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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)

VOLUNTARY ANNOUNCEMENT

Formation of the JV Company in respect of the Coke Oven Gas-Produced LNG Project

This announcement is made voluntarily by China Tian Lun Gas Holdings Limited (the “**Company**”) to provide the investors and the shareholders of the Company with further information regarding the Company and its subsidiaries (collectively the “**Group**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that on 30 December 2013, Henan Tian Lun Gas Group Limited* (河南天倫燃氣集團有限公司) (“**Henan Tian Lun**”), a wholly-owned subsidiary of the Company and Luoyang Rongtuo Coking Company Limited* (洛陽榕拓焦化有限責任公司) (“**Luoyang Rongtuo**”) entered into a co-operation agreement (the “**Co-operation Agreement**”), pursuant to which both parties will form a joint venture company (the “**JV Company**”) for investing and operating a coke oven gas-produced liquefied natural gas (“**LNG**”) project (the “**Project**”) in Luoyang city. The registered capital of the JV Company will be RMB50,000,000, of which RMB40,000,000 will be contributed by Henan Tian Lun in cash, representing 80% of the shareholding interest of the JV Company, and RMB10,000,000 will be contributed by Luoyang Rongtuo in cash, representing 20% of the shareholding interest of the JV Company. Henan Tian Lun intends to finance the capital contribution to the JV Company from its internal cashflow from operations and/or bank loans (if necessary). The JV Company will develop a coke oven gas-produced LNG project with daily production capacity of LNG of approximately 200,000 cubic metres. It is intended that Henan Tian Lun will underwrite the sale of the LNG produced by the JV Company. The Directors believe that the project will generate satisfactory return in the future. After the coke oven gas-produced LNG project is put into operation, a separate agreement will be entered into between Henan Tian Lun and the JV Company in respect of the underwriting arrangement. The Company will make further announcement(s) as and when necessary in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

* For identification purpose only

The Project is the first coke oven gas-produced LNG project of the Group, signifying the entry of the Group into a new gas source arena and its strategic significance to the Group. Upon the commencement of the project, the natural gas channels of the Group would be expanded, the Group's gas supply of the gas stations in Henan would be effectively secured and the gas procuring cost of the Group would be lowered to a certain extent. Further, the remaining portion of the LNG to be distributed by the Group other than those to be used by the Group can be used for sale, which can increase the revenue of the Group's sales of gas.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Luoyang Rongtuo and its associates are third parties independent of the Company and the connected persons of the Company.

The terms of the Co-operation Agreement have been agreed after arm's length negotiation between the parties thereto. The Directors (including the independent non-executive Directors) are of the view that the terms of the Co-operation Agreement are on normal commercial terms and are fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole.

The formation of the JV Company does not constitute a notifiable or connected transaction of the Company pursuant to Chapters 14 and 14A of the Listing Rules.

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

Zhengzhou, the PRC, 30 December 2013

As at the date of this announcement, the executive Directors 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 are Mr. Cao Zhibin, Mr. Li Liuqing, Mr. Zhang Jiaming and Ms. Zhao Jun.