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**天伦燃气**  
**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 “**Director(s)**”) 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 1 December 2015, the Company (as borrower), Upsky Holdings Limited (a direct wholly-owned subsidiary of the Company) (as guarantor), Tian Lun New Energy Limited (an indirect wholly-owned subsidiary of the Company) (as guarantor) 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 term loan facility in the amount of US\$250,000,000 (the “**Loan**”) with a tenor of three years commencing from the date of the drawdown of the Loan (which can be extended for two years upon maturity in accordance with the terms of the Loan Agreement).

Pursuant to the Loan Agreement, if Mr. Zhang fails to (i) be the single largest beneficial shareholder of the Company together with his family members; or (ii) be the chairman of the Board; or (iii) have management control (which shall be construed as having the ability to direct the affairs or policies of the Company and/or to control the composition of the majority of the members of the Board) over the Company, this will constitute a breach of terms of the Loan Agreement and lead to an event of default under the Loan Agreement. Upon the occurrence of an event of default under the Loan Agreement, the Lenders may, among others, declare that the Loan be cancelled and/or declare that all outstanding amount including all accrued interest of the Loan be immediately due and payable.

As at the date of this announcement, Mr. Zhang beneficially and indirectly owns approximately 52.77% in aggregate of the issued share capital of the Company and is a controlling shareholder of the Company (as defined under the Listing Rules), the chairman of the Board and an executive Director.

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, 1 December 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.*