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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 2012 ANNUAL GENERAL MEETING AND RE-ELECTION OF RETIRING DIRECTORS

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 24 May 2013.

Reference is made to the notice of 2012 annual general meeting (the “AGM”) dated 23 April 2013 (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 23 April 2013.

Results of AGM

The board of directors (the “Board”) of the Company announces that, at the AGM held at conference room, 5th 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 “PRC”) on 24 May 2013 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 2012	664,799,152 (100%)	0 (0%)	664,799,152
2.	To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration	664,797,652 (99.9998%)	1,500 (0.0002%)	664,799,152

Ordinary Resolutions		Number of Votes (%)		Total Votes
		For	Against	
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	664,655,300 (99.9784%)	143,852 (0.0216%)	664,799,152
	(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	664,799,152 (100%)	0 (0%)	664,799,152
	(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	664,799,152 (100%)	0 (0%)	664,799,152
	(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	664,799,152 (100%)	0 (0%)	664,799,152
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	663,087,800 (99.7426%)	1,711,352 (0.2574%)	664,799,152
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	664,799,152 (100%)	0 (0%)	664,799,152
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	663,087,800 (99.7426%)	1,711,352 (0.2574%)	664,799,152

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. 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 (張瀛岑先生), aged 50, is the founder of the Company and its subsidiaries (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 nomination committee of the Company. He is responsible for the overall strategic planning of the Group and has been involved in leading the development and investment of the business of the Group in the PRC. Mr. Zhang has more than fifteen years of management experience, including ten years of experience in the management of gas enterprises. In 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). He is currently the representative of the 12th National People’s Congress of the PRC (中華人民共和國第十二屆全國人民代表大會代表) and the Vice Chairman of the Industrial and Business Association in Henan Province (河南省工商業聯合會副主席).

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 Limited (“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 owned 63,728,000 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 a 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 paragraphs 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 (洗振源先生), aged 38, 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 nine years of experience in the management of gas enterprises. Mr. Xian joined the Group in 2003, and had served as the director and general manager of certain subsidiaries of the Company successively. Mr. Xian obtained a bachelor's degree majoring in International Trade from Southeast University (東南大學) in the PRC in 1997 and obtained a master's degree majoring in Accounting from Macquarie University in Australia in 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 36,954,300 Shares (approximately 4.46% 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 a 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 paragraphs 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 (馮毅先生), aged 34, was appointed as an executive Director and the Deputy General Manager of the Company on 13 October 2010. He is responsible for the strategic investment planning and corporate financing activities of the Group. Mr. Feng has ten years of experience in corporate investment and financing. Mr. Feng joined the Group in 2006 and acted as the assistant to the general manager, deputy general manager and director of Henan Tian Lun Gas Group Limited successively. Prior to joining the Group, he was responsible for investment and financing of Zhengzhou Yutong Bus Co., Ltd. (鄭州宇通客車股份有限公司) and 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 2002 to 2006 successively. 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 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 36,954,300 Shares (approximately 4.46% 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 a 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 paragraphs 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 (孫恒先生), aged 55, was appointed as an executive Director and the Deputy General Manager of the Company on 13 October 2010. He is responsible for the operation and management of the Group. He has 18 years of experience in management of gas enterprises. Mr. Sun joined the Group in 2004 and acted as the general manager and director of certain subsidiaries of the Company successively. Prior to joining the Group, Mr. Sun was responsible for operation and management of Luoyang Liquidified Gas Co., Ltd. (洛陽市液化氣公司). In 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) and 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 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 36,954,300 Shares (approximately 4.46% 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 a 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 paragraphs 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, 24 May 2013

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