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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)**

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
CHANGE IN COMPOSITION OF THE BOARD COMMITTEES  
AND  
REQUISITION OF EXTRAORDINARY GENERAL MEETING BY  
SHAREHOLDERS**

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board would like to announce that with effect from 1 September 2015:

- (1) Mr. Yeung Yui Yuen Michael has been appointed as an independent non-executive Director;  
and
- (2) Mr. Zhang Jiaming has resigned as an independent non-executive Director.

**CHANGE IN COMPOSITION OF THE BOARD COMMITTEES**

The Board would like to further announce that with effect from 1 September 2015:

- (1) Mr. Yeung Yui Yuen Michael has been appointed as a member of Audit Committee, Remuneration Committee and Nomination Committee; and
- (2) Mr. Zhang Jiaming has been resigned as a member of Audit Committee, Remuneration Committee and Nomination Committee.

## **REQUISITION OF EXTRAORDINARY GENERAL MEETING BY SHAREHOLDERS**

On 31 August 2015, the Company received the Requisition Notice from the Requisitioning Shareholders pursuant to which the Requisitioning Shareholders requisitioned for an extraordinary general meeting to be convened pursuant to Article 64 of the Articles to consider, and if thought fit, pass the resolutions in relation to the Proposed Appointment of Director.

## **CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

### **Appointment of independent non-executive Director**

The board (the “**Board**”) of Directors (the “**Directors**”) of China Tian Lun Gas Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) would like to announce that with effect from 1 September 2015, Mr. Yeung Yui Yuen Michael has been appointed as an independent non-executive Director.

### **Biographical details and other information of Mr. Yeung Yui Yuen Michael**

Mr. Yeung Yui Yuen Michael (楊耀源先生) (“**Mr. Yeung**”) aged 60, had worked in Wrigley/Mars Incorporated for 30 years (1985-2015). He was the president of Wrigley Asia Pacific Ltd from 2012 to May 2015. In his tenure with Wrigley/Mars Incorporated, Mr. Yeung held positions in sales and marketing and eventually as the vice president and managing director of Wrigley China Company Ltd from 2008 to 2011. He is experienced in the development and growth of fast-moving consumer products (gum, chocolate, and confections) in emerging markets. Mr. Yeung had managed markets including Australia, Taiwan, India, South Korea, and South East Asia. Before joining Wrigley/Mars Incorporated, he worked in R.J Reynolds Tobacco Co. Ltd., SC Johnson Co. Ltd., and Hong Kong TVB Co. Ltd. Mr. Yeung is a Fellow Member of the Hong Kong Institute of Directors since 1 March 2015 and a Council Member of the Gerson Lehman Group (Asia) Ltd. Mr. Yeung obtained a bachelor’s degree in Business Administration and Commerce (Distinction) from the University of Alberta, Canada in 1977.

Save as disclosed in this announcement, Mr. Yeung confirmed that he does not (i) hold any directorships in other public companies which securities are listed on any securities market in Hong Kong or overseas in the past three years; (ii) hold any other position in the Company or any of its subsidiaries; (iii) have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company; and (iv) does not have other major appointments or professional qualifications.

Mr. Yeung has entered into a service agreement with the Company as an independent non-executive Director for a term of 3 years commencing from 1 September 2015, which may be terminated by either the Company or Mr. Yeung by giving three months written notice or otherwise in accordance with the terms of the service agreement. According to the Articles, Mr. Zhang Jiaming shall retire from office and be eligible for re-election at the EGM.

Under the service agreement entered into between the Company and Mr. Yeung, Mr. Yeung is entitled to a remuneration of USD20,000 per year, payable on a monthly basis. The remuneration was determined by the Remuneration Committee and the Board after having considered the experience, duties and responsibilities of Mr. Yeung and the prevailing market rate of companies of comparable size and similar operation.

As at the date of this announcement, Mr. Yeung does not have, and/or is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (as defined under Part XV of the SFO).

There are no other matters concerning Mr. Yeung's appointment that need to be brought to the attention of the Shareholders nor is there any information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Yeung confirmed that he has met the independence criteria as set out in Rule 3.13 of the Listing Rules.

The Board would like to take this opportunity to welcome Mr. Yeung for joining the Board.

### **Resignation of independent non-executive Director**

The Board would also like to announce that with effect from 1 September 2015, Mr. Zhang Jiaming has resigned as an independent non-executive Director, and a member of the Audit Committee, Remuneration Committee and Nomination Committee.

Mr. Zhang Jiaming has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders.

The Board would like to express its gratitude to Mr. Zhang Jiaming for his invaluable contributions to the Group during his tenure of service.

## **CHANGE IN COMPOSITION OF THE BOARD COMMITTEES**

The Board would like to further announce that with effect from 1 September 2015, the composition of the Audit Committee, the Remuneration Committee and the Nomination Committee have been changed as follows:

### **(i) Audit Committee**

Mr. Yeung has been appointed as a member of Audit Committee.

Following the change of composition, the Audit Committee comprises of Mr. Li Liuqing, Mr. Yeung and Ms. Zhao Jun, with Mr. Li Liuqing as the chairman of the Audit Committee.

### **(ii) Remuneration Committee**

Mr. Yeung has been appointed as a member of Remuneration Committee.

Following the change of composition, the Remuneration Committee comprises of Mr. Li Liuqing, Mr. Yeung and Ms. Zhao Jun, with Ms. Zhao Jun as the chairman of the Remuneration Committee.

### **(iii) Nomination Committee**

Mr. Yeung has been appointed as a member of Nomination Committee.

Following the change of composition, the Nomination Committee comprises of Mr. Zhang Yingcen, Mr. Yeung and Ms. Zhao Jun, with Mr. Zhang Yingcen as the chairman of the Nomination Committee.

## **REQUISITION OF EXTRAORDINARY GENERAL MEETING BY SHAREHOLDERS**

On 31 August 2015, the Company received the Requisition Notice from the Requisitioning Shareholders pursuant to which the Requisitioning Shareholders requisitioned for an extraordinary general meeting to be convened pursuant to Article 64 of the Articles to consider, and if thought fit, pass the relevant resolutions in relation to the proposed appointment of Mr. Wang Jiansheng to the Board as a new non-executive Director nominated by the Requisitioning Shareholders. As at the deposit date of the Requisition Notice, the Requisitioning Shareholders held, in aggregate, 181,689,608 Shares representing approximately 18% of the total issued share capital of the Company.

The Requisition Notice sets out the biographical details in respect of the Proposed Appointment of Director as follows:

Mr. Wang Jiansheng (王建盛先生) (“**Mr. Wang**”) graduated from New York University in 1988 with a PhD in Development Economics. From 1988 to 2008, he worked as an economist in the International Monetary Fund and as an investment officer in the World Bank Group in Washington DC. He then returned to China and worked in finance and investment fields. He was a partner in a private equity management firm, and did philanthropic work in energy and environment fields. Mr. Wang has served on the board of several banks and non-bank financial institutions.

Save as disclosed in this announcement, Mr. Wang does not (i) hold any directorships in other public companies which securities are listed on any securities market in Hong Kong or overseas in the past three years; (ii) hold any other position in the Company or any of its subsidiaries; (iii) have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company; and (iv) have other major appointments or professional qualifications.

Subject to the passing of the resolutions in relation to the Proposed Appointment of Director at the EGM, Mr. Wang will enter into a service agreement with the Company as a non-executive Director for a term of 3 years commencing from the date of EGM, which may be terminated by either the Company or Mr. Wang by giving three months written notice or otherwise in accordance with the terms of the service agreement, subject to the retirement by rotation and re-election in accordance with the Articles at the extraordinary general meeting.

Under the service agreement purported to be entered into between the Company and Mr. Wang, Mr. Wang is entitled to a remuneration of USD20,000 per year, payable on a monthly basis subject to final confirmation upon execution of the service agreement. The remuneration was determined by the Remuneration Committee and the Board having considered the experience, duties and responsibilities of Mr. Wang and the prevailing market rate of companies of comparable size and similar operation.

As at the date of this announcement, Mr. Wang does not have, and/or is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (as defined under Part XV of the SFO).

There are no other matters concerning Mr. Wang’s appointment that need to be brought to the attention of the Shareholders nor is there any information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

## DEFINITION

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Articles”	the articles of association of the Company;
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Company”	China Tian Lun Gas Holdings Limited (中國天倫燃氣控股有限公司), a limited liability company incorporated in the Cayman Islands, the Shares of which are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be held at The Conference Room, 6th Floor, Tian Lun Group Building, No.6 Huang He East Road, Zheng Dong Xin District, Zhengzhou City, Henan Province, the People’s Republic of China on Monday, 21 September 2015 at 11:00 a.m. or any adjournment thereof for the Shareholders to consider and if thought fit, to approve, the resolution contemplated under the Requisition Notice
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Nomination Committee”	the nomination committee of the Company
“Proposed Appointment of Director”	the appointment of one new non-executive Director nominated to the Board by the Requisitioning Shareholders

“Requisition Notice”	a requisition notice dated 31 August 2015 from the Requisitioning Shareholders to the Company
“Requisition Shareholders”	International Finance Corporation, an international organization established by Articles of Agreement among its member countries including the Cayman Islands and the PRC and IFC Global Infrastructure Fund, LP, a limited partnership organized under the laws of England and Wales
“PRC”	the People’s Republic of China excluding except where the context otherwise requires, for the purpose of this announcement, Hong Kong, Macau Special Administrative Region of China and Taiwan
“Remuneration Committee”	the remuneration committee of the Company
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Shareholders”	persons whose names appear on the register of members of the Company as registered holders of the Shares
“Shares”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“USD”	United States Dollar, the lawful currency of the United States of America
“%”	per cent.

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

Zhengzhou, 1 September 2015

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