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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)

**RESIGNATION OF EXECUTIVE DIRECTOR AND
CHIEF EXECUTIVE
AND
APPOINTMENT OF CHIEF EXECUTIVE**

RESIGNATION OF EXECUTIVE DIRECTOR AND CHIEF EXECUTIVE

The board (the “**Board**”) of directors (the “**Directors**”) of China Tian Lun Gas Holdings Limited (the “**Company**”) announces that Mr. Hu Xiaoming (“**Mr. Hu**”) has resigned as an executive Director and the chief executive of the Company due to other career pursuit which requires more of his attention with effect from 8 January 2015.

Mr. Hu has confirmed that (i) he has no claim against the Company in respect of his resignation; (ii) he has no disagreement with the Board; and (iii) there is no other matter in relation to his resignation that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited and the shareholders of the Company (the “**Shareholders**”).

The Board would like to express its sincere gratitude to Mr. Hu for his contributions towards the Company during his tenure of office.

APPOINTMENT OF CHIEF EXECUTIVE

The Board further announces that Mr. Xian Zhenyuan has been appointed as the chief executive of the Company with effect from 8 January 2015 as to comply with code provision A.2.1 of Appendix 14: Corporate Governance Code and Corporate Governance Report to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Mr. Xian Zhenyuan (冼振源先生), aged 40, is an executive Director and the General Manager of the Company. Mr. Xian was appointed as an executive Director on 13 October 2010. He is responsible for the overall management of the Group. Mr. Xian has ten years of experience in the management of gas enterprises. Mr. Xian joined the Group in 2003, and had served as the director and general manager of certain subsidiaries of the Company successively. Mr. Xian obtained a bachelor’s degree majoring in International Trade from Southeast University (東南大學) in the PRC in 1997 and obtained a master’s degree majoring in Accounting from Macquarie University in Australia in 2003.

Save as disclosed above, Mr. Xian 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.

As at the date of this announcement, Mr. Xian beneficially owned 90% of the issued share capital of Pleasant New Limited, which in turn owned 12,829,500 shares of the Company (the “**Shares**”) (approximately 1.54% of the issued share capital of the Company). For the purpose of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (the “**SFO**”), Mr. Xian is deemed or taken to be, interested in all the Shares owned by Pleasant New Limited.

Save as disclosed above, Mr. Xian 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. Xian has entered into a director’s service agreement with the Company for a term of three 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 RMB180,000 per annum which is determined with reference to the prevailing market practice, the Company’s remuneration policy, his duties and responsibilities with the Group. Mr. Xian is also entitled to a discretionary bonus subject to the approval by the Board.

Save as disclosed above, there are no other matters relating to the appointment that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to (v) of the Listing Rules.

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

Zhengzhou, the PRC, 8 January 2015

As at the date of this announcement, the executive Directors are Mr. Zhang Yingcen (Chairman), Mr. Xian Zhenyuan, 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.