
DEFINITIONS

In this Prospectus, unless the context otherwise requires, the following expressions have the following meanings:

“affiliate(s)”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“Application Form(s)”	white application form(s), yellow application form(s) and green application form(s), or where the context so requires, any of them, relating to the Hong Kong Public Offer
“Articles of Association” or “Articles”	the articles of association of our Company adopted on 13 October 2010 and as amended from time to time, a summary of which is set out in Appendix V to this Prospectus
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board” or “Board of Directors”	the board of Directors
“BP”	BP p.l.c., a global oil and gas company headquartered in London, United Kingdom
“Business Day”	a day on which banks in Hong Kong are generally open for business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	the British Virgin Islands
“CAGR”	acronym for compound annual growth rate
“Capitalization Issue”	the issue of 597,500,000 Shares upon capitalization of certain sums standing to the credit of the share premium account of our Company referred to in the paragraph headed “Written resolutions of our Shareholders passed on 13 October 2010” under the section headed “Further Information about our Company” in Appendix VI to this Prospectus
“Cayman Companies Law”	the Companies Law (2010 Revision) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant

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“CCBI”	CCB International Capital Limited
“CEPL”	Circular Economy Promotion Law of the PRC (中華人民共和國循環經濟法)
“Chequers Development”	Chequers Development Limited (捷嘉發展有限公司), a company incorporated in the BVI with limited liability on 8 January 2010 and the entire issued share capital of which is owned by Mr. Zhang
“China” or “PRC” or “State”	the People’s Republic of China excluding, for the purpose of this Prospectus, Hong Kong, Macau and Taiwan
“CIT Law”	the Corporate Income Tax Law of the PRC (中華人民共和國企業所得稅法)
“CNPC”	China National Petroleum Corporation, China’s largest oil and gas producer and supplier, as well as one of the world’s major oil field service providers and global contractor in engineering construction
“Commodity Price Bureau”	the commodity price bureau (物價局) of each Operating City
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	China Tian Lun Gas Holdings Limited (中國天倫燃氣控股有限公司), an exempted company established with limited liability under the laws of the Cayman Islands on 20 May 2010
“Concession(s)” or “Concession Agreement(s)”	concession agreement(s) between us and the local government for us to act as the sole pipelined gas transporter and distributor in our Operating Cities for a period ranging from 30 to 50 years, and subject to renewal approval upon expiration
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholders”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to Mr. Zhang, Gold Shine Development, Tian Lun Group and Chequers Development
“Corporate Reorganization”	the corporate reorganization of our Group conducted in preparation for the Listing, details of which are set out in the section headed “History and Corporate Structure” in this Prospectus
“CPC”	Communist Party of China
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the securities markets in the PRC

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“Deed of Non-competition”	a deed of non-competition dated 20 October 2010 entered into, among others, by the Controlling Shareholders in favor of our Company, details of which are disclosed in the section headed “Relationship with Our Controlling Shareholders and Their Associates” in this Prospectus
“Director(s)”	the directors of our Company
“EIA”	US Energy Information Administration
“First West-East Natural Gas Transmission Pipeline”	the first and main pipeline of the West-East Natural Gas Transmission Projects (西氣東輸一期) that targets the Yangtze River Delta Area, details of which are set out in the paragraph headed “The natural gas industry” under the section headed “Industry Overview” in this Prospectus
“GDP”	gross domestic product
“GEM”	the Growth Enterprise Market of the Stock Exchange
“Global Offering”	the Hong Kong Public Offer and the International Placing
“Gold Shine Development”	Gold Shine Development Limited (金輝發展有限公司), a company incorporated in the BVI with limited liability on 6 April 2010 and is owned as to 60% by Mr. Zhang, 20% by Mr. Zhang DY and 20% by Ms. Sun, and one of our Controlling Shareholders
“Grandall Legal Group”	Grandall Legal Group (Shanghai) (國浩律師集團(上海)事務所), the PRC legal advisor to our Company
“Group”, “our”, “we” or “us”	our Company and our Company’s subsidiaries or, where the context so requires in respect of the period before our Company became the holding company of our present subsidiaries, the present subsidiaries of our Company and the businesses carried on by such subsidiaries or (as the case may be) their predecessors
“Hebi” or “Hebi City”	Hebi City of Henan Province (河南省鶴壁市) and in relation to the Concession, meaning the urban areas of Hebi excluding Qi County (淇縣) and Xun County (浚縣)
“Hebi New Energy”	Hebi Tian Lun New Energy Limited* (鶴壁市天倫新能源有限公司), a company established in the PRC with limited liability on 13 May 2010 and an indirect wholly-owned subsidiary of our Company
“Hebi Tian Lun”	Hebi Tian Lun Gas Limited* (鶴壁市天倫燃氣有限公司), a company established in the PRC with limited liability on 1 November 2002 and an indirect wholly-owned subsidiary of our Company
“Hebi Tian Lun Vehicle”	Hebi Tian Lun Vehicle-use Gas Limited* (鶴壁市天倫車用燃氣有限公司), a company established in the PRC with limited liability on 29 October 2007 and an indirect wholly-owned subsidiary of our Company

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“Henan” or “Henan Province”	Henan Province, the PRC (中國河南省)
“Henan Development and Reform Commission”	the development and reform commission of Henan Province (河南省發展和改革委員會)
“Henan Oil Field”	an oil and gas field located in Nanyang Basin in the southwest of Henan Province
“Henan Tian Lun Engineering Investment”	Henan Tian Lun Gas Engineering Investment Limited* (河南省天倫燃氣工程投資有限公司), a company established in the PRC with limited liability on 10 May 2002, the registered capital of which is owned as to 80% by Henan Tian Lun Holdings and 20% by Henan Tian Lun Real Estate, and a former shareholder of Hebi New Energy, Hebi Tian Lun, Hebi Tian Lun Vehicle, Shangjie Tian Lun, Xuchang Tian Lun and Xuchang Tian Lun Vehicle
“Henan Tian Lun Holdings”	Henan Tian Lun Investment Holdings Limited* (河南省天倫投資控股有限公司), a company established in the PRC with limited liability on 21 August 2009, the registered capital of which is owned as to 50% by Mr. Zhang, 25% by Mr. Zhang DY and 25% by Ms. Sun
“Henan Tian Lun Real Estate”	Henan Tian Lun Real Estate Limited* (河南省天倫房地產有限公司), a company established in the PRC with limited liability on 15 May 1997, the registered capital of which is owned as to 80% by Henan Tian Lun Holdings and 20% by Henan Tian Lun Engineering Investment
“Hexiang Engineering”	Hebi Hexiang Engineering Limited* (鶴壁市鶴翔工程有限公司), a company established in the PRC with limited liability on 23 December 2005, the registered capital of which is owned as to 80% by Henan Tian Lun Holdings and 20% by Henan Tian Lun Engineering Investment
“Hexiang Engineering Construction Agreement”	the agreement dated 13 October 2010 entered into among Hebi Tian Lun, Hebi New Energy, Shangjie Tian Lun, Xuchang Tian Lun and Hexiang Engineering for the engagement of Hexiang Engineering to carry out construction and installation of pipelines for our Group for a term ending on 31 December 2012
“HK\$”, “Hong Kong dollars” and “cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards (including HKAS and Interpretations) issued by HKICPA
“HKICPA”	Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC

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“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Offer Shares”	the 19,950,000 Shares being initially offered by our Company for subscription under the Hong Kong Public Offer at the Offer Price (subject to adjustment as described in the section headed “Structure of the Global Offering” in this Prospectus)
“Hong Kong Public Offer”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong for cash at the Offer Price, on and subject to the terms and conditions described in this Prospectus and in the Application Forms relating thereto
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offer listed in the paragraph headed “Hong Kong Underwriters” under the section headed “Underwriting” to this Prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement relating to the Hong Kong Public Offer dated 26 October 2010 between, among others, our Company, the Sole Global Coordinator and the Hong Kong Underwriters
“IFRS”	International Financial Reporting Standards
“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is/are not connected with (within the meaning of the Listing Rules) any Director, chief executive or substantial shareholder (within the meaning of the Listing Rules) of our Company, its subsidiaries or any of their respective associates
“International Placing”	the conditional placing of the International Placing Shares outside the United States, including to professional investors in Hong Kong, as further described in the section headed “Structure of the Global Offering” to this Prospectus
“International Placing Shares”	the 179,550,000 Shares being initially offered for subscription under the International Placing together, where relevant, with any additional Shares that may be issued pursuant to any exercise of the Over-allotment Option, subject to adjustment as described in the section headed “Structure of the Global Offering” in this Prospectus
“International Underwriters”	the underwriters of the International Placing
“International Underwriting Agreement”	the underwriting agreement relating to the International Placing expected to be entered into between, among others, our Company, the Sole Global Coordinator and the International Underwriters on or around the Price Determination Date
“km”	kilometer(s)
“Latest Practicable Date”	20 October 2010, being the latest practicable date prior to the printing of this Prospectus for the purpose of ascertaining certain information contained in this Prospectus prior to its publication

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“Listing”	the listing of the Shares on the Main Board of the Stock Exchange
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about Wednesday, 10 November 2010, on which dealings in the Shares first commence on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“m ³ ”	cubic meter
“Main Board”	the stock exchange operated by the Stock Exchange before the establishment of the Growth Enterprise Market of the Stock Exchange (excluding the option market) and which continues to be operated by the Stock Exchange in parallel with the Growth Enterprise Market of the Stock Exchange
“Memorandum of Association” or “Memorandum”	the memorandum of association of our Company adopted on 13 October 2010
“Ministry of Commerce” or “MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Feng”	Mr. Feng Yi (馮毅先生), an executive Director
“Mr. Sun”	Mr. Sun Heng (孫恒先生), an executive Director
“Mr. Xian”	Mr. Xian Zhenyuan (冼振源先生), an executive Director
“Mr. Zhang”	Mr. Zhang Yingcen (張瀛岑先生) (formerly known as 張瀛岑), an executive Director, the chairman of the Board and one of our Controlling Shareholders
“Mr. Zhang DY”	Mr. Zhang Daoyuan (張道遠先生), a non-executive Director and the son of Mr. Zhang
“Ms. Sun”	Ms. Sun Yanxi (孫燕熙女士) (formerly known as Sun Yan (孫燕)), the spouse of Mr. Zhang
“NDRC”	National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“Offer Price”	the final offer price per Offer Share (excluding brokerage, SFC transaction levy and Stock Exchange trading fee) which will be not more than HK\$2.05 and is expected to be not less than HK\$1.52, such price to be determined on 2 November 2010 or such later date before 8 November 2010 as may be agreed between our Company and the Sole Global Coordinator (on behalf of the Underwriters)
“Offer Shares”	the Hong Kong Offer Shares and the International Placing Shares

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“Offshore Gas Pipelines”	gas pipelines that transport offshore natural gas to developed coastal regions in China (海氣登陸)
“Operating Cities”	the urban areas of Hebi (excluding Qi County (淇縣) and Xun County (浚縣)), the urban areas of Xuchang and the administrative areas of Shangjie
“Over-allotment Option”	the option to be granted by our Company to the International Underwriters exercisable by the Sole Global Coordinator on behalf of the International Underwriters, pursuant to which our Company may be required to allot and issue up to 29,925,000 additional new Shares, representing 15% of the Shares initially available under the Global Offering at the Offer Price, to, among other things, cover over-allocations of the International Placing (if any) as further described in the section headed “Structure of the Global Offering”
“PBOC”	People’s Bank of China (中國人民銀行), the central bank of China
“Pleasant New”	Pleasant New Limited (怡新有限公司), a company incorporated in the BVI with limited liability on 18 March 2009 and is beneficially owned as to 10% by Mr. Feng, 10% by Mr. Sun and 80% by Mr. Xian
“PRC CIT”	the enterprise or corporate income tax of the PRC, determined in accordance with the CIT Law
“PRC Government” or “State”	the central government of the PRC, including all political subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof
“Price Determination Date”	the date, expected to be on 2 November 2010 but before 8 November 2010, on which the Offer Price is fixed for the purpose of the Global Offering
“Project Companies”	consist of Hebi Tian Lun, Xuchang Tian Lung and Shangjie Tian Lun
“provinces”	include provinces, autonomous regions and municipalities under the direct administration of the central government of the PRC
“Puyang” or “Puyang City”	Puyang City of Henan Province (河南省濮陽市)
“Puyang Tian Lun”	Puyang Tian Lun Gas Limited* (濮陽市天倫燃氣有限公司) (formerly known as Puyang Tian Lun Gas and Thermal Limited* (濮陽市天倫燃氣熱力有限公司)), a company established in the PRC with limited liability on 9 November 2009 and the registered capital of which is owned as to 90% by Henan Tian Lun Engineering Investment and 10% by Mr. Zhang
“Regulation S”	Regulation S under the US Securities Act
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC

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“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“Second West-East Natural Gas Transmission Pipeline”	the second pipeline of the West-East Natural Gas Transmission Projects (西氣東輸二期) that targets the Zhujiang Delta Area, details of which are set out in the paragraph headed “The natural gas industry” under the section headed “Industry Overview” in this Prospectus
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shangjie” or “Shangjie District”	Shangjie District of Zhengzhou City of Henan Province (河南省鄭州市上街區) and in relation to the Concession, meaning the administrative areas of Shangjie, which is an area established and approved by the relevant government body in the PRC for administrative purposes
“Shangjie Tian Lun”	Zhengzhou Shangjie Tian Lun Gas Limited* (鄭州市上街區天倫燃氣有限公司), a company established in the PRC with limited liability on 18 July 2007 and an indirect non wholly-owned subsidiary of our Company
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the capital of our Company
“Share Option Scheme”	the share option scheme conditionally adopted by our Company pursuant to a resolution passed by the Shareholders on 13 October 2010, the principal terms of which are summarized under the paragraph headed “Share Option Scheme” in Appendix VI to this Prospectus
“Shareholder(s)”	holder(s) of the Share(s)
“Sinopec”	China Petroleum & Chemical Corporation, is an integrated energy and chemical company in oil and gas exploration and production, extraction and pipeline transmission business
“Sole Global Coordinator” or “Sole Sponsor” or “Sole Bookrunner” or “Sole Lead Manager” or “Stabilizing Manager”	CCBI
“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into between CCBI and Tian Lun Group on the Price Determination Date, pursuant to which CCBI may borrow up to 29,925,000 Shares from Tian Lun Group to cover any over-allocation under the International Placing
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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“subsidiary(ies)”	has the meaning ascribed thereto in section two of the Companies Ordinance
“Tarim Basin”	one of the largest gas fields and oil fields in China, located in the Taklamakan Desert in Tibet autonomous region in western China
“Tian Lun Group”	Tian Lun Group Limited (formerly known as Fortune Hill Group Limited), a company incorporated in the BVI with limited liability on 8 July 2003, a direct wholly-owned subsidiary of Gold Shine Development, and one of our Controlling Shareholders
“Tian Lun New Energy”	Tian Lun New Energy Limited (天倫新能源有限公司), a company incorporated in Hong Kong with limited liability on 10 May 2010 and an indirect wholly-owned subsidiary of our Company
“Track Record Period”	the three years ended 31 December 2009 and the six months ended 30 June 2010
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“Underwriting Shareholder Warrantors”	the Controlling Shareholders, Pleasant New, Mr. Zhang DY, Ms. Sun, Mr. Xian, Mr. Feng and Mr. Sun
“Underwriting Warrantors”	the Company, the Controlling Shareholders, Mr. Zhang DY, Ms. Sun, Mr. Xian, Mr. Feng and Mr. Sun
“United States” or “US”	the United States of America within the meaning of Regulation S
“Upsky Holdings”	Upsky Holdings Limited, a company incorporated in the BVI with limited liability on 8 July 2003 and a direct wholly-owned subsidiary of our Company
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“US Securities Act”	the United States Securities Act of 1933, as amended from time to time
“VAT”	value added tax in the PRC
“West-East Natural Gas Transmission Projects”	a gas transmission project that transmits natural gas through pipelines from the Tarim Basin and Changxing to Shanghai, and other locations in the PRC, including Henan Province
“WFOE”	wholly foreign-owned enterprise
“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name through the designated website of White Form eIPO www.eipo.com.hk

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“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“Xuchang” or “Xuchang City”	Xuchang City of Henan Province (河南省許昌市) and in relation to the Concession, meaning the urban areas of Xuchang
“Xuchang Shuang Li”	Xuchang Shuang Li Gas Limited* (許昌雙利燃氣有限公司), a company established in the PRC with limited liability on 5 March 1998 and a former shareholder of Xuchang Tian Lun
“Xuchang Tian Lun”	Xuchang Tian Lun Gas Limited* (許昌市天倫燃氣有限公司), a company established in the PRC with limited liability on 29 September 2003 and an indirect wholly-owned subsidiary of our Company
“Xuchang Tian Lun Vehicle”	Xuchang Tian Lun Vehicle-use Gas Limited* (許昌市天倫車用燃氣有限公司), a company established in the PRC with limited liability on 12 September 2008 and an indirect wholly-owned subsidiary of our Company
“Zhengzhou” or “Zhengzhou City”	Zhengzhou City of Henan Province (河南省鄭州市)
“Zhengzhou Chengxin”	Zhengzhou Chengxin Assets Management Limited* (鄭州誠信資產經營有限公司), a State-owned enterprise established in the PRC on 22 November 2004 and a minority shareholder holding 10% equity interests in Shangjie Tian Lun
“Zhongyuan Oil Field”	an important oil and natural gas production site in eastern China and located on the boundary of Henan and Shandong Provinces with Puyang City as its center
“%”	per cent

Certain amounts and percentage figures included in this Prospectus have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

If there is any inconsistency between the Chinese names of entities or enterprises established in China and their English translations, the Chinese names shall prevail. The English translation of company or entity names in Chinese or another language which are marked with “” and the Chinese translation of company names in English which are marked with “*” is for identification purpose only.*

Unless otherwise specified, all relevant information in this Prospectus assumes no exercise of the Over-allotment Option.