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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)**

**DISCLOSEABLE TRANSACTION  
SUPPLEMENTAL AGREEMENT IN RELATION TO  
THE INVESTMENT IN A TRUST SCHEME**

Reference is made to the announcement of China Tian Lun Gas Holdings Limited (the “**Company**”) dated 18 January 2013 (the “**Announcement**”) in relation to the Investment Agreement (as supplemented by a supplemental agreement on 4 May 2012) entered into between Henan Tian Lun and Zhongyuan Trust. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

Pursuant to the Investment Agreement, Henan Tian Lun agreed to invest for an amount not exceeding RMB400 million in aggregate in the Trust Scheme for a term of two years, commencing on the date of the initial payment of the Trust Principals to Zhongyuan Trust (i.e. 21 March 2012) to 21 March 2014 (the “**Trust Period**”).

During the period from 21 March 2012 to 21 March 2014 (the “**Period**”), the Group had invested RMB370 million in aggregate in the Trust Scheme. During the Period, the Company had withdrawn RMB150 million in aggregate from the investment in the Trust Scheme according to the Group’s requirements for daily operations and expansion. As at the date of this announcement, the Group’s balance of investment in the Trust Scheme amounted to RMB220 million.

During the Period, the Trust Scheme has been operating smoothly and the Group has received stable income from the Trust Scheme.

The Board announces that on 21 March 2014 (after trading hours), Henan Tian Lun and Zhongyuan Trust have entered into a second supplemental agreement to the Investment Agreement, pursuant to which the parties agreed that the Trust Period is extended for a period of two years until 21 March 2016.

The Trust Scheme provides a stable income stream to the Group, facilitates an appreciation of the idle funds and enables the Group to withdraw the invested capital from the Trust Scheme within a short period of time without affecting the capital requirement for the Group's daily operations and expansion. The Directors believe that the extension of the Trust Period of the Trust Scheme for two years is in the interest of the Company and the Shareholders as a whole.

Save and except for the above, all other material terms and conditions of the Investment Agreement shall remain unchanged and continue in full force and effect.

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

Zhengzhou, the PRC, 21 March 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.*