Company in issue as at the date of the AGM: 827,925,000 shares of HK\$0.01 each. No Shareholder was required to abstain from voting on the Resolutions at the AGM.
- (b) The total number of shares of the Company entitling the holders to attend and vote only against the Resolutions at the AGM: Nil.

- (c) The total number of shares of the Company entitling the holders to attend and to vote for or against the Resolutions at the AGM: 827,925,000 shares.

RE-ELECTION OF MR. ZHANG YINGCEN AS AN EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Zhang Yingcen as an executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Zhang Yingcen, aged 48, the founder of the Group and the Chairman of the Board. Mr. Zhang was appointed as a Director on 20 May 2010 and re-designated as an executive Director on 13 October 2010. He is also the Chairman of the remuneration committee and the nomination committee of the Company. He is responsible for the overall strategic planning of the Group and has involved in leading the development and investment of the business of the Group in the PRC. Mr. Zhang has more than fourteen years of management experience, including nine years of experience in the management of gas enterprises. Mr. Zhang is the Chairman of certain subsidiaries of the Company, including Xuchang Tian Lun Gas Limited, Zhengzhou Shangjie Tian Lun Gas Limited and Henan Tian Lun Gas Group Limited. In January 2001, Mr. Zhang received the certificate of graduation in advanced EMBA program from Enterprise Research Center of Peking University (北京大學企業研究中心 EMBA 課程高級研修班結業證書). Mr. Zhang cares for the society and holds positions in other associations and national authorities. He was appointed as a representative of the 11th National People's Congress of the PRC (中華人民共和國第十一屆全國人民代表大會代表) since January 2008 and is currently the Vice Chairman of the Industrial and Business Association in Henan Province (河南省工商業聯合會副主席). Mr. Zhang is the father of Mr. Zhang Daoyuan, a non-executive Director.

Save as disclosed above, Mr. Zhang does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

As at the date of this announcement, Mr. Zhang owned 60% of the issued share capital of Gold Shine Development Limited which in turn held the entire issued share capital of Tian Lun Group. Tian Lun Group owned 508,725,000 Shares. Therefore, Mr. Zhang is deemed or taken to be interested in all the Shares held by Tian Lun Group for the purposes of SFO. Mr. Zhang beneficially owned all shares in issue of Chequers Development Limited, which in turn owns 49,675,500 Shares. 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.

Save as disclosed above, Mr. Zhang does not have any relationship with other Directors, senior management, substantial or controlling Shareholders of the Company and he has no other interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Zhang has entered into a director's service agreement with the Company for an initial term of three years commencing on 10 November 2010, which may be terminated by either party thereto giving to the other not less than three months' prior written notice and is entitled to receive a director's remuneration of RMB200,000 per annum which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities with the Group. Mr. Zhang is also entitled to a discretionary bonus subject to the approval by the Board.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

RE-ELECTION OF MR. XIAN ZHENYUAN AS AN EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Xian Zhenyuan as an executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Xian Zhenyuan, aged 36, is an executive Director and the General Manager of the Company. Mr. Xian was appointed as an executive Director on 13 October 2010. He is responsible for the overall management of the Group. Mr. Xian has eight years of experience in the management of gas enterprises. Mr. Xian joined the Group in 2003, and is a director of certain subsidiaries of the Company, including Zhengzhou Shangjie Tian Lun Gas Limited, Xuchang Tian Lun Gas Limited and Henan Tian Lun Gas Group Limited. Mr. Xian obtained a bachelor's degree majoring in International Trade from Southeast University (東南大學) in the PRC in July 1997 and obtained a master's degree majoring in Accounting from Macquarie University in Australia in April 2003.

Save as disclosed above, Mr. Xian does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

As at the date of this announcement, Mr. Xian beneficially owned 80% of the issued share capital of Pleasant New Limited, which in turn, owned 40,099,500 Shares (approximately 4.84% of the issued share capital of the Company). For the purpose of the SFO, Mr. Xian is deemed or taken to be, interested in all the Shares owned by Pleasant New Limited.

Save as disclosed above, Mr. Xian does not have any relationship with other Directors, senior management, substantial or controlling Shareholders of the Company and he has no other interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Xian has entered into a director's service agreement with the Company for an initial term of three years commencing on 10 November 2010, which may be terminated by either party thereto giving to the other not less than three months' prior written notice and is entitled to receive a director's remuneration of RMB180,000 per annum which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities with the Group. Mr. Xian is also entitled to a discretionary bonus subject to the approval by the Board.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

RE-ELECTION OF MR. FENG YI AS AN EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Feng Yi as an executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Feng Yi, aged 32, was appointed as an executive Director and the Deputy General Manager of the Company on 13 October 2010. He joined the Group in March 2008 as the director and Deputy General Manager of Henan Tian Lun Gas Group Limited. He is responsible for the strategic investment planning and corporate financing activities of the Group. Mr. Feng has nine years of experience in corporate investment and financing. Prior to joining the Group, he served as an investment specialist in the Strategic Investment Department of Zhengzhou Yutong Bus Co., Ltd. (鄭州宇通客車股份有限公司) between July 2002 and April 2005. He was the assistant to chairman and vice general manager of Henan Yatai Commercial Consultation Co., Ltd. (河南雅泰商務諮詢服務有限公司) in Henan Province (the Zhengzhou Branch of 21 Century Real Estate in the PRC (21世紀不動產 (中國) 鄭州區域分部) from April 2005 to August 2006. Mr. Feng was the assistant to the General Manager and the Vice General Manager of Henan Tian Lun Gas Engineering Investment Limited between September 2006 to November 2009. Mr. Feng obtained a bachelor's degree in International Trade from Southwestern University of Finance and Economics (西南財經大學) in the PRC in July 2002.

Save as disclosed above, Mr. Feng does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

As at the date of this announcement, Mr. Feng beneficially owned 10% of the issued share capital of Pleasant New Limited, which in turn, owned 40,099,500 Shares (approximately 4.84% of the issued share capital of the Company).

Save as disclosed above, Mr. Feng does not have any relationship with other Directors, senior management, substantial or controlling Shareholders of the Company and he has no other interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Feng has entered into a director's service agreement with the Company for an initial term of three years commencing on 10 November 2010, which may be terminated by either party thereto giving to the other not less than three months' prior written notice and is entitled to receive a director's remuneration of RMB150,000 per annum which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities with the Group. Mr. Feng is also entitled to a discretionary bonus subject to the approval by the Board.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

RE-ELECTION OF MR. SUN HENG AS AN EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Sun Heng as an executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Sun Heng, aged 53, was appointed as an executive Director and the Deputy General Manager of the Company on 13 October 2010. He joined the Group in November 2004. He is responsible for the operation and management of certain project companies in Hebi. Mr. Sun is also the director of certain subsidiaries of the Company, including Hebi Tian Lun Vehicle-use Gas Limited and Hebi Tian Lun New Energy Limited. Prior to joining the Group, Mr. Sun worked in Luoyang Liquidified Gas Co., Ltd. (洛陽市液化氣公司) from August 1993 to October 2004 and was appointed as the Chief Officer of its Operation and Sales Department and the Vice Secretary of the CPC branch of its Operation and Sales Department and Vice Manager. In June 2006, Mr. Sun was qualified as a Registered Senior Consultant for Oil and Gas Business (石油燃氣註冊高級諮詢師) by Henan Consultation Association of Science & Technology (河南省科技諮詢業協會) upon the confirmation of Henan Provincial Department of Science and Technology (河南省科學科技廳). He received a diploma of Economics (經濟專業班) from Party School of the Henan Committee of CPC (中國共產黨河南省委黨校) through correspondence course in July 1991.

Save as disclosed above, Mr. Sun does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

As at the date of this announcement, Mr. Sun beneficially owned 10% of the issued share capital of Pleasant New Limited, which in turn, owned 40,099,500 Shares (approximately 4.84% of the issued share capital of the Company).

Save as disclosed above, Mr. Sun does not have any relationship with other Directors, senior management, substantial or controlling Shareholders of the Company and he has no other interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Sun has entered into a director's service agreement with the Company for an initial term of three years commencing on 10 November 2010, which may be terminated by either party thereto giving to the other not less than three months' prior written notice and is entitled to receive a director's remuneration of RMB150,000 per annum which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities with the Group. Mr. Sun is also entitled to a discretionary bonus subject to the approval by the Board.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

RE-ELECTION OF MR. ZHANG DAOYUAN AS A NON-EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Zhang Daoyuan as a non-executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Zhang Daoyuan, aged 25, was appointed as a non-executive Director on 13 October 2010. He is the son of Mr. Zhang Yingcen, the Chairman of the Board and an executive Director. Mr. Zhang has served as an assistant to General Manager of Henan Tian Lun Real Estate Limited since December 2007. Mr. Zhang graduated from Griffith University in Australia in November 2007 and obtained a bachelor's degree majoring in finance.

Save as disclosed above, Mr. Zhang does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, Mr. Zhang does not have any relationship with other Directors, senior management, substantial or controlling Shareholders of the Company and he has no other interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Zhang has entered into a director's service agreement with the Company for an initial term of three years commencing on 10 November 2010, which may be terminated by either party thereto giving to the other not less than three months' prior written notice and is entitled to receive a director's remuneration of RMB60,000 per annum which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities with the Group. Mr. Zhang is also entitled to a discretionary bonus subject to the approval by the Board.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

RE-ELECTION OF MR. CHANG ZONGXIAN AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Chang Zongxian as an independent non-executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Chang Zongxian, aged 52, was appointed as the independent non-executive Director on 13 October 2010. Mr. Chang is also a committee member of the audit committee and the nomination committee of the Company. Mr. Chang has extensive management experience in the gas industry. Mr. Chang was the chairman of Zhengzhou Gas (Group) Co., Ltd. (鄭州燃氣集團有限公司) from 2000 to 2007. He was also a non-executive director between 2001 and 2005, and a supervisor between 2005 and 2007 of Zhengzhou Gas Company Limited (鄭州燃氣股份有限公司), a company listed on the Main Board of the Stock Exchange (Stock Code: 3928). Mr. Chang was also the Chairman of White Dove Group Co., Ltd (白鴿集團有限責任公司) from 2001 to 2003. Mr. Chang has been the Chief Executive Officer of Samost Photoelectrical Scientific Stock Co., Ltd (生茂光電科技股份有限公司) since January 2010. Mr. Chang graduated from School of Business of Hunan University (湖南大學商學院) in the PRC in January 1996 and obtained a master's degree in science. Mr. Chang was appointed as the Deputy General Secretary of People's Congress of Zhengzhou City (鄭州市人大常委會) since March 2009. He was also appointed as a representative of the Tenth People's Congress of Henan Province (河南省第十屆人民代表大會) in December 2002.

Save as disclosed above, Mr. Chang does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, Mr. Chang does not have any relationship with other Directors, senior management, substantial or controlling Shareholders of the Company and he has no other interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Chang has entered into a director's service agreement with the Company for an initial term of two years commencing on 10 November 2010, which may be terminated by either party thereto giving to the other not less than three months' prior written notice and is entitled to receive a director's remuneration of RMB60,000 per annum which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities with the Group. Mr. Chang is also entitled to a discretionary bonus subject to the approval by the Board.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

RE-ELECTION OF MR. LI LIUQING AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Li Liuqing as an independent non-executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Li Liuqing, aged 37, was appointed as the independent non-executive Director on 13 October 2010. He is also the chairman of the audit committee of the Company. Mr. Li has over nine years of experience in accounting and auditing, gained from his employment with Henan Suntront Tech Co., Ltd (河南新天科技股份有限公司) and Henan Branch of Ascenda Certified Public Accountants Ltd. (天健正信會計師事務所有限公司). Mr. Li is a director and Chief Financial Officer of Henan Suntront Tech Co., Ltd (河南新天科技股份有限公司) since October 2009. He served as a Senior Manager and a Vice Branch Manager of Henan Branch of Ascenda Certified Public Accountants Ltd. (天健正信會計師事務所有限公司) from January 2000 to November 2009. Mr. Li graduated from Henan University of Finance and Economics (河南財經學院) in December 1998 with a bachelor's degree in Accounting by way of self-studied examination. He then obtained a postgraduate certificate majoring in Corporate Management from Tianjin University of Finance and Economics (天津財經大學) in July 2000. Mr. Li has passed the Certified Public Accountant examination in the PRC in May 1998.

Save as disclosed above, Mr. Li does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, Mr. Li does not have any relationship with other Directors, senior management, substantial or controlling Shareholders of the Company and he has no other interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Li has entered into a director's service agreement with the Company for an initial term of two years commencing on 10 November 2010, which may be terminated by either party thereto giving to the other not less than three months' prior written notice and is entitled to receive a director's remuneration of RMB60,000 per annum which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities with the Group. Mr. Li is also entitled to a discretionary bonus subject to the approval by the Board.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

RE-ELECTION OF MR. ZHANG JIAMING AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Zhang Jiaming as an independent non-executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Zhang Jiaming, aged 30, was appointed as the independent non-executive Director on 13 October 2010. Mr. Zhang is also a committee member of the remuneration committee of the Company. Mr. Zhang served as an assistant head of a department in T&T Supermarket Inc. He has served as an assistant to General Manager and Vice General Manager of Henan Huaxing Investment Co., Ltd. (河南華星投資有限公司) since September 2009. Mr. Zhang obtained a bachelor of management degree from the University of Lethbridge in Alberta, Canada in May 2008.

Save as disclosed above, Mr. Zhang does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, Mr. Zhang does not have any relationship with other Directors, senior management, substantial or controlling Shareholders of the Company and he has no other interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Zhang has entered into a director's service agreement with the Company for an initial term of two years commencing on 10 November 2010, which may be terminated by either party thereto giving to the other not less than three months' prior written notice and is entitled to receive a director's remuneration of RMB60,000 per annum which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities with the Group. Mr. Zhang is also entitled to a discretionary bonus subject to the approval by the Board.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

RE-ELECTION OF MS. ZHAO JUN AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

At the AGM, the re-election of Ms. Zhao Jun as an independent non-executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Ms. Zhao Jun, aged 48, was appointed as the independent non-executive Director on 13 October 2010. Ms. Zhao is also a committee member of the audit committee, remuneration committee and the nomination committee of the Company. Ms. Zhao worked in the Post Office of Zhengzhou City (鄭州市郵政局) and Postal Transportation Bureau of Henan Province (河南省郵政運輸局) and served as a Lecturer, Education Officer (教育主管) and Occupational Testing Officer (職業技能鑒定站主任) successively from April 1986 to April 2010. Ms. Zhao has served as a director

of Human Resources in Shanghai Shibang Machinery Co., Ltd. (上海世邦機器有限公司) since April 2010. She obtained a bachelor's degree majoring in Agricultural Machinery Repair from Agricultural Machinery Department of Henan Agricultural University (河南省農學院) in the PRC in July 1984.

Save as disclosed above, Ms. Zhao does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, Ms. Zhao does not have any relationship with other Directors, senior management, substantial or controlling Shareholders of the Company and he has no other interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Ms. Zhao has entered into a director's service agreement with the Company for an initial term of two years commencing on 10 November 2010, which may be terminated by either party thereto giving to the other not less than three months' prior written notice and is entitled to receive a director's remuneration of RMB60,000 per annum which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities with the Group. Ms. Zhao is also entitled to a discretionary bonus subject to the approval by the Board.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

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

Hong Kong, 2 June 2011

As at the date of this announcement, the executive Directors are Mr. Zhang Yingcen (Chairman), Mr. Xian Zhenyuan, Mr. Feng Yi, Mr. Sun Heng; the non-executive Director is Mr. Zhang Daoyuan and the independent non-executive Directors are Mr. Chang Zongxian, Mr. Li Liuqing, Mr. Zhang Jiaming and Ms. Zhao Jun.