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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 24 MAY 2016**

The Board is pleased to announce that all the resolutions as set out in the AGM Notice were duly passed at the AGM held on 24 May 2016.

Reference is made to the notice of 2015 annual general meeting (the “**AGM**”) dated 22 April 2016 (the “**AGM Notice**”) of China Tian Lun Gas Holdings Limited (the “**Company**”). Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the circular of the Company dated 22 April 2016 (the “**Circular**”).

Poll Results of AGM

The Board announces that, at the AGM held at the Conference Room, 6th Floor, Tian Lun Group Building, No. 6 Huang He East Road, Zheng Dong Xin District, Zhengzhou City, Henan Province, the People’s Republic of China on 24 May 2016 at 10:00 a.m., poll voting was adopted for all of the resolutions as set out in the AGM Notice (the “**Resolutions**”).

The Board is pleased to announce that the Resolutions were duly passed by the shareholders of the Company (the “**Shareholders**”) by poll voting at the AGM. The poll results for the Resolutions are as follows:

Ordinary Resolutions (Notes)		Number of Votes (%)		Total Votes
		For	Against	
1.	To receive and consider the audited consolidated accounts and reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 December 2015	787,632,349 (100%)	0 (0%)	787,632,349
2.	To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration	787,632,349 (100%)	0 (0%)	787,632,349
3.	(a) Mr. Zhang Yingcen be re-elected as an executive director of the Company	323,584,549 (99.77%)	750,000 (0.23%)	324,334,549
	(b) Mr. Xian Zhenyuan be re-elected as an executive director of the Company	774,802,849 (100%)	0 (0%)	774,802,849
	(c) Mr. Li Liuqing be re-elected as an independent non-executive director of the Company	787,608,349 (99.99%)	24,000 (0.01%)	787,632,249
	(d) Ms. Zhao Jun be re-elected as an independent non-executive director of the Company	787,632,349 (100%)	0 (0%)	787,632,349
	(e) The board of directors of the Company be authorised to fix the remuneration of the directors of the Company	787,632,349 (100%)	0 (0%)	787,632,349
4.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the aggregate number of issued shares of the Company as at the date of passing this resolution	786,641,257 (99.87%)	991,092 (0.13%)	787,632,349
5.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the aggregate number of issued shares of the Company as at the date of passing this resolution	787,632,349 (100%)	0 (0%)	787,632,349
6.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company	786,641,257 (99.87%)	991,092 (0.13%)	787,632,349

Special Resolutions (Notes)		Number of Votes (%)		Total Votes
		For	Against	
7.	(A) To consider and approve the amendment to article 133 of the articles of association of the Company	787,632,349 (100%)	0 (0%)	787,632,349
	(B) To consider and approve the amendment to article 134 of the articles of association of the Company	787,632,349 (100%)	0 (0%)	787,632,349
	(C) To consider and approve the amendment to article 135 of the articles of association of the Company	605,942,741 (100%)	0 (0%)	605,942,741
	(D) To authorise the directors of the Company to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to give effect to the proposed amendments to the articles of association of the Company	605,942,741 (100%)	0 (0%)	605,942,741

As more than half of the votes were cast in favour of each of Resolutions 1 to 6, Resolutions 1 to 6 were passed as ordinary resolutions of the Company. As more than 75% of the votes were cast in favour of each of Resolutions 7(A), 7(B), 7(C) and 7(D), Resolutions 7(A), 7(B), 7(C) and 7(D) were passed as special resolutions of the Company.

The description of the Resolutions above is by way of summary only. The full text appears in the AGM Notice.

The Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited was appointed as the scrutineer for the poll voting at the AGM.

Notes:

- (a) The total number of Shares in issue as at the date of the AGM: 1,009,614,608 Shares. No Shareholder was required to abstain from voting on the Resolutions at the AGM.
- (b) The total number of Shares entitling the holders to attend and vote only against the Resolutions at the AGM: nil.
- (c) None of the Shareholders have stated their intention in the Circular to abstain from voting on, or vote against any of the Resolutions at the AGM.
- (d) The total number of Shares entitling the holders to attend and to vote for or against the Resolutions at the AGM: 1,009,614,608 Shares.

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

Zhengzhou, the PRC, 24 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.