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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)

INTENTION TO ACCEPT THE OFFER REGARDING ZHONGJI DADI

The Board wishes to inform the Shareholders and potential investors that on 13 May 2016, Engineering Investment Company issued an offer letter to the Group, pursuant to which the Group is given the right to acquire 36% equity interest in Zhongji Dadi (the “Offer”). On 19 May 2016, the Board (including all independent non-executive Directors) had resolved to issue the notice of intent of acceptance of the Offer.

In view of the growing results of operation of Zhongji Dadi and that northeastern China, where it is located, has become one of the most important core areas of operation of the Group, the Board believes that further increase of the shareholding of Zhongji Dadi will enhance the size and profitability of the Group and facilitate the development of the gas business of the Group as a whole.

Zhongji Dadi is a company established in the PRC with limited liability and is principally engaged in the urban gas and vehicle-use gas business in northeastern China. As at the date of this announcement, the equity interest of Zhongji Dadi is owned as to 51% by Henan Tian Lun (an indirect wholly-owned subsidiary of the Company) and 49% by Engineering Investment Company.

Mr. Zhang is an executive Director and a controlling Shareholder and thus a connected person of the Company. As at the date of this announcement, the equity interest of Engineering Investment Company is indirectly owned as to over 50% by Mr. Zhang. As such, Engineering Investment Company is an associate (as defined under the Listing Rules) of Mr. Zhang and thus a connected person of the Company and the acceptance of the Offer (if proceed) will constitute a connected transaction of the Company under the Listing Rules. The acceptance of the Offer will be conditional on, among other things, (i) the entering into of a formal equity transfer agreement between Engineering Investment Company and the Group; and (ii) all the Directors (including the independent non-executive Directors) are of the view that the acceptance of the Offer is in the best interests of the Company and the Shareholders.

The Group is principally engaged in urban gas business, gas refilling station and production and sale of LNG, long-haul gas pipeline construction and direct supply to industrial users.

The Company will make further announcement to keep the Shareholders and potential investors informed of the latest development in connection with the acceptance of the Offer as and when appropriate under the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“Board”	the board of Directors
“Company”	China Tian Lun Gas Holdings Limited (中國天倫燃氣控股有限公司), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the same meaning as ascribed thereto in the Listing Rules
“controlling Shareholder(s)”	has the same meaning as ascribed thereto in the Listing Rules

“Directors”	the directors of the Company
“Engineering Investment Company”	Henan Tian Lun Engineering Investment Limited (河南省天倫燃氣工程投資有限公司), a company established in the PRC with limited liability
“Group”	the Company and its subsidiaries
“Henan Tian Lun”	Henan Tian Lun Gas Group Limited (河南天倫燃氣集團有限公司), an indirect wholly-owned subsidiary of the Company
“Hong Kong”	the Hong Kong Special Administrative Region
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Zhang”	Mr. Zhang Yingcen (張瀛岑), an executive Director and a controlling Shareholder of the Company
“PRC”	the People’s Republic of China, and for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Share(s)”	Share(s) of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Zhongji Dadi”	Jilin Zhongji Dadi Gas Group Limited (吉林省中吉大地燃氣集團有限公司), a company established in the PRC with limited liability
“%”	per cent.

In this announcement, the English names of the PRC entities are translation of their Chinese names, and are included herein for identification purpose only. In the event of any inconsistency, the Chinese names shall prevail.

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

Zhengzhou, the PRC, 19 May 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.