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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)

**RESULTS OF THE 2011 ANNUAL GENERAL MEETING
RE-ELECTION OF RETIRING DIRECTORS AND
ELECTION OF NEW DIRECTORS
RESIGNATION OF DIRECTOR AND CHANGE OF MEMBER OF
THE AUDIT COMMITTEE AND THE NOMINATION COMMITTEE**

Reference is made to the notice of 2011 annual general meeting (the “AGM”) dated 26 April 2012 (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 26 April 2012.

Results of AGM

The board of directors (the “Board”) of the Company announces that, at the AGM held at the conference room, 2nd Floor, Tian Lun Group Building, No. 6 Huang He East Road, Zheng Dong Xin District, Zhengzhou City, Henan Province, the PRC on 30 May 2012 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 2011	609,407,300 (100%)	0 (0%)	609,407,300
2.	To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration	609,407,300 (100%)	0 (0%)	609,407,300
3.	(a) 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	609,407,300 (100%)	0 (0%)	609,407,300
	(b) 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	609,407,300 (100%)	0 (0%)	609,407,300
	(c) 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	609,407,300 (100%)	0 (0%)	609,407,300
	(d) Mr. Hu Xiaoming be elected as an executive director of the Company and the board of directors of the Company be authorised to fix his director’s remuneration	609,407,300 (100%)	0 (0%)	609,407,300
	(e) Ms. Li Tao be elected as an executive director of the Company and the board of directors of the Company be authorised to fix her director’s remuneration	609,407,300 (100%)	0 (0%)	609,407,300
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	609,407,300 (100%)	0 (0%)	609,407,300
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	609,407,300 (100%)	0 (0%)	609,407,300
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	609,407,300 (100%)	0 (0%)	609,407,300

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 (“Shares”) 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 entitling the holders to attend and vote only against the Resolutions at the AGM: Nil.
- (c) The total number of Shares entitling the holders to attend and to vote for or against the Resolutions at the AGM: 827,925,000 Shares.

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 (李留慶先生), aged 38, is an independent non-executive Director. Mr. Li has over ten years of experience in accounting and auditing, and was the senior manager and 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河南分所). He is currently a director and Chief Financial Officer of Henan Suntront Tech Co., Ltd (河南新天科技股份有限公司). Mr. Li obtained a bachelor’s degree in Accounting from Henan University of Economics And Law (河南財經政法大學) in 1998 and a postgraduate certificate majoring in Corporate Management from Tianjin University of Finance and Economics (天津財經大學) in 2000. Mr. Li is a Certified Public Accountant on securities, a Certified Public Valuer and a Certified Tax Agent in the PRC.

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.

Mr. Li does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no 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 (張家銘先生), aged 31, is an independent non-executive Director. He is an assistant head of a department in T&T Supermarket Inc. He is currently a deputy general manager of Henan Huaxing Investment Co., Ltd (河南華星投資有限公司). Mr. Zhang obtained a bachelor of management degree from the University of Lethbridge in Alberta, Canada in 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.

Mr. Zhang does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no 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 (趙軍女士), aged 49, is an independent non-executive Director. 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. Ms. Zhao is currently a director of Human Resources in Shanghai Shibang Machinery Co., Ltd. (上海世邦機器有限公司). Ms. Zhao 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 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.

Ms. Zhao does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and she has no 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, her 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.

ELECTION OF MR. HU XIAOMING AS AN EXECUTIVE DIRECTOR

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

Mr. Hu Xiaoming (胡曉明先生), aged 42, joined the Group in July 2011 as the general manager of Henan Tian Lun Gas Group Limited (河南天倫燃氣集團有限公司), a wholly-owned subsidiary of the Company and is responsible for the operational management of the Group. Mr. Hu has 13 years of experience in the management of gas enterprises. Prior to joining the Group, he had served as the vice-president of ENN Group Co., Ltd. Mr. Hu obtained a master of business administration degree from Tsinghua University (清華大學) in 1999.

Save as the directorship with the Company and as disclosed above, Mr. Hu 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.

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

Mr. Hu will enter into a director's services agreement with the Company for a term of two year commencing on the date of the AGM which approves his appointment and ending at the conclusion of the 2013 annual general meeting of the Company to be held in 2014. The proposed director's remuneration of Mr. Hu is RMB150,000 per annum (subject to final confirmation upon execution of the relevant service agreement) which is determined with reference to his duties and responsibilities within the Group.

Save as disclosed above, there are no other matters relating to the 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.

ELECTION OF MS. LI TAO AS AN EXECUTIVE DIRECTOR

At the AGM, the election of Ms. Li Tao as an executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Ms. Li Tao (李濤女士), aged 40, joined the Group in April 2011 as the financial controller of Henan Tian Lun Gas Group Limited (河南天倫燃氣集團有限公司), a wholly-owned subsidiary of the Company and is responsible for the financial management of the Group. Ms. Li has years of experience in corporate finance management. Prior to joining the Group, Ms. Li had served as the head of finance of SDIC Henan Coal Transportation & Sales Co., Ltd. Ms. Li obtained a bachelor's degree in economics from Henan University of Economics and Law (河南財經政法大學) in the PRC in 1994. She is a senior accountant and a Certified Public Accountant in the PRC.

Save as the directorship with the Company and as disclosed above, Ms. 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.

Ms. Li does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and she has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Ms. Li will enter into a director's services agreement with the Company for a term of two year commencing on the date of the AGM which approves her appointment and ending at the conclusion of the 2013 annual general meeting of the Company to be held in 2014. The proposed director's remuneration of Ms. Li is RMB150,000 per annum (subject to final confirmation upon execution of the relevant service agreement) which is determined with reference to her duties and responsibilities within the Group.

Save as disclosed above, there are no other matters relating to the 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.

RESIGNATION OF DIRECTOR AND CHANGE OF MEMBER OF THE AUDIT COMMITTEE AND THE NOMINATION COMMITTEE

With effect from the close of the AGM, Mr. Chang Zongxian resigned as an independent non-executive Director as more time is required for other personal affairs. The Board confirms that (i) Mr. Chang has no claim against the Company in respect of his resignation; (ii) there is no disagreement between the Board and Mr. Chang; and (iii) there is no matter in relation to the resignation of Mr. Chang that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited and the Shareholders.

The Board would like to express its sincere gratitude to Mr. Chang for his contribution towards the Company during his tenure of office.

Following the resignation of Mr. Chang, Mr. Zhang Jiaming has replaced Mr. Chang as a member of the audit committee (the “Audit Committee”) and the nomination committee of the Company (the “Nomination Committee”).

As at the date of this announcement, the Audit Committee comprises three independent non-executive Directors, namely Ms. Zhao Jun, Mr. Zhang Jiaming and Mr. Li Liuqing. The Nomination Committee comprises Mr. Zhang Yingcen, an executive Director and the Chairman of the Board and two independent non-executive Directors, Ms. Zhao Jun and Mr. Zhang Jiaming.

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

Hong Kong, 30 May 2012

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