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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)

**VOLUNTARY ANNOUNCEMENT
COMPLETION OF ACQUISITION OF SHARES
AND
COMPLETION OF DISPOSAL
BY A CONTROLLING SHAREHOLDER**

This announcement is made by China Tian Lun Gas Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis.

Reference is made to the announcement of the Company dated 15 May 2021 in relation to the increase in shareholding by Mr. Zhang, and the announcement of the Company dated 7 June 2021 in relation to the disposal of shareholding by Mr. Zhang (the “**Announcements**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the Announcements.

The Board has been informed by Mr. Zhang that the Acquisition of Shares under the Share Purchase Agreement has been completed on 14 July 2021. Immediately upon completion of the Acquisition of Shares, (i) Kind Edge became a Substantial Shareholder holding 141,000,000 Shares, representing approximately 14.05% of the total issued share capital of the Company; and (ii) International Financial Corporation (being the controlling person of IFC Global Infrastructure Fund, LP and International Finance Corporation) ceased to be a Substantial Shareholder.

The Board has been further informed by Mr. Zhang that the Disposal under the Disposal SPA has been completed on 15 July 2021. Pursuant to the Disposal SPA, Kind Edge has disposed 120,000,000 Shares, representing approximately 11.96% of the total issued shares capital of the Company. Immediately upon completion of the Disposal, (i) Kind Edge ceased to be a Substantial Shareholder; and (ii) Zhuhai Port (Hong Kong) Development Co., Limited (珠海港香港發展有限公司), a wholly-owned subsidiary of Zhuhai Port, became a Substantial Shareholder.

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 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 SFO. Mr. Zhang beneficially owns all shares in issue of Chequers Development Limited, which in turn owns 63,728,000 Shares. Mr. Zhang also beneficially owns all shares in issue of Kind Edge, which in turn owns 21,000,000 Shares. Therefore, Mr. Zhang is also deemed or taken to be interested in all the Shares held by Chequers Development Limited and Kind Edge for the purposes of the SFO. 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. The total interests of Mr. Zhang in the Company is approximately 55.96% of the entire issued share capital of the Company as at the date of this announcement.

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

Zhengzhou, the PRC 15 July 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.

** For identification purpose only*