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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 2013 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 28 May 2014.

Reference is made to the notice of 2013 annual general meeting (the “**AGM**”) dated 29 April 2014 (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 29 April 2014.

Results of AGM

The board of directors (the “**Board**”) of the Company announces that, at the AGM held at Island Ballroom A, Island Shangri-La, Hong Kong on 28 May 2014 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 2013	595,916,342 (100%)	0 (0%)	595,916,342
2.	To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration	595,916,342 (100%)	0 (0%)	595,916,342
3.	(a) Mr. Li Liuqing be re-elected as an independent non-executive director of the Company	595,914,842 (99.999748%)	1,500 (0.000252%)	595,916,342
	(b) Mr. Zhang Jiaming be re-elected as an independent non-executive director of the Company	595,916,342 (100%)	0 (0%)	595,916,342
	(c) Ms. Zhao Jun be re-elected as an independent non-executive director of the Company	595,914,842 (99.999748%)	1,500 (0.000252%)	595,916,342
	(d) Mr. Cao Zhi Bin be re-elected as an independent non-executive director of the Company	595,914,842 (99.999748%)	1,500 (0.000252%)	595,916,342
	(e) The board of director of the Company be authorised to fix the directors remuneration	595,916,342 (100%)	0 (0%)	595,916,342
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	593,671,600 (99.623313%)	2,244,742 (0.376687%)	595,916,342
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	595,916,342 (100%)	0 (0%)	595,916,342
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	593,674,600 (99.623816%)	2,241,742 (0.376184%)	595,916,342

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 40, was appointed as an Independent Non-executive Director of the Company on 13 October 2010. Mr. Li has over ten years of experience in accounting and auditing, and was a 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) and a director and Chief Financial Officer of Henan Suntront Tech Co., Ltd (河南新天科技股份有限公司). He is currently the branch manager of Henan Branch of Zhongxingcai Guanghua Certified Public Accountants (中興財光華會計師事務所河南分所). 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.

Save as disclosed above, Mr. Li 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. Li has entered into a director’s service agreement with the Company for an initial term of two years commencing on 10 November 2013, 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.

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 33, is an independent non-executive Director. Mr. Zhang served as 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.

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 an initial term of two years commencing on 10 November 2013, 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.

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 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 51, 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 the director of Beijing Office 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.

Save as disclosed above, Ms. Zhao 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.

Ms. Zhao has entered into a director's service agreement with the Company for an initial term of two years commencing on 10 November 2013, 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.

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. CAO ZHIBIN AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Cao Zhibin as an independent non-executive director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Cao Zhi Bin (曹志斌先生), aged 69, is an independent non-executive Director. Mr. Cao had been the prefectural party committee secretary of Lou Di, Hunan Province, vice secretary general of the provincial party committee of Hunan Province and vice secretary general of the provincial party committee of Heilongjiang Province. From April 2010 to May 2011, Mr. Cao served as an independent director of Macrolink Real Estate Co. Ltd (新華聯不動產股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 000620). Mr. Cao graduated from MBA Management Institute of Hunan University (湖南大學) in 1995.

Save as disclosed above, Mr. Cao 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.

Save as disclosed above, Mr. Cao 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. Cao has entered into a director's service agreement with the Company for an initial term of two years commencing on 26 July 2013, 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.

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.

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

Hong Kong, 28 May 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.