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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)**

**ANNOUNCEMENT PURSUANT TO RULE 13.18 OF  
THE LISTING RULES**

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of China Tian Lun Gas Holdings Limited (the “**Company**”) in compliance with Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

On 30 December 2014, the Company (as borrower) and Mr. Zhang Yingcen (as guarantor) (“**Mr. Zhang**”), entered into a loan agreement (the “**Loan Agreement**”) with a number of banks (as lenders) (the “**Lenders**”) relating to a credit facility in the amount of US\$40,000,000 (the “**Loan**”) with a tenor of three years commencing from the date of execution of the Loan Agreement.

Pursuant to the Loan Agreement, if Mr. Zhang fails to (i) be the single largest shareholder of the Company or the chairman of the board of directors of the Company or (ii) have control over the business or management (including financial and/or personnel management) of the Company or the Company and its subsidiaries, this will constitute a breach of the terms of the Loan Agreement and may also lead to an event of default under the Loan Agreement. Upon the occurrence of a breach of terms of or an event of default under the Loan Agreement, the Lenders may, among others, declare that the Loan be cancelled and/or declare that the part of the Loan which has been drawn down by the Company, all accrued interest of the Loan and all other amounts which shall be payable by the Company to the Lenders under the Loan Agreement be immediately due and payable.

As at the date of this announcement, Mr. Zhang beneficially and indirectly owns approximately 64.34% in aggregate of the issued share capital of the Company and is the controlling shareholder, the chairman of the board of directors and an executive director of the Company.

If the above obligations of Mr. Zhang continue to exist, the Company will make continuing disclosures in its subsequent interim and annual reports to comply with the disclosure requirements under Rule 13.21 of the Listing Rules.

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

Zhengzhou, the People’s Republic of China, 30 December 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.*