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天倫燃气
TIANLUN GAS

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**”, together with its subsidiaries the “**Group**”) 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**”).

Reference is made to the announcement of the Company dated 27 August 2014 which provides, *inter alia*, the potential debt financing to be provided by International Finance Corporation (“**IFC**”).

On 23 September 2015, 河南天倫燃氣有限公司 (Henan Tian Lun Gas Group Ltd, a wholly-owned subsidiary of the Company, the “**Borrower**”) (as borrower), the Company and two other wholly-owned subsidiaries of the Company (as obligators) entered into a loan agreement (the “**Loan Agreement**”) with IFC (as lender), pursuant to which a loan facilities in the principal amount of US\$60,000,000 (the “**Loan**”) is made available to the Company for a term of less than six years.

Pursuant to the Loan Agreement, the Borrower is subject to an obligation (the “**Obligation**”) to prepay the outstanding principal amount of the Loan, together with accrued interest and all other amounts payable, immediately upon the occurrence of, among other things, Mr. Zhang Yingcen (“**Mr. Zhang**”), his spouse and his son (collectively, the “**Sponsors**”), as a group, at any time for any reason ceases to own, directly and/or indirectly, at least 33% of both economic and voting interests in the Borrower’s or the Company’s share or equity capital (determined on a fully diluted basis). The Board is of the view that the transaction contemplated under the Loan Agreement are on normal commercial terms and no security over the assets of the Group is granted pursuant to the Loan Agreement.

As at the date of this announcement, Mr. Zhang, being the controlling shareholder of the Company, together with the other Sponsors beneficially and indirectly own approximately 53.33% of the issued share capital of the Company.

If the Obligation continues to exist, the Company will make continuing disclosures in its subsequent interim and annual reports in compliance 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, 23 September 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; the non-executive Director is Mr. Wang Jiansheng and the independent non-executive Directors are Mr. Li Liuqing, Mr. Yeung Yui Yuen Michael, Ms. Zhao Jun and Mr. Cao Zhibin.