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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)

INSIDE INFORMATION

INCREASE IN SHAREHOLDING BY A CONTROLLING SHAREHOLDER

This announcement is made pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the requirements of the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

INCREASE IN SHAREHOLDING BY A CONTROLLING SHAREHOLDER

The board of directors of the Company (the “**Board**”) was informed that on 15 May 2021, Mr. Zhang Yingcen (“**Mr. Zhang**”), a controlling shareholder of the Company (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”)), via (i) Kind Edge Limited (as purchaser), a company incorporated in the British Virgin Islands as a limited liability company and owned as to 100% by Mr. Zhang, and (ii) Tian Lun Group Limited (“**Tian Lun Group**”), entered into a share purchase agreement with IFC Global Infrastructure Fund, LP and International Finance Corporation (the “**Vendors**”), pursuant to which Kind Edge Limited will acquire an aggregate of 141,000,000 ordinary shares of the Company (the “**Share(s)**”) at an initial price of HK\$7.50 per Share (which may be adjusted upward pursuant to certain price adjustment mechanism and the consideration may be paid by Kind Edge Limited or Tian Lun Group) (the “**Acquisition of Shares**”).

As at the date of this announcement and insofar the Directors are aware of, the controlling shareholders of the Company are (i) Tian Lun Group which owns 471,171,300 Shares (representing approximately 46.95% of the issued share capital of the Company); (ii) Mr. Zhang, who owns 60% of the issued share capital of Gold Shine Development Limited (“**Gold Shine**”) which in turn holds the entire issued share capital of Tian Lun Group; and (iii) Gold Shine, which holds the entire issued share capital of Tian Lun Group. Therefore, Mr. Zhang and Gold Shine are deemed or taken to be interested in all the Shares held by Tian Lun Group for the purposes of the Securities and Futures Ordinance (“**SFO**”). Mr. Zhang beneficially owns all shares in issue of Chequers Development Limited, which in turn owns 63,728,000 Shares. Therefore, Mr. Zhang is also deemed or taken to be interested in all the Shares held by Chequers Development Limited for the purposes of the SFO. Ms. Sun Yanxi (“**Ms. Sun**”), spouse of Mr. Zhang, holds 5,722,500 Shares through her individual security account, and therefore Mr. Zhang is deemed or taken to be interested in all the Shares in which Ms. Sun is interested for the purpose of the SFO.

As at the date of this announcement, Kind Edge Limited does not hold any Shares. Following the completion of the Acquisition of Shares by Kind Edge Limited, (i) the shareholding of Kind Edge Limited in the Company will be increased to 141,000,000 Shares, representing approximately 14.05% of the total issued share capital of the Company as at the date of this announcement; and (ii) the total interests of Mr. Zhang in the Company would be increased from approximately 53.87% to approximately 67.92%. Based on the information available to the Company and to the best knowledge of the Board, the Company has maintained sufficient public float of the issued Shares following the Acquisition of Shares and as at the date of this announcement. The Acquisition of Shares has not triggered any mandatory general offer obligation under the Codes on Takeovers and Mergers and Share Buy-backs (the “**Takeovers Code**”).

The Company will continue to pay attention to the situation regarding the shareholding increase in the Company by its controlling shareholders and make timely disclosure of the relevant information as needed under the relevant laws and regulations including without limitation to the Listing Rules and the Inside Information Provisions and the Takeovers Code.

Shareholders and potential investors of the Company are advised to pay attention to investment risks and exercise caution when they deal or contemplate dealing in the securities of the Company.

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

Zhengzhou, the PRC, 15 May 2021

As at the date of this announcement, the executive Directors are Mr. Zhang Yingcen (Chairman), Mr. Xian Zhenyuan (Chief Executive), Mr. Liu Min and Ms. Li Tao; and the independent non-executive Directors are Mr. Liu Jin, Mr. Li Liuqing, Mr. Yeung Yui Yuen Michael and Ms. Zhao Jun.