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If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Tian Lun Gas Holdings Limited (the “**Company**”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

- (1) RENEWAL OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES**
- (2) RETIREMENT OF DIRECTORS AND
RE-ELECTION OF RETIRING DIRECTORS**
- (3) PROPOSED APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTOR**
- (4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held on 28 May 2018 (Monday) at 10:00 a.m. 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 PRC is set out on pages 16 to 20 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting thereof should you so desire.

26 April 2018

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on 28 May 2018 (Monday) at 10:00 a.m. 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 PRC;
“AGM Notice”	the notice convening the AGM set out on pages 16 to 20 of this circular;
“Articles of Association”	the articles of association of the Company;
“Board”	the board of Directors;
“close associates”	has the same meaning as defined in the Listing Rules;
“Company”	China Tian Lun Gas Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange;
“core connected person(s)”	has the same meaning as defined in the Listing Rules;
“Director(s)”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares set out as resolution no.4 in the AGM Notice;
“Latest Practicable Date”	20 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Mr. Liu”	Mr. Liu Jin (劉勁), the proposed independent non-executive Director, whose biographical details are set out in Appendix III to this circular;

DEFINITIONS

“Ms. Sun”	Ms. Sun Yanxi (孫燕熙女士), the spouse of Mr. Zhang Yingcen, who is an executive Director and a controlling Shareholder (as defined by the Listing Rules) of the Company;
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan Region;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares set out as resolution no.5 in the AGM Notice;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of (a) Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs;
“USD”	United States dollar, the lawful currency of the USA;

If there is any inconsistency between the Chinese names of PRC companies, entities, departments, facilities or titles mentioned in this circular and their English translation, the Chinese version shall prevail.

LETTER FROM THE BOARD



天倫燃气
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)

Board of Directors

Executive Directors:

Mr. Zhang Yingcen (*Chairman*)
Mr. Xian Zhenyuan (*Chief Executive*)
Mr. Zhang Suwei (*General Manager*)
Mr. Feng Yi
Ms. Li Tao

Non-executive Director:

Mr. Wang Jiansheng

Independent non-executive Directors:

Mr. Li Liuqing
Mr. Yeung Yui Yuen Michael
Ms. Zhao Jun

Registered Office:

Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

*Principal Place of Business
in Hong Kong:*

Unit 1603, 16th Floor
100 Queen's Road Central
Central
Hong Kong

26 April 2018

To the Shareholders

Dear Sir or Madam,

**(1) RENEWAL OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES
(2) RETIREMENT OF DIRECTORS AND
RE-ELECTION OF RETIRING DIRECTORS
(3) PROPOSED APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTOR
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate, the proposed Repurchase Mandate and the extension of the Issue Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) furnish you with details of the proposed re-election of Directors and the proposed appointment of independent non-executive director; and (iv) give you notice of the AGM.

LETTER FROM THE BOARD

ISSUE MANDATE AND REPURCHASE MANDATE

The Company's existing mandates to issue and repurchase Shares were approved by its then Shareholders on 24 May 2017. Unless otherwise renewed, the existing mandates to issue and repurchase Shares will lapse at the conclusion of the AGM.

Ordinary resolutions will be proposed at the AGM to grant to the Directors new general mandates:

- (i) to allot, issue and otherwise deal with new Shares with an aggregate number not exceeding 20% of the aggregate number of the issued Shares as at the date of passing the proposed resolution at the AGM; and
- (ii) to repurchase Shares with an aggregate number not exceeding 10% of the aggregate number of the issued Shares as at the date of passing the proposed resolution at the AGM.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, a total of 989,615,108 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company will be allowed to issue a maximum of 197,923,021 Shares, representing 20% of the aggregate number of the issued Shares as at the date of the AGM.

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular.

RETIREMENT OF DIRECTORS AND RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 112 of the Articles of Association, Mr. Zhang Suwei and in accordance with Article 108 of the Articles of Association, Mr. Feng Yi, Ms. Li Tao and Ms. Zhao Jun, will retire from their office as Directors and being eligible, have offered themselves for re-election as Directors at the AGM. Particulars of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 26 March 2018 in relation to the proposed appointment of independent non-executive Director. In accordance with the Articles of Association, on 26 March 2018, the Board resolved to propose Mr. Liu Jin (“**Mr. Liu**”) to be appointed as an independent non-executive Director by way of ordinary resolution at the AGM. The Board and the nomination committee of the Company also resolved that Mr. Liu has satisfied the independence guidelines set out in Rule 3.13 of the Listing Rules.

LETTER FROM THE BOARD

Resolutions will be proposed by the Board at the AGM to appoint Mr. Liu and to authorise the Board and remuneration committee of the Company to determine the remunerations of him and other candidates for reelection of Directors in accordance with the Articles of Association.

Subject to the Shareholders' approval, Mr. Liu will enter into a service agreement with Company for a term of three years subject to retirement and re-election in accordance with the Articles of Association, and Mr. Liu will be entitled to a Director's remuneration amounting to RMB132,000 per year for serving on the Board.

The biographical details of Mr. Liu proposed to be appointed as an independent non-executive Director at the AGM are set out in Appendix III to this circular.

NOMINATION FOR ELECTION OF DIRECTORS

Article 113 of the Articles of Association provides that no person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been given to the Company during the period commencing no earlier than the day after the despatch of the notice of the general meeting appointed for such election and ending no later than seven (7) days prior to the date of such general meeting, which should last at least seven (7) days.

If a Shareholder wishes to nominate a person to stand for election as a Director at the AGM, he should serve at the principal place of business in Hong Kong of the Company at Room 1603, 16/F, 100 Queen's Road Central, Central, Hong Kong or at the Company's branch share registrar in Hong Kong at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong within the period from Wednesday, 2 May 2018 to Tuesday, 8 May 2018, both days inclusive, (i) his/her/its written nomination of the candidate, (ii) written confirmation from such nominated candidate of his/her willingness to be elected as Director, and (iii) the biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules for publication by the Company.

AGM

A notice convening the AGM to be held on 28 May 2018 (Monday) at 10:00 a.m. 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 PRC is set out on pages 16 to 20 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein. Under Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the AGM must be taken by poll.

You will find enclosed a form of proxy for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM, or any adjournment thereof, should you so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate, the reelection of the retiring Directors and the proposed appointment of independent non-executive Director are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that the Shareholders vote in favour of the relevant resolutions as set out in the AGM Notice at the AGM.

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

This appendix includes an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors in the AGM.

1. LISTING RULES IN RELATION TO REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. FUNDING AND IMPACT OF REPURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the memorandum and Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. Any repurchase of Shares will be made out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purpose of the purchase or, if authorised by the Articles of Association and subject to the laws of the Cayman Islands, out of capital and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles of Association and subject to the laws of the Cayman Islands, out of capital. In accordance with the laws of the Cayman Islands, the shares so repurchased would be treated as cancelled.

As compared with the financial position of the Company as at 31 December 2017 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

4. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 989,615,108 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 98,961,510 Shares, being 10% of the issued share capital of the Company.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the memorandum and the Articles of Association.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code.

As a result, a Shareholder or a group of Shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and insofar the Directors are aware of, the controlling Shareholders are (i) Tian Lun Group Limited ("**Tian Lun Group**") which owns 471,171,300 Shares (representing approximately 47.61% of the issued share capital of the Company); (ii) Mr. Zhang Yingcen ("**Mr. Zhang**"), who owns 60% of the issued share capital of Gold Shine Development Limited ("**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. Therefore, Mr. Zhang is also deemed or taken to be interested in all the Shares held by Chequers Development Limited for the purposes of the SFO. Ms. Sun 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.

In the event that the Repurchase Mandate was exercised in full, the interest of Tian Lun Group and Gold Shine would be increased from approximately 47.61% to approximately 52.90% and the total interests of Mr. Zhang would be increased from approximately 54.62% to approximately 60.70%. On the basis of the aforesaid increase of shareholding held by Tian Lun Group and Gold Shine, Tian Lun Group and Gold Shine will be obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full. Moreover, the Directors do not intend to exercise the power to repurchase the Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such an extent that results in the public shareholding being less than the minimum public float requirement of 25% of the total issued share capital of the Company.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates have any present intention, in the event that the proposed Repurchase Mandate is granted, to sell the Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell the Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of the Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months ended on the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices of the Shares at which the Shares have been traded on the Stock Exchange in each of the following months immediately preceding the Latest Practicable Date were as follows:

	Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
April	5.97	4.53
May	4.79	4.17
June	4.49	3.75
July	5.48	4.14
August	5.69	4.67
September	6.05	4.96
October	5.95	5.59
November	5.86	5.43
December	6.24	5.49
2018		
January	6.20	5.80
February	6.10	5.11
March	5.71	5.42
April (up to the Latest Practicable Date)	5.63	5.54

The biographical details of the Directors proposed to be re-elected at the AGM are set out as follows:

Executive Directors

Mr. Zhang Suwei, aged 44, was appointed as an executive Director and the general manager of the Company on 26 March 2018. Mr. Zhang joined the Group in July 2017. Prior to joining the Group, Mr. Zhang served as the chief representative of Sinosteel Corporation (中國中鋼集團公司) in Africa and the general manager of Sinosteel South Africa Chromium Co., Ltd. (中鋼南非鉻業有限公司) from May 2006 to March 2011, and as the general manager of Fosun International Resources Group (復星國際資源集團) from August 2011 to March 2013 and the director and general manager at Elion Energy Co., Ltd. (億利能源股份有限公司) in Inner Mongolia (listed on the Shanghai Stock Exchange, stock code: 600277) from February 2014 to May 2015. Mr. Zhang obtained a bachelor's degree from Northeastern University (東北大學) in the PRC, majoring in non-ferrous metallurgy and minoring in international trade, in 1996, and obtained a bachelor's degree in Accounting Science from University of South Africa (南非大學) in 2004. Mr. Zhang is a fellow member of the Association of Chartered Certified Accountants. Mr. Zhang has extensive experience in the development of corporate strategic plans, platform building, investment and financing, industrial chain resource consolidation, employee incentive and capital market. He was recognised as a labour model of central state-owned enterprises in the PRC and held social positions such as an advisor to the governor of the Limpopo Province, South Africa on employment and economic development.

Save as disclosed above, Mr. Zhang has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, Mr. Zhang does not have any relationship with other Directors, senior management, substantial or controlling Shareholders of the Company and he has no other interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Zhang has entered into a director's service agreement with the Company for an initial term of three years commencing on 26 March 2018, which may be terminated by either party thereto by giving to the other not less than one month's prior written notice. Mr. Zhang is entitled to receive a director's remuneration of RMB500,000 per annum which was determined with reference to the prevailing market practice, the Company's remuneration policy, and his duties and responsibilities with the Group. Mr. Zhang is also entitled to a discretionary bonus subject to the approval by the Board.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to (v) of the Listing Rules.

Mr. Feng Yi, aged 39, was appointed as an executive Director and deputy general manager of the Company on 10 November 2013. Mr. Feng joined the Group in 2006 and successively acted as the assistant to the general manager, deputy general manager and director of Henan Tian Lun Gas Group Limited. He is responsible for the strategic investment planning and corporate financing activities of the Group. Mr. Feng has 14 years of experience in corporate investment and financing. Prior to joining the Group, Mr. Feng acted as the investment officer of the strategic investment department of Zhengzhou Yutong Bus Co., Ltd. (鄭州宇通客車股份有限公司) from July 2002 to April 2005. Mr. Feng acted as the assistant to the chairman and deputy general manager of Henan Yatai Commercial Consultation Co., Ltd (河南雅泰商務諮詢服務有限公司) (being 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. Mr. Feng acted as the assistant to the general manager and deputy general manager Henan Tian Lun Gas Engineering Investment Limited from September 2006 to November 2009. 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 and obtained EMBA in Guanghua School of Management in Peking University (北京大學光華管理學院) in the PRC in 2015.

Save as disclosed above, Mr. Feng has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, Mr. Feng does not have any relationship with other Directors, senior management, substantial or controlling Shareholders of the Company and he has no other interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

As at the Latest Practicable Date, Mr. Feng beneficially owned 10% of the issued share capital of Pleasant New Limited, which in turn owned 1,282,950 Shares (representing approximately 4.46% of the issued share capital of the Company). Mr. Feng was also interested in 3,000,000 Shares which may be allotted and issued to him upon full exercise of the share options granted to him under the share option scheme of the Company adopted on 13 October 2010.

Mr. Feng has entered into a director's service agreement with the Company for an initial term of three years, which may be terminated by either party thereto by giving to the other not less than three months' prior written notice. Mr. Feng is entitled to receive a director's remuneration of RMB374,000 per annum which was determined with reference to the prevailing market practice, the Company's remuneration policy, and his duties and responsibilities with the Group. Mr. Feng is also entitled to a discretionary bonus subject to the approval by the Board.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to (v) of the Listing Rules.

Ms. Li Tao, aged 46, was appointed as an executive Director and deputy general manager of the Company on 10 November 2013. She joined the Group in April 2011 and is responsible for the financial management of the Group. Ms. Li has years of experience in corporate finance management. Prior to joining the Group, Ms. Li had served as the head of finance of SDIC Henan Coal Transportation & Sales Co., Ltd (國投河南煤炭運銷有限公司). Ms. Li obtained a bachelor's degree in Economics from Henan University of Economics and Law (河南財經政法大學) in the PRC in 1994. She is a senior accountant and a Certified Public Accountant in the PRC.

As at the Latest Practicable Date, Ms. Li was also interested in 3,000,000 Shares which may be allotted and issued to her upon full exercise of the share options granted to her under the share option scheme of the Company adopted on 13 October 2010.

Save as disclosed above, Ms. Li has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, Ms. Li does not have any relationship with other Directors, senior management, substantial or controlling Shareholders of the Company and she has no other interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Ms. Li has entered into a director's service agreement with the Company for an initial term of three years, which may be terminated by either party thereto by giving to the other not less than three months' prior written notice. Ms. Li is entitled to receive a director's remuneration of RMB374,000 per annum which was determined with reference to the prevailing market practice, the Company's remuneration policy, and her duties and responsibilities with the Group. Ms. Li is also entitled to a discretionary bonus subject to the approval by the Board.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to (v) of the Listing Rules.

Independent non-executive Directors

Ms. Zhao Jun, aged 55, is an independent non-executive Director. 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. Ms. Zhao is the manager of Shanghai Shibang Machinery Co., Ltd. Beijing Office (上海世邦機器有限公司北京辦事處). Ms. Zhao obtained a bachelor's degree in Agricultural Machinery Repair from the Agricultural Machinery Department of Henan Agricultural University (河南農學院) in the PRC in 1984.

Save as disclosed above, Ms. Zhao has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Ms. Zhao does not have any relationship with other Directors, senior management, substantial or controlling Shareholders of the Company and she has no other interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Ms. Zhao has entered into a director's service agreement with the Company for an initial term of three years commencing on 10 November 2015, which may be terminated by either party thereto by giving to the other not less than three months' prior written notice. Ms. Zhao is entitled to receive a director's remuneration of RMB60,000 per annum which is determined with reference to the prevailing market practice, the Company's remuneration policy, and her duties and responsibilities with the Group.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to (v) of the Listing Rules.

Mr. Liu Jin, aged 48, is currently the vice president and a professor of Accounting and Finance of Cheung Kong Graduate School of Business. Mr. Liu served as an assistant professor from July 1999 to July 2006 and an associate professor with tenure from July 2006 to July 2008 at Anderson School of Management of the University of California, Los Angeles. He also served as an Economics Instructor at the Department of Economics at Columbia University in 1998. He obtained a doctoral degree in Business Administration from Columbia Business School in 1999. Mr. Liu has extensive experience in research on capital markets, financial accounting and equity investment and is an internationally renowned expert in the field of equity investment and securities analysis. Mr. Liu's research has international influence and has been one of the authors whose research achievements are most widely quoted in international literatures among Chinese social science scholars in the past decade. He is a long-term reviewer and editorial board member of various international first-level academic journals. Mr. Liu has received the Outstanding Research Award from Cheung Kong Graduate School of Business, the Eric and "E" Juline Faculty Excellence in Research Award, and the Barclays Global Investors Best Paper Award.

Mr. Liu served as an independent director of Zhejiang Red Dragonfly Footwear Co., Ltd. (浙江紅蜻蜓鞋業股份有限公司), the shares of which are listed on the Shanghai Stock Exchange (stock code: 603116.SH) from July 2011 to January 2016, and has been an independent director of Qinchuan Machine Tool & Tool Group Share Co., Ltd. (秦川機床工具集團股份公司), the shares of which are listed on the Shenzhen Stock Exchange (stock code: 000837.SZ) from November 2014 to present, and an independent director of Yunnan Baiyao Group Co., Ltd. (雲南白藥集團股份有限公司), the shares of which are listed on the Shenzhen Stock Exchange (stock code: 000538.SZ) from March 2016 to present.

Save as disclosed above, Mr. Liu does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any position with the Company and other members of the Group. As far as the Board is aware, Mr. Liu does not have any relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Liu does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters relating to the aforesaid proposed appointment that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of China Tian Lun Gas Holdings Limited (the “**Company**”) will be held on 28 May 2018 (Monday) at 10:00 a.m. 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 for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated accounts and reports of the directors (the “**Director(s)**”) and auditors of the Company and its subsidiaries for the year ended 31 December 2017.
2. To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the board of Directors (the “**Board**”) to fix their remuneration.
3.
 - (a) Mr. Zhang Suwei be re-elected as an executive Director;
 - (b) Mr. Feng Yi be re-elected as an executive Director;
 - (c) Ms. Li Tao be re-elected as an executive Director;
 - (d) Ms. Zhao Jun be re-elected as an independent non-executive Director;
 - (e) Mr. Liu Jin be appointed as an independent non-executive Director; and
 - (f) The Board be authorised to fix the remuneration of the Directors.

NOTICE OF ANNUAL GENERAL MEETING

4. “**THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;
- (C) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate number of issued shares of the Company at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“**Relevant Period**” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

5. “**THAT**:

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the aggregate number of shares of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate number of issued shares of the Company as at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“**Relevant Period**” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional upon the passing of resolutions No.4 and No.5 as set out in this notice convening the Meeting of which this resolution forms part, the general mandate granted to the Directors pursuant to resolution No.4 as set out in this notice convening the Meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to resolution No.5 as set out in this notice convening the Meeting of which this resolution forms part, provided that such amount shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of passing this resolution.”

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

Hong Kong, 26 April 2018

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.

NOTICE OF ANNUAL GENERAL MEETING

6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the ordinary resolution no. 5 as set out in this notice is enclosed.
8. The transfer books and Register of Members of the Company will be closed from 23 May 2018 (Wednesday) to 28 May 2018 (Monday), both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 21 May 2018 (Monday).
9. Details of the retiring directors proposed to be re-elected as directors of the Company at the Meeting are set out in Appendix II to this circular.
10. A form of proxy for use at the Meeting is enclosed.