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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: 1600)

EXERCISE OF OVER-ALLOTMENT OPTION IN FULL

SUMMARY

The Company announces that the Over-allotment Option has been fully exercised by the Sole Global Coordinator on behalf of the International Underwriters on 29 November 2010 after the trading hours in respect of an aggregate of 29,925,000 Shares, representing 15% of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option, to cover over-allocations in the International Placing.

The Over-allotment Shares will be allotted and issued by the Company at HK\$2.05 per Share (excluding brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%), being the final Offer Price per Offer Share in connection with the Global Offering.

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Approval for the listing of and permission to deal in the Over-allotment Shares has already been granted by the Listing Committee of the Stock Exchange. Listing of and dealing in the Over-allotment Shares is expected to commence on the Main Board of the Stock Exchange at 9:30 a.m. on 2 December 2010.

As shown in the shareholding structure of the Company set out below, immediately before allotment and issue of the Over-allotment Shares by the Company, approximately 25% of the issued share capital of the Company is held by public shareholders. Such shareholding percentage will be increased to approximately 27.71% of the enlarged issued share capital of the Company immediately after allotment and issue of the Over-allotment Shares by the Company.

The shareholding structure of the Company immediately before and immediately after allotment and issue of the Over-allotment Shares by the Company are as follows:

Shareholders	Immediately before allotment and issue of the Over-allotment Shares		Immediately after allotment and issue of the Over-allotment Shares	
	Number of Shares	Approximate % of issued share capital	Number of Shares	Approximate % of issued share capital
Chequers Development ¹	49,675,500	6.23%	49,675,500	6.00%
Tian Lun Group ²	508,725,000	63.75%	508,725,000	61.45%
Pleasant New ³	40,099,500	5.02%	40,099,500	4.84%
Public Shareholders	<u>199,500,000</u>	<u>25%</u>	<u>229,425,000</u>	<u>27.71%</u>
	<u><u>798,000,000</u></u>	<u><u>100%</u></u>	<u><u>827,925,000</u></u>	<u><u>100%</u></u>

Notes:

1. Chequers Development is wholly owned by Mr. Zhang.
2. Tian Lun Group is wholly owned by Gold Shine Development and Gold Shine Development is held as to 60% by Mr. Zhang, 20% by Ms. Sun and 20% by Mr. Zhang DY.
3. Pleasant New is beneficially owned as to 80% by Mr. Xian, 10% by Mr. Feng and 10% by Mr. Sun.

The additional net proceeds to be received by the Company upon allotment and issue of the Over-allotment Shares are estimated to be approximately HK\$58.9 million, which will be used by the Company for the items as set out in the section headed "Future Plans and Use of Proceeds" in the Prospectus on a pro-rata basis, but in any event the amount assigned for general working capital would not be more than 10% of the total net proceeds from the Global Offering. As a result of exercise of the Over-allotment Option in full, the total net proceeds from the Global Offering to be received by the Company are estimated to be approximately HK\$425.5 million.

The Company will continue to comply with the public float requirements under Rule 8.08(1)(a) of the Listing Rules. No new Shares or securities convertible into equity securities of the Company may be issued within six months from the Listing Date save for the situations set out in Rule 10.08 of the Listing Rules.

A further announcement will be made by the Company after the end the stabilization period in connection with the Global Offering pursuant to Section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong).

By order of the Board
China Tian Lun Gas Holdings Limited
Mr. Zhang Yingcen
Chairman and executive Director

Hong Kong, 29 November 2010

As at the date of this announcement, the executive Directors are Mr. Zhang Yingcen (Chairman), Mr. Xian Zhenyuan, Mr. Feng Yi and Mr. Sun Heng; the non-executive Director is Mr. Zhang Daoyuan and the independent non-executive Directors are Mr. Chang Zongxian, Mr. Li Liuqing, Mr. Zhang Jiaming and Ms. Zhao Jun.