

#### Monthly Return of Equity Issuer on Movements in Securities

# For the month ended (dd/mm/yyyy) :

31/05/2019

To : Hong Kong Exchanges and Clearing Limited

Name	of	Issuer
Date S	Sub	omitted

China Tian Lun Gas Holdings Limited
03/06/2019

I. Movements in Authorised Share Capital

## 1. Ordinary Shares

(1) Stock code : <u>01600</u> Descri	ption : Ordinary	Shares					
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>				
Balance at close of preceding month	2,000,000,000	0.01	20,000,000				
Increase/(decrease)	N/A		<u>N/A</u>				
Balance at close of the month	2,000,000,000	0.01	20,000,000				
(2) Stock code : <u>N/A</u> Description : <u>N/A</u>							
	puon. <u>N/A</u>						
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)				
Balance at close of preceding month	No. of ordinary shares	(State	capital				
	No. of ordinary shares	(State	capital				

#### 2. Preference Shares

Stock code :	N/A	_Descripti	on :	N/A		
			prefe	o. of erence ares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at clos	e of precedir	g month				
Increase/(decre	ase)	_				
Balance at clos	e of the mon	th				

### 3. Other Classes of Shares

Stock code :	N/A	_Descript	tion :	N/A		
			class	of other ses of ares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at clos	e of precedir	ng month				
Increase/(decre	ease)	_				
Balance at clos	e of the mon	th _				

Total authorised share capital at the end of the month (*State* 20,000,000 *currency*):

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	
	(1)	(2)	shares	classes of shares
Balance at close of preceding month	989,615,108	<u>N/A</u>	N/A	<u>N/A</u>
Increase/ (decrease) during the month	Nil	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	989,615,108	<u>N/A</u>	N/A	<u>N/A</u>

III. Details of Movements in Issued Share Capital

Share Options (un	der Share Op	tion Schemes	of the Issuer)				
Particulars of share option scheme				No. of new shares of issuer issued during the month pursuant thereto	issuer which may be		
including EGM approval date		Movement duri	ng the month		- Inereto	the month	
(dd/mm/yyyy) and class of shares issuable	Granted	Exercised	Cancelled	Lapsed			
1.Share Option Scheme adopted on 13/10/2010							
Ordinary shares (Note 1)	Nil	Nil	Nil	Nil	Nil	5,000,000 (See Remarks)	
<u>2.</u>							
( / / ) shares (Note 1)							
<u>3.</u>							
( / / ) shares							
(Note 1)		Tota	l A. (Ordina	ry sharps)	Nil		
		1010		ce shares)			
			(O	ther class)			
Total funds raised of options (State cu		onth from exerc	ise <u>Nil</u>				

Warrants to Issue Shares of the	Issuer which	are to be Listed				
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. N/A</u>						
( / / )						<u>N/A</u>
Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price			<u>-</u>			
(if applicable)						
(dd/mm/yyyy)	( / /	)	_			
2.						
Stock code (if listed)						
Class of shares			-			
issuable (Note 1)			-			
Subscription price			-			
EGM approval date (if applicable)						
(dd/mm/yyyy)	( / /	)				
3.	,	,	-			
Stock code (if listed) Class of shares			-			
issuable (Note 1)						
			-			
EGM approval date						
(if applicable) (dd/mm/yyyy)	( / /	)				
4.			-			
( / / )						
Stock code (if listed)			-			
Class of shares issuable (Note 1)						
Subscription price			-			
EGM approval date			-			
(if applicable)	, , ,	<b>`</b>				
(dd/mm/yyyy)	( / /	)	-			
		Total E	3. (Ordina	ary shares) N/A		
				ce shares) N/A		-
				ther class) <u>N/A</u>		

Convertibles (i.e. Convertible	into Shares of th	ne Issuer whi	ch are to be Liste	ed)		
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. N/A</u>						
	_					
	—					N1/A
Stock code (if listed)						N/A
Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable)						
(dd/mm/yyyy))	( / / )					
<u>2. N/A</u>						
	_					
						N/A
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	( / / )					
3. N/A						
						N/A
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(//)					
4. N/A						
	_					
						N/A
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)	, , , , ,					
(dd/mm/yyyy)	( / / )		Total C. (Ordina	ary charac) N/A	l l	
				ce shares) <u>N/A</u>		_
				ther class) N/A		_
			Υ.	·		_

Any other Agreements or Arrangements to Issue Shares of the Issue Options (other than under Share Option Schemes)	er which are to be List	ed, including
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A		
	-	
	-	
shares (Note 1)	-	N/A
2. <u>N/A</u>		
	-	
	-	
shares (Note 1)	-	N/A
3. N/A		
	-	
	-	N/A
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	-
(Other class)	N/A	-

Ot	her Movements	in Issued Sha	are Capital				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price :	State currency	Class of shares issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)	<u>N/A</u>	<u>N/A</u>
2.	Open offer	At price :	State currency	Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / /	)	<u>N/A</u>	<u>N/A</u>
3.	Placing	At price :	State currency	Class of shares issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / /	)	<u>N/A</u>	<u>N/A</u>
4.	Bonus issue			Class of shares issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / /	)	<u>N/A</u>	<u>N/A</u>

	Type of Issue						No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
				Class of shares				
				issuable (Note 1)	, , ,			
5.	Scrip dividend	At price :	State currency ———	lssue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
							<u>N/A</u>	<u>N/A</u>
				Class of shares repurchased (Note 1)				
6.	Repurchase of shares			Cancellation date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
							<u></u>	
				Class of shares redeemed (Note 1)				
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
							<u>N/A</u>	<u>N/A</u>
				Class of shares issuable (Note 1)				
8.	Consideration issue	At price :	State currency ———	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
							<u>N/A</u>	<u>N/A</u>

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable <i>(Note 1)</i> Issue and allotment ( / / ) date : (dd/mm/yyyy)		
	EGM approval date: ( /  /  ) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
10. Other (Please specify) At price : State currency	Class of shares issuable (Note 1) Issue and allotment ( / / ) date : (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
	Total E. (Ordinal share: (Preference share: (Other class)	s) <u>N/A</u> s) <u>N/A</u>	- - -

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	Nil
(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	N/A
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)	

#### IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;

- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

On 18 July 2017, the Company granted 15,000,000 share options under Share Option Scheme -

(i) One-third of the share options are exercisable from 18 July 2018 to 17 July 2019; (ii) another

one-third of the share options are exercisable from 18 July 2019 to 17 July 2020; and (iii) the

remaining one-third of the share options are exercisable from 18 July 2020 to 17 July 2021.

On 12 July 2018, the Company granted 30,000,000 share options under Share Option Scheme -

Upon acceptance of the grant and subject to the rules of the Share Option Scheme, (i) one-fifth of the share options may be exercised within the period from 12 July 2019 to 11 July 2020; (ii)

one-fifth of the share options may be exercised within the period from 12 July 2020 to 11 July 2021; (iii)

one-fifth of the share options may be exercised within the period from 12 July 2021 to

11 July 2022; (iv) one-fifth of the share options may be exercised within the period from 12 July

2022 to 11 July 2023; and (v) the remaining one-fifth of the share options may be exercised

within the period from 12 July 2023 to 11 July 2024.

Details of the grant of Share Options are set out in the announcements of the Company dated 18 July 2017 and 12 July 2018.

Submitted by: \_\_\_\_\_Zhang Yingcen

Title: <u>Director</u> (Director, Secretary or other duly authorised officer)

Notes :

1. State the class of shares (e.g. ordinary, preference or other).

- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. *"Identical" means in this context:* 
  - the securities are of the same nominal value with the same amount called up or paid up;
  - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
  - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.

4. If there is insufficient space, please append the prescribed continuation sheet