



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/5/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China Tian Lun Gas Holdings Limited

Date Submitted 3/6/2015

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>01600</u> Description : <u>Ordinary Shares</u>			
	No. of ordinary shares	Par value (HKD)	Authorised share capital (HKD)
Balance at close of preceding month	<u>2,000,000,000</u>	<u>0.01</u>	<u>20,000,000</u>
Increase/(decrease)	<u>N/A</u>		<u>N/A</u>
Balance at close of the month	<u>2,000,000,000</u>	<u>0.01</u>	<u>20,000,000</u>
(2) Stock code : <u>N/A</u> Description : <u>N/A</u>			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u></u>	<u></u>	<u></u>
Increase/(decrease)	<u></u>		<u></u>
Balance at close of the month	<u></u>	<u></u>	<u></u>

2. Preference Shares

Stock code :	N/A	Description :	N/A
	No. of preference shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

3. Other Classes of Shares

Stock code :	N/A	Description :	N/A
	No. of other classes of shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month (*HKD*) : 20,000,000

II. Movements in Issued Share Capital

	No. of ordinary shares (1)	(2)	No of preference shares	No. of other classes of shares
Balance at close of preceding month	827,925,000	_____	_____	_____
Increase/ (decrease) during the month	181,689,608	_____	_____	_____
Balance at close of the month	1,009,614,608	_____	_____	_____

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1.Share Option Scheme adopted on 13/10/2010						
Ordinary shares (Note 1)	Nil	Nil	Nil	Nil	Nil	Nil
2. (/ /) shares (Note 1)						
3. (/ /) shares (Note 1)						
Total A. (Ordinary shares)					Nil	
(Preference shares)					N/A	
(Other class)					N/A	
Total funds raised during the month from exercise of options (State currency)	Nil					

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
2.						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
3.						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
4.						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
Total B.					(Ordinary shares)	N/A
					(Preference shares)	N/A
					(Other class)	N/A

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
2.						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
3.						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
4.						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
Total C. (Ordinary shares)					N/A	
(Preference shares)					N/A	
(Other class)					N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<p>1. On 11 February 2015 (after trading hours), International Finance Corporation (“IFC”) and IFC Global Infrastructure Fund, LP (“IFC Fund”) entered into a subscription agreement with the Company, pursuant to which IFC agrees to conditionally subscribe and pay for 90,871,200 fully paid shares of the Company and IFC Fund agrees to subscribe and pay for 90,871,200 fully paid shares of the Company, in each case at the subscription price of HK\$6.40 per share.</p> <p>On 15 May 2015, an aggregate of 181,689,608 shares of the Company had been allotted and issued to IFC and IFC Fund. The number of shares of the Company subscribed by IFC and IFC Fund were amended to 90,844,804 and 90,844,804 respectively due to fluctuation in the exchange rate between United States dollars and Hong Kong dollars (which is within a limited range). (For more details, please refer to the announcements dated 11 February 2015 and 15 May 2015 and the circular dated 21 April 2015.)</p>	(/ /)		
	Ordinary shares (<i>Note 1</i>)	181,689,608	N/A
	2. (/ /)		
	shares (<i>Note 1</i>)		
	3. (/ /)		
	shares (<i>Note 1</i>)		
	Total D. (Ordinary shares)	181,689,608	
	(Preference shares)	N/A	
	(Other class)	N/A	

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price : State currency _____	Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	<u>N/A</u>	<u>N/A</u>
2. Open offer	At price : State currency _____	Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	<u>N/A</u>	<u>N/A</u>
3. Placing	At price : State currency _____	Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	<u>N/A</u>	<u>N/A</u>
4. Bonus issue		Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	<u>N/A</u>	<u>N/A</u>

For Main Board and GEM listed issuers

				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Type of Issue					
5.	Scrip dividend	At price : State currency	<div>Class of shares issuable (Note 1)</div> <div>Issue and allotment date : (dd/mm/yyyy)</div> <div>EGM approval date: (dd/mm/yyyy)</div>	(/ /)	<div>N/A</div> <div>N/A</div>
6.	Repurchase of shares		<div>Class of shares repurchased (Note 1)</div> <div>Cancellation date : (dd/mm/yyyy)</div> <div>EGM approval date: (dd/mm/yyyy)</div>	(/ /)	<div>N/A</div> <div>N/A</div>
7.	Redemption of shares		<div>Class of shares redeemed (Note 1)</div> <div>Redemption date : (dd/mm/yyyy)</div> <div>EGM approval date: (dd/mm/yyyy)</div>	(/ /)	<div>N/A</div> <div>N/A</div>
8.	Consideration issue	At price : State currency	<div>Class of shares issuable (Note 1)</div> <div>Issue and allotment date : (dd/mm/yyyy)</div> <div>EGM approval date: (dd/mm/yyyy)</div>	(/ /)	<div>N/A</div> <div>N/A</div>

For Main Board and GEM listed issuers

				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
Type of Issue						
9. Capital reorganisation	Class of shares issuable _____ (Note 1)					
	Issue and allotment date : (dd/mm/yyyy)			(/ /)		
	EGM approval date: (dd/mm/yyyy)			(/ /)		
				<u>N/A</u>	<u>N/A</u>	
10. Other (Please specify)	At price : State currency _____	Class of shares issuable _____ (Note 1)				
		Issue and allotment date : (dd/mm/yyyy)			(/ /)	
		EGM approval date: (dd/mm/yyyy)			(/ /)	
					<u>N/A</u>	<u>N/A</u>
Total E.				(Ordinary shares)	<u>N/A</u>	
				(Preference shares)	<u>N/A</u>	
				(Other class)	<u>N/A</u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	181,689,608
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)		

Remarks (if any):

The Company has granted a total of 20,000,000 share options on 27 January 2014 under the share option scheme adopted by the Company on 13 October 2010. 50% of the Share Options may be exercised within the period from 27 January 2016 to 26 January 2017 and the remaining 50% of the Share Options may be exercised within the period from 27 January 2017 to 26 January 2018. Details of the grant of Share Options are set out in the announcement of the Company dated 27 January 2014.

Submitted by: Zhang Yingcen

Title: Director
(Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).*
- 2. If there is insufficient space, please append the prescribed continuation sheet.*