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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)

**SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO THE PROPOSED
ISSUE OF SHARES UNDER SPECIFIC MANDATE**

Reference is made to the announcement (the “**Announcement**”) of China Tian Lun Gas Holdings Limited (the “**Company**”) dated 11 February 2015 in relation to, inter alia, the entering into of the Subscription Agreement between the Company as issuer and the Investors as subscribers with respect to the proposed issue of an aggregate of 181,742,400 Subscription Shares under Specific Mandate. As a condition of the Subscription, the Investors and the Company had also entered into the Policy Agreement on 11 February 2015. Capitalised terms used in this announcement, unless the context requires otherwise, shall have the same meaning as those defined in the Announcement.

On 20 March 2015 (after trading hours), the Company and the Investors entered into an amended and restated policy agreement (the “**Amended and Restated Policy Agreement**”), pursuant to which the parties thereto agreed to amend and restate the Policy Agreement to reflect changes to certain terms of the Policy Agreement set out therein.

The Amended and Restated Policy Agreement replaces and supersedes the Policy Agreement. The major amendment to the Policy Agreement is to clarify and restate that the Investors, as a group, shall only exercise their rights of nomination and removal of their nominated directors in accordance with all applicable laws (which include the Listing Rules) and the applicable provisions under the Company’s Articles.

The Directors are of the view that the terms of the Amended and Restated Policy Agreement, which were arrived at after arm’s length negotiation between the parties thereto are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The Company has not incurred any additional material obligation by entering into the Amended and Restated Policy Agreement. There are no material adverse changes in respect of rights and obligations of the Company to the transactions contemplated under the Subscription Agreement and the Amended and Restated Policy Agreement.

Save and except for the above, all other material terms and provisions of the Policy Agreement, as amended and restated, shall remain the same.

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

Zhengzhou, the People's Republic of China, 20 March 2015

As at the date of this announcement, the executive Directors are Mr. Zhang Yingcen (Chairman), Mr. Xian Zhenyuan, Mr. Sun Heng, Mr. Feng Yi and Ms. Li Tao; and the independent non-executive Directors are Mr. Cao Zhibin, Mr. Li Liuqing, Mr. Zhang Jiaming and Ms. Zhao Jun.