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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
PROPOSED EQUITY INVESTMENT AND FINANCING FROM IFC**

On 27 August 2014, the Company (together with its subsidiaries, the “**Group**”) and International Finance Corporation (“**IFC**”) entered into a mandate letter (the “**Mandate Letter**”) pursuant to which IFC is considering to subscribe for up to US\$125 million in equity shares of the Company (the “**Equity Investment**”) by IFC and one or more funds managed by IFC Asset Management Company, LLC, a wholly-owned subsidiary of IFC as well as the subsequent debt financing (the “**Debt Financing**”). The proceeds of the proposed Equity Investment (if materialised) and Debt Financing (if materialised) are intended to be used by the Group in constructing the liquefied natural gas plants and gas filling stations, expanding the city gas pipeline network and acquiring additional municipal gas projects.

Under the Mandate Letter, the Company has granted an exclusivity right to IFC such that for a period of 4 months from the date of the Mandate Letter, no other person shall execute an agreement for subscription or purchase of shares under a private placement of the shares of the Company similar to the proposed Equity Investment under the Mandate Letter. IFC will apprise the Company and conduct due diligence review and the Company will pay a processing fee and reimbursable expenses to IFC under the Mandate Letter.

After signing of the Mandate Letter, the parties will proceed to implement the terms of the Mandate letter for the materialisation of the proposed Equity Investment and Debt Financing. As at the date of this announcement, there was no legally binding agreement(s) for the proposed Equity Investment and Debt Financing has been entered into. Further announcement(s) on the update of the Proposed Equity Investment and/or Debt Financing will be made by the Company as and when required under the Listing Rules.

Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

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

Zhengzhou, the PRC, 27 August 2014

As at the date of this announcement, the executive Directors are Mr. Zhang Yingcen (Chairman), Mr. Xian Zhenyuan, Mr. Hu Xiaoming, Mr. Feng Yi, Mr. Sun Heng and Ms. Li Tao and the independent non-executive Directors are Mr. Cao Zhibin, Mr. Li Liuqing, Mr. Zhang Jiaming and Ms. Zhao Jun.