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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)**

**VOLUNTARY ANNOUNCEMENT**  
**ESTABLISHMENT OF A FINANCE LEASE COMPANY**

This announcement is made by China Tian Lun Gas Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis to keep shareholders and potential investors of the Company informed of the Group’s latest business development.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that Henan Tian Lun Gas Group Limited\* (河南天倫燃氣集團有限公司) (“**Henan Tianlun**”), an indirect wholly-owned subsidiary of the Company, has entered into a promoters agreement (the “**Promoters Agreement**”) with Bank of Zhengzhou Co., Ltd.\* (鄭州銀行股份有限公司) (“**Zhengzhou Bank**”) and Zhengzhou Yutong Bus Co., Ltd.\* (鄭州宇通客車股份有限公司) (“**Zhengzhou Yutong**”) to establish a finance lease company (the “**Finance Lease Company**”) in Zhengzhou, Henan Province, the People’s Republic of China (the “**PRC**”).

Pursuant to the Promoters Agreement, Henan Tianlun shall contribute RMB200,000,000 to the Joint Venture Company, representing 20% of the total registered capital of the Finance Lease Company. The Finance Lease Company will be principally engaged in, among others, financial leasing, transfers of subject assets of financial leases, investment businesses in securities with fixed revenues, acceptance of lease deposit from lessee, sales and disposals of leased objects and economic consulting.

The China Banking Regulatory Commission (中國銀行業監督管理委員會) had issued the approval for the establishment of the Finance Lease Company on 6 February 2016 (the “**Approval**”) and Henan Tianlun had received the Approval on 16 February 2016.

## **INFORMATION OF THE PARTIES**

Zhengzhou Bank is a company established in the PRC with limited liability and is principally engaged in corporate banking, retail banking and treasury businesses.

Zhengzhou Yutong is a company established in the PRC with limited liability and is principally engaged in production and sale of vehicles as well as provision of vehicle repair services and inter-city fixed-route passenger transport services.

## **REASONS FOR AND BENEFITS OF THE PROMOTERS AGREEMENT**

The Group is principally engaged in the operation of gas pipeline connection, gas sales, gas refilling stations investment and operation, and LNG plant investment and operation in the PRC.

In recent years, the asset size and business scale of finance lease business in the PRC has been expanding gradually and there has been increasing business opportunities for the finance lease business. Leveraging on the favourable policies of the PRC government on the finance lease business, the Finance Lease Company enables the Group to introduce finance lease services to its “coal-to-gas” and upgrade of gas vehicles projects. Such finance lease services help resolve the funding problems for “coal-to-gas” conversion of the potential clients of the Group and lower the funding threshold for usage of natural gas, which is beneficial to the expansion of the gas business of the Group in the future. The Directors consider that the formation of the Finance Lease Company will facilitate the growth of the sale of vehicle gas and gas for industrial and commercial use and enhance the profitability of the Group in the long run. Accordingly, the Directors are of the view that the formation of the Finance Lease Company is in the interests of the Company and its shareholders as a whole.

## **GENERAL**

To the best of the knowledge, information and belief of the Directors having made all reasonable enquires, each of Zhengzhou Bank and Zhengzhou Yutong and their respective ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The Promoters Agreement and the transactions contemplated thereunder do not constitute connected transaction of the Company under Chapter 14A of the Listing Rules.

As all the applicable percentage ratios calculated in accordance with Chapter 14 of the Listing Rules for the transaction contemplated under the Promoters Agreement are less than 5%, the Promoters Agreement and the transactions contemplated thereunder do not constitute a notifiable transaction of the Company under Chapter 14 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, 16 February 2016

*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.*

*\* For identification purpose only*