

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 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**”).

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company announces that on 30 November 2017, the Company, as borrower, Upsky Holdings Limited (a direct wholly-owned subsidiary of the Company) and Tian Lun New Energy Limited (an indirect wholly-owned subsidiary of the Company), both as corporate guarantors, and Mr. Zhang Yingcen, as personal guarantor (“**Mr. Zhang**”), entered into a facility agreement (the “**Facility Agreement**”) with a number of banks, as lenders (the “**Lenders**”) in relation to a five-year term loan facility in the amount of HK\$1,250,000,000 at an aggregate interest rate of 3% per annum and Hong Kong interbank offered rate (the “**Facility**”).

Pursuant to the Facility 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 trigger mandatory prepayment and will constitute an event of default under the Facility Agreement, thereupon, the Lenders may, among others, cancel the Facility forthwith and/or declare that all outstanding amount (including all accrued interest) in respect of the Facility be immediately due and payable.

As at the date of this announcement, Mr. Zhang beneficially and indirectly owns approximately 54.62% of the total 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.

The Company will continue to comply with the disclosure requirements under rule 13.21 of the Listing Rules for so long as circumstances giving rise to the obligation continue to exist.

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

Zhengzhou, the PRC, 30 November 2017

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 and Ms. Zhao Jun.