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## DIRECTORS, SENIOR MANAGEMENT AND STAFF

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### GENERAL

The following table sets forth information regarding our current Directors and senior officers:

Name	Age	Position
<b>Directors</b>		
Mr. Zhang Yingcen (張瀛岑先生) .....	47	Chairman and executive Director
Mr. Xian Zhenyuan (冼振源先生) .....	35	Executive Director
Mr. Feng Yi (馮毅先生) .....	31	Executive Director
Mr. Sun Heng (孫恒先生) .....	52	Executive Director
Mr. Zhang Daoyuan (張道遠先生) .....	24	Non-executive Director
Mr. Chang Zongxian (常宗賢先生) .....	51	Independent non-executive Director
Mr. Li Liuqing (李留慶先生) .....	36	Independent non-executive Director
Mr. Zhang Jiaming (張家銘先生) .....	29	Independent non-executive Director
Ms. Zhao Jun (趙軍女士) .....	47	Independent non-executive Director
<b>Senior Management</b>		
Mr. Du Qin (杜欽先生) .....	58	Director and general manager of Xuchang Tian Lun
Mr. Xie Chaoyang (謝朝陽先生) .....	47	Chairman and general manager of Xuchang Tian Lun Vehicle, and general manager of Shangjie Tian Lun
Mr. Wang Jun (王軍先生) .....	59	Chief engineer of our Group
Mr. Li Xinjian (李新建先生) .....	39	Manager of the finance department of our Group

### BOARD OF DIRECTORS

Our Board consists of nine Directors, comprising four executive Directors, one non-executive Directors and four independent non-executive Directors. The powers and duties of our Board include convening shareholders' meetings and reporting the Board's work at shareholders' meetings, implementing resolutions passed at shareholders' meetings, determining our business plans and investment plans, formulating our annual budget and final accounts, formulating our proposals for profit distributions and for the increase or reduction of registered capital as well as exercising other powers, functions and duties as conferred by our Memorandum and Articles of Association. All our Directors have entered into service contracts with our Company.

Save as disclosed in this Prospectus, none of our Directors has any other directorships in listed companies during the three years immediately prior to the date of this Prospectus.

#### *Chairman*

**Mr. Zhang Yingcen** (張瀛岑先生), aged 47, the founder and the chairman of Board of Directors. Mr. Zhang was appointed as a Director on 20 May 2010 and redesignated as an executive Director on 13 October 2010. Mr. Zhang is also the chairman of the remuneration committee and the nomination committee of our Company. He is responsible for the overall strategic planning of our Group and has involved in leading the development and investment of the business of our Group in the PRC. Mr. Zhang has around eight years of experience in the management of gas enterprises since he founded our Group and more than 13 years of management experience gained from his employment with Henan Zhengzhou Jinshui District Sugar and Alcoholic Beverages Co., Ltd.\* (河南省鄭州市金水區糖酒公司) as its manager for the overall management and operation of the company. Mr. Zhang is the chairman of certain subsidiaries of our Company, including the chairman of Xuchang Tian Lun since September 2003, the chairman of Shangjie Tian Lun since July 2007, and the chairman of Hebi Tian Lun since March 2010. Since May 2002, he has served as the chairman of

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Henan Tian Lun Engineering Investment and has been responsible for its strategic planning in the development of its gas business. From December 1982 to July 1995, he was the manager of Henan Zhengzhou Jinshui District Sugar and Alcoholic Beverages Co., Ltd\* (河南省鄭州市金水區糖酒公司), a state-owned company in Zhengzhou, Henan Province, responsible for the overall management and operation of this company. Since 1997, Mr. Zhang has also engaged in real estate business and has been the director and chairman of Henan Tian Lun Real Estate, responsible for making decisions on operation plan, development scheme and investment strategy. In January 2001, Mr. Zhang received the certificate of graduation in advanced EMBA program from Enterprise Research Center of Peking University\* (北京大學企業研究中心EMBA課程高級研修班結業證書). In June 2006, he received the certificate of the 6th national graduate course in business and administration for entrepreneurs of private-owned company from the External Training Center of Party School of the CPC Central Committee\* (中華人民共和國中共中央黨校對外培訓中心). Mr. Zhang cares for the society and holds positions in other associations and national authorities. He was appointed as a representative of the 11th National People's Congress of the PRC\* (中華人民共和國第十一屆全國人民代表大會代表) since January 2008 and is currently the vice chairman of the Industrial and Business Association in Henan Province\* (河南省工商業聯合會副主席).

Mr. Zhang has not at any time during the three years immediately prior to the date of this Prospectus served nor is currently serving as a director of any other listed companies.

### *Executive Directors*

**Mr. Xian Zhenyuan** (洗振源先生), aged 35, is an executive Director and the general manager of our Company. Mr. Xian was appointed as an executive Director on 13 October 2010. He is responsible for the overall management of our Group. Mr. Xian has seven years of experience in the management of gas enterprises. He joined Henan Tian Lun Engineering Investment as its chief financial officer and general manager immediately after returning to China from Australia in January 2003, responsible for its operational management and business development planning. Mr. Xian then joined our Group in September 2003 as a director of Xuchang Tian Lun. Mr. Xian has served as a director of other subsidiaries of our Company, including as a director of Hebi Tian Lun since April 2004 and as a director of Shangjie Tian Lun since July 2007. Mr. Xian left Henan Tian Lun Engineering Investment in November 2009. Mr. Xian obtained a bachelor's degree majoring in international trade from Southeast University\* (東南大學) in the PRC in July 1997 and obtained a master's degree majoring in Accounting from Macquarie University in Australia in April 2003. Mr. Xian has not at any time during the three years immediately prior to the date of this Prospectus served nor is currently serving as a director of any other listed companies.

**Mr. Feng Yi** (馮毅先生), aged 31, was appointed as an executive Director and the deputy general manager of our Company on 13 October 2010. He joined our Group in March 2008 as deputy general manager of Hebi Tian Lun. He is responsible for the strategic investment planning and corporate financing activities of our Group. Mr. Feng has eight years of experience in corporate investment and financing from his employment with Zhengzhou Yutong Bus Co., Ltd\* (鄭州宇通客車股份有限公司) and Henan Yatai Commercial Consultation Co., Ltd\* (河南雅泰商務諮詢服務有限公司). He has been a director of Hebi Tian Lun since March 2010, responsible for investment planning and financing. Prior to joining our Group, he served as an investment specialist in the strategic investment department of Zhengzhou Yutong Bus Co., Ltd\* (鄭州宇通客車股份有限公司) between July 2002 and April 2005 and was responsible for the external investment, mergers and acquisitions, capital management, strategic planning management and external financing. He was the assistant to chairman and vice general manager of Henan Yatai Commercial Consultation Co., Ltd\* (河南雅泰商務諮詢服務有限公司) in Henan Province (the Zhengzhou Branch of 21 Century Real Estate in the PRC\* (21世紀不動產〔中國〕鄭州區域分部)) from April 2005 to August 2006, responsible for initiating and developing derivative investment business of the Company, including project

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investment, loans and financial investment. Mr. Feng was the assistant to the general manager and the vice general manager of Henan Tian Lun Engineering Investment between September 2006 to November 2009, responsible for capital operation such as major project investments and external investments. Mr. Feng obtained a bachelor's degree in International Trade from Southwestern University of Finance and Economics\* (西南財經大學) in the PRC in July 2002. Mr. Feng has not at any time during the three years immediately prior to the date of this Prospectus served nor is currently serving as a director of any other listed companies.

**Mr. Sun Heng** (孫恒先生), aged 52, was appointed as an executive Director and the deputy general manager of our Company on 13 October 2010. He joined our Group in November 2004. He is responsible for the operation and management of Hebi Tian Lun, Hebi Tian Lun Vehicle and Hebi New Energy. Mr. Sun is also the director and general manager of certain subsidiaries of our Company, including as a director of Hebi Tian Lun Vehicle since October 2007, as a director and a general manager of Hebi New Energy since May 2010, and the general manager of Hebi Tian Lun since May 2006. Prior to joining our Group, Mr. Sun worked in Luoyang Liquidified Gas Co., Ltd\* (洛陽市液化氣公司) and was appointed as the chief officer of its operation and sales department in August 1993 and the vice secretary of the CPC branch of its operation and sales department in March 1994. Mr. Sun was then appointed as the vice manager of Luoyang Liquidified Gas Co., Ltd\* (洛陽市液化氣公司) in March 1995 until his resignation in October 2004. He was responsible for users development, users archives management, gas source purchase, coordination and sales during the period he worked in Luoyang Liquidified Gas Co., Ltd\*. In June 2006, Mr. Sun was qualified as a Registered Senior Consultant for Oil and Gas Business\* (石油燃氣註冊高級諮詢師) by Henan Consultation Association of Science & Technology\* (河南省科技諮詢業協會) upon the confirmation of Henan Provincial Department of Science and Technology\* (河南省科學技術廳). He received a diploma of Economics\* (經濟專業班) from Party School of the Henan Committee of CPC\* (中國共產黨河南省委黨校) through correspondence course in July 1991. Mr. Sun has not at any time during the three years immediately prior to the date of this Prospectus served nor is currently serving as a director of any other listed companies.

### *Non-executive Directors*

**Mr. Zhang Daoyuan** (張道遠先生), aged 24, is the son of Mr. Zhang and one of our Controlling Shareholders. Mr. Zhang DY was appointed as a non-executive Director on 13 October 2010. Mr. Zhang DY has served as an assistant to general manager of Henan Tian Lun Real Estate since December 2007 and is responsible for assisting general manager in overall management of the company. Mr. Zhang DY graduated from Griffith University in Australia in November 2007 and obtained a bachelor's degree majoring in finance. With the overseas experience of Mr. Zhang DY and his familiarity with the English language, we believe Mr. Zhang DY will be able to be make valuable contributions to our Group by acting as the bridge between our Company and our overseas investors. Mr. Zhang DY has not at any time during the three years immediately prior to the date of this Prospectus served nor is currently serving as a director of any other listed companies.

### *Independent Non-executive Directors*

**Mr. Chang Zongxian** (常宗賢先生), aged 51, was appointed as the independent non-executive Director on 13 October 2010. Mr. Chang is also a committee member of the audit committee and the nomination committee of our Company. Mr. Chang has extensive management experience in the gas industry. Mr. Chang was the chairman of Zhengzhou Gas (Group) Co., Ltd\* (鄭州燃氣集團有限公司) from 2000 to 2007, responsible for general management. He was also a non-executive director between 2001 and 2005, and a supervisor between 2005 and 2007 of Zhengzhou Gas Company Limited\* (鄭州燃氣股份有限公司), a company listed on the Main Board of the Stock Exchange (Stock Code: 3928), responsible for deciding operation plan and investment scheme, formulating annual

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budget, supervising financial management and directors and management activities. Mr. Chang was also the chairman of White Dove Group Co., Ltd\* (白鴿集團有限責任公司) from 2001 to 2003, responsible for operational management and making decisions on material matters. Mr. Chang has been the chief executive officer of Samost Photoelectrical Scientific Stock Co., Ltd\* (生茂光電科技股份有限公司) since January 2010, responsible for general management. Mr. Chang graduated from School of Business of Hunan University\* (湖南大學商學院) in the PRC in January 1996 and obtained a master's degree in science.

Mr. Chang was appointed as the deputy general secretary of People's Congress of Zhengzhou City\* (鄭州市人大常委會) since March 2009. He was also appointed as a representative of the Tenth People's Congress of Henan Province (河南省第十屆人民代表大會) in December 2002.

Mr. Chang has not at any time during the three years immediately prior to the date of this Prospectus served nor is currently serving as a director of any other listed companies.

**Mr. Li Liuqing** (李留慶先生), aged 36, was appointed as the independent non-executive Director on 13 October 2010. Mr. Li is also the chairman of the audit committee of our Company. Mr. Li has over eight years of experience in accounting and auditing, gained from his employment with Henan Suntront Tech Co., Ltd\* (河南新天科技股份有限公司) and Henan branch of Ascenda Certified Public Accountants Ltd.\* (天健正信會計師事務所有限公司). Mr. Li is a director and chief financial officer of Henan Suntront Tech Co., Ltd\* (河南新天科技股份有限公司) since October 2009, responsible for overall financial management of such company. He served as a senior manager and a vice branch manager of Henan branch of Ascenda Certified Public Accountants Ltd.\* (天健正信會計師事務所有限公司) from January 2000 to November 2009 where he has carried out audits for listed companies and listing applicants in the PRC, and provided accounting related consultation to such companies. Mr. Li graduated from Henan University of Finance and Economics (河南財經學院) in December 1998 with a bachelor's degree in accounting by way of self-studied examination. He then obtained a postgraduate certificate majoring in corporate management from Tianjin University of Finance and Economics\* (天津財經大學) in July 2000. Mr. Li has passed the certified public accountant examination in the PRC in May 1998.

Mr. Li has not at any time during the three years immediately prior to the date of this Prospectus served nor is currently serving as a director of any other listed companies.

**Mr. Zhang Jiaming** (張家銘先生), aged 29, was appointed as the independent non-executive Director on 13 October 2010. Mr. Zhang is also a committee member of the remuneration committee of our Company. Mr. Zhang served as an assistant head of a department in T&T Supermarket Inc, responsible for team management, merchandising, developing and conducting operational training, handling customer enquiring and complaints and staff scheduling, in Canada from February 2008 to September 2009. He has served as an assistant to general manager and vice general manager of Henan Huaxing Investment Co., Ltd\* (河南華星投資有限公司) since September 2009 and is responsible for administration and management, including formulating and implementing overall business plans, administration and management systems as well as development and strategic planning of the company. Mr. Zhang obtained a bachelor of management degree from the University of Lethbridge in Alberta, Canada in May 2008. With the overseas experience of Mr. Zhang and his familiarity with the English language, we believe Mr. Zhang will be able to be make valuable contributions to our Group as the contact person for our independent non-executive Directors to communicate with our overseas investors and professional parties, such as our compliance advisors and independent financial advisers, if any.

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Mr. Zhang is not in any way connected or associated with Mr. Zhang Yingcen. Mr. Zhang has not at any time during the three years immediately prior to the date of this Prospectus served nor is currently serving as a director of any other listed companies.

**Ms. Zhao Jun** (趙軍女士), aged 47, was appointed as the independent non-executive Director on 13 October 2010. Ms. Zhao is also a committee member of the audit committee, remuneration committee and the nomination committee of our Company. Ms. Zhao worked in the *Post Office of Zhengzhou City*\* (鄭州市郵政局) and *Postal Transportation Bureau of Henan Province*\* (河南省郵政運輸局) and served as a lecturer, education officer (教育主管) and occupational testing officer (職業技能鑒定站主任) successively from April 1986 to April 2010, and was primarily responsible for staff education and training as well as occupational testing of non-communication sector (非通信工種職業技能鑒定工作) of postal industry in Henan Province. Ms. Zhao has served as a director of human resources in Shanghai Shibang Machinery Co., Ltd.\* (上海世邦機器有限公司) since April 2010, responsible for human resources management. She obtained a bachelor's degree majoring in agricultural machinery repair from Agricultural Machinery Department of Henan Agricultural University\* (河南省農學院) in the PRC in July 1984.

Ms. Zhao has not at any time during the three years immediately prior to the date of this Prospectus served nor is currently serving as a director of any other listed companies.

### SENIOR MANAGEMENT

**Mr. Du Qin** (杜欽先生), aged 58, has been a director and general manager of Xuchang Tian Lun since he joined our Group in July 2009, and is responsible for the overall operational management of Xuchang Tian Lun. Mr. Du has 35 years of experience in operational management of large state-owned corporations gained from his experience with Luoyang Copper Group\* (洛陽銅加工集團有限公司). Prior to joining the Group, he worked for Luoyang Copper Group\* (洛陽銅加工集團有限公司) from December 1975 to June 2009, and served as an assistant to general manager of Luoyang Copper Group\*, and was responsible for the construction, property management and back-office duties of the company. Mr. Du obtained a master degree in economics from Renmin University of China\* (中國人民大學) in the PRC in January 1998. Mr. Du has not at any time during the three years immediately prior to the date of this Prospectus served nor is currently serving as a director of any other listed companies.

**Mr. Xie Chaoyang** (謝朝陽先生), aged 47, joined our Group in 2002. Since joining our Group, he has served as the vice general manager and chief engineer of Hebi Tian Lun from December 2002 to August 2004, the general manager of Xuchang Tian Lun from August 2004 to June 2009, the chairman and general manager of Xuchang Tian Lun Vehicle since March 2009 and the general manager of Shangjie Tian Lun since June 2009. Mr. Xie is responsible for operation management of Shangjie Tian Lun of the Group. Prior to joining the Group, he worked for Hebi Coal Gas Co., Ltd\* (鶴壁市煤氣公司) and acted as vice manager and vice secretary of CPC General Branch and was responsible for the operation and management of the company from May 1998 to December 2002. He obtained a diploma in Mathematics\* (數學系數學專業) from Zhengzhou University\* (鄭州大學) in the PRC through correspondence course in July 1986. Mr. Xie has not at any time during the three years immediately prior to the date of this Prospectus served nor is currently serving as a director of any other listed companies.

**Mr. Wang Jun** (王軍先生), aged 59, joined our Group in January 2010 and served as the chief engineer of Hebi Tian Lun, responsible for its general technology and engineering management. Prior to joining our Group, Mr. Wang was the chief engineer of Henan Tian Lun Engineering Investment since February 2009 and is responsible for providing technical support for the

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development of gas business of the Group. Mr. Wang has extensive experience in technical services and business planning of large gas corporation. Prior to joining our Group, Mr. Wang served as the senior engineer and the head of equipment management department for Zhengzhou Gas Company Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 3928), from May 1987 to April 2004, and was responsible for its overall technical planning, technical management and equipment management. Mr. Wang also served as a technical consultant for Zhongyu Gas Holdings Ltd, a company listed on GEM on the Stock Exchange (Stock Code: 8070) from August 2004 to October 2008, and was responsible for the technical support of gas business of the company. He obtained a bachelor's degree majoring in chemical machinery from Zhengzhou University of Technology\* (鄭州工學院) in the PRC in September 1975. Mr. Wang has not at any time during the three years immediately prior to the date of this Prospectus served nor is currently serving as a director of any other listed companies.

**Mr. Li Xinjian** (李新建先生), aged 39, the chief financial officer of our Company, joined our Group on December 2009 and served as manager of the finance department of Hebi Tian Lun and was responsible for financial management of Hebi Tian Lun. He has been the manager of the financial department of Henan Tian Lun Engineering Investment since May 2004 until December 2009, and is responsible for the overall financial management for our Group. Mr. Li has extensive experience in corporate financial management. Prior to joining the Group, Mr. Li served various positions such as head and deputy head of capital division of financial department and the head of financial department of White Dove (Group) Company Limited\* (白鴿(集團)股份有限公司), (now known as Zhong Yuan Environmental Protection Co., Ltd\* (中原環保股份有限公司), a company listed on Shenzhen Stock Exchange, Stock Code: 000544), from February 2002 to April 2004, and was responsible for auditing and financial management of this company. Mr. Li obtained a diploma in foreign accounting from Xian University of Technology (西安理工大學) in the PRC in July 1994 and a master degree in business administration from the Guangxi University (廣西大學) in the PRC in June 2009. Mr. Li has not at any time during the three years immediately prior to the date of this Prospectus served nor is currently serving as a director of any other listed companies.

### COMPANY SECRETARY

**Mr. HUNG, Man Yuk Dicson** (洪旻旭先生), aged 35, was appointed as the company secretary of our Company in October 2010. Mr. Hung obtained a master's degree majoring in finance from The Curtin University of Technology in November 2002. Mr. Hung was admitted as an associate member of Hong Kong Institute of Certified Public Accountants (previously, The Hong Kong Society of Accountants) in July 2004 and a fellow member of The Association of Chartered Certified Accountants in United Kingdom in November 2006.

From May 2007 to December 2008, Mr. Hung was the qualified accountant and the company secretary of Zhongtian International Limited, a company listed on the Stock Exchange (stock code: 2379). Since December 2007, he has been the general manager of Lead & Partners Limited, a company secretarial company in Hong Kong, and has been responsible for the company's overall and general management. Since December 2009, Mr. Hung has been the director to the professional consultancy and advisory services department of LEAD CPA Limited, a chartered public accountant firm in Hong Kong, and has been responsible for supervising and overseeing the department. Since July 2010, he has been the company secretary of Come Sure Group (Holdings) Limited, a company listed on the Stock Exchange (stock code: 794).

Mr. Hung has not at any time during the three years immediately prior to the date of this Prospectus served nor is currently serving as a director of any other listed companies.

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### **AUDIT COMMITTEE**

Our Company has established an audit committee pursuant to a resolution of our Directors passed on 13 October 2010 with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph C3 of the Code on Corporate Governance Practices, as set out in Appendix 14 to the Listing Rules. The audit committee consists of three independent non-executive Directors, namely, Mr. Li Liuqing, an independent non-executive Director with the appropriate professional qualifications who shall serve as chairman of the committee, Mr. Chang Zongxian and Ms. Zhao Jun. The primary duties of the audit committee are to assist our Board in providing an independent view of the effectiveness of our financial reporting process, internal control and risk management system, to oversee the audit process and to perform other duties and responsibilities as assigned by our Board.

### **REMUNERATION COMMITTEE**

Our Company has established a remuneration committee pursuant to a resolution of our Directors passed on 13 October 2010 with written terms of reference in compliance with paragraph B1 of the Code on Corporate Governance Practices, as set out in Appendix 14 to the Listing Rules. The remuneration committee consists of two independent non-executive Directors, namely Ms. Zhao Jun and Mr. Zhang Jiaming and one executive Director, namely Mr. Zhang, who is the chairman of the remuneration committee. The primary duties of the remuneration committee are to evaluate the performance and make recommendations on the remuneration package of our Directors and senior management and evaluate and make recommendations on employee benefit arrangements.

### **NOMINATION COMMITTEE**

Our Company has established a nomination committee pursuant to a resolution of our Directors passed on 13 October 2010 with written terms of reference as recommended under the Code on Corporate Governance Practices, set out in Appendix 14 to the Listing Rules. The nomination committee consists of two independent non-executive Directors, namely, Mr. Chang Zongxian and Ms. Zhao Jun and one executive Director, namely, Mr. Zhang, who is the chairman of the nomination committee. The primary function of the nomination committee is to make recommendations to our Board on the appointment and removal of Directors of our Company.

### **MANAGEMENT PRESENCE IN HONG KONG**

According to Rule 8.12 of the Listing Rules, an issuer must have sufficient management presence in Hong Kong, normally meaning at least two of the issuer's executive Directors must be ordinarily resident in Hong Kong. Currently, none of our executive Directors resides in Hong Kong. Since our principal operations are located in the PRC, our Company do not and, for the foreseeable future, will not have a sufficient management presence in Hong Kong. Accordingly, our Company has applied to the Stock Exchange for, and the Stock Exchange has granted us, a waiver from strict compliance with the requirements under Rule 8.12 of the Listing Rules, subject to the conditions that, among other things, we maintain the following arrangements to maintain effective communication between us and the Stock Exchange. Please refer to the section headed "Waivers from Compliance with the Listing Rules" in this Prospectus for details.

Our Company has appointed two authorized representatives, namely Mr. Feng Yi, our executive Director, and Mr. Hung, Man Yuk Dicson, our company secretary, who will act at all times as our principal channel of communication with the Stock Exchange. The authorized representatives will be readily contactable by telephone, facsimile and email to deal promptly with inquiries from the Stock Exchange.

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Each of our authorized representatives has access to our Board and senior management at all times. One of our authorized representatives, Mr. Hung, Man Yuk Dicson, ordinarily resides in Hong Kong and will be able to meet with the Stock Exchange as and when required. Each of our executive Directors, through the authorized representatives, will be readily contactable by telephone, facsimile or email. Each of our executive Directors, non-executive Directors and independent non-executive Directors who are not ordinarily residents of Hong Kong holds a valid travel document for travel to Hong Kong, and will make themselves available in Hong Kong if required to meet with the Stock Exchange at a reasonable period of time.

### **COMPLIANCE ADVISOR**

Our Company will, in compliance with Rule 3A.19 of the Listing Rules, appoint CCBI as our compliance advisor who will, among other things, act as our additional channel of communication with the Stock Exchange, in addition to our two authorized representatives. The contact persons of our compliance advisor will be fully available to respond to enquiries from the Stock Exchange.

In addition, the compliance advisor will assist and advise our Company in connection with the Listing Rules and guidelines. Specifically, pursuant to Rule 3A.23 of the Listing Rules, our compliance advisor will also advise our Company on the following circumstances:

- before the publication of any regulatory announcement, circular or financial report;
- where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;
- where our Company proposes to use the proceeds of the Global Offering in a manner different from that detailed in this Prospectus or where our business activities, developments or results deviated from any forecast, estimate or other information in this Prospectus; and
- where the Stock Exchange makes an inquiry of us regarding unusual movements in the price or trading volume of our Shares.

The terms of the appointment shall commence on the Listing Date and end on the date which our Company distributes the annual report in respect of our financial results for the first full financial year commencing after the Listing Date and such appointment may be subject to extension by mutual agreement.

### **REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT**

Our Directors and senior management receive compensation in the form of fees, salaries, allowances, benefits in kind and/or discretionary bonuses relating to the performance of our Group. We also reimburse our Directors and senior management for expenses which are necessarily and reasonably incurred for providing services to us or discharging their duties in relation to our operations. When reviewing and determining the specific remuneration packages for our executive Directors and senior management, our remuneration committee takes into consideration factors such as salaries paid by comparable companies, time commitment and responsibilities of our Directors, employment elsewhere in our Group and desirability of performance-based remuneration.

The aggregate amount of remuneration (including basic, salaries and allowances, discretionary bonuses and retirement benefit contribution) paid to our Directors for the years ended 31 December 2007, 2008 and 2009 was RMB81,000, RMB166,000, and RMB243,000, respectively, and was RMB94,000 for the six months ended 30 June 2010.



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During the Track Record Period, three of our Directors, namely, Mr. Zhang, Mr. Zhang DY and Mr. Xian, received remuneration from our connected persons, Henan Tian Lun Engineering Investment and Henan Tian Lun Real Estate, for their services provided to us. The amount paid to Mr. Zhang, Mr. Zhang DY and Mr. Xian amounted to RMB254,000, RMB330,000 and RMB414,000, respectively, the years ended 31 December 2007, 2008 and 2009, and was RMB191,000 and was RMB205,000 for the six months ended 30 June 2009 and 2010.

The aggregate amount of basic salaries and allowances, discretionary bonuses and retirement benefit contribution paid to our five highest paid individuals, including Directors, for the years ended 31 December 2007, 2008 and 2009 was approximately RMB271,000, RMB414,000 and RMB477,000, respectively, and was RMB228,000 for the six months ended 30 June 2010.

Our Company has not paid any remuneration to our Directors or the five highest paid individuals as an inducement to join or upon joining us or as a compensation for loss of office in respect of the years ended 31 December 2007, 2008 and 2009, and for the six months ended 30 June 2010. Furthermore, none of our Directors have waived any remuneration during the same periods.

Save as disclosed above, no other payments have been paid or are payable, in respect of the years ended 31 December 2007, 2008 and 2009, and for the six months ended 30 June 2010, by us or any of our subsidiaries to our Directors.

Under the arrangements currently in force, the aggregate amount of remuneration (excluding any discretionary bonus which may be paid) and benefits in kind (including the retirement benefit contribution) payable by us to our Directors for the year ending 31 December 2010 is estimated to be approximately RMB331,000.

As at the Latest Practicable Date, each of our Directors has entered into a service contract with our Company and that their remuneration for their services provided to our Group will be paid by our Group. As at the Latest Practicable Date, Henan Tian Lun Engineering Investment has ceased to pay remuneration to our Directors for their services provided to our Group.

### SHARE OPTION SCHEME

Our Company has conditionally adopted the Share Option Scheme. For details of the Share Option Scheme, please refer to the section headed “Statutory and General Information — Share Option Scheme” as set out in Appendix VI to this Prospectus.

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### EMPLOYEES

As at the Latest Practicable Date, our Group had 261 full-time employees. Set out below is a breakdown of the number of our full-time employees by function:

<u>Departments</u>	<u>Number of Employees</u>
Office of General Manager .....	10
Department of General Affairs .....	21
Department of Finance .....	17
Department of Pipeline Network .....	76
Department of Safety and Technology .....	26
Department of Customer Service .....	48
Department of Marketing .....	8
Department of Procurement .....	9
CNG Stations .....	46
Total .....	<u>261</u>

During the Track Record Period, we have complied, in all material respects, with relevant PRC labor laws and regulations in all material respects, including contributing to employee retirement benefit schemes, medical and social security insurance schemes and housing provident fund.