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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)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of China Tian Lun Gas Holdings Limited (the “**Company**”) hereby announces that on 27 January 2014, 20,000,000 share options (the “**Share Options**”) to subscribe for up to a total of 20,000,000 ordinary shares of HK\$0.01 each (the “**Shares**”) of the Company were granted to the Directors and certain employees of the Company (collectively, the “**Grantees**”) under the share option scheme adopted by the Company on 13 October 2010 (the “**Share Option Scheme**”), subject to the acceptance of the Grantees. Details of the Share Options are as follows:

Date of grant:	27 January 2014 (the “ Date of Grant ”)
Exercise price of Share Options granted:	HK\$7.142 per Share, which represents the highest of (i) the closing price of HK\$7.01 per Share as stated in the daily quotations sheet of the Stock Exchange on 27 January 2014, being the Date of Grant; (ii) the average closing price of HK\$7.142 per Share as stated in the daily quotations sheets of the Stock Exchange for the five trading days immediately preceding the Date of Grant; and (iii) the nominal value of the Share.
Number of Share Options granted:	20,000,000 (each Share Option shall entitle the holder thereof to subscribe for one Share)
Number of Shares to be issued upon exercise of the Share Options in full:	20,000,000
Closing market price of the Shares on the Date of Grant:	HK\$7.01 per Share

Validity period of the Share Options: Subject to the rules of the Share Option Scheme, 50% of the Share Options may be exercised within the period from 27 January 2016 to 26 January 2017 and the remaining 50% of the Share Options may be exercised within the period from 27 January 2017 to 26 January 2018

Among the Share Options granted above, 7,300,000 Share Options were granted to the Directors to subscribe for a total of 7,300,000 Shares, details of which are as follows:

Name of Director	Position held with the Company	Number of Share Options granted
Xian Zhenyuan	Executive Director	4,000,000
Hu Xiaoming	Executive Director	1,500,000
Feng Yi	Executive Director	600,000
Sun Heng	Executive Director	600,000
Li Tao	Executive Director	600,000

The grant of Share Options to each of the above Directors has been approved by all the independent non-executive Directors. Save as disclosed in this announcement, none of the Grantees is a Director, chief executive or substantial shareholder of the Company, or an associate (as defined in the Listing Rules) of any of them.

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

Zhengzhou, the PRC, 27 January 2014

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.