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**天伦燃气**  
**TIANLUN GAS**

**Tian Lun Gas Holdings Limited**  
**天倫燃氣控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1600)**

**CHANGE OF DIRECTORS  
AND  
CHANGE IN COMPOSITION OF THE BOARD COMMITTEES**

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The board (the “**Board**”) of directors (the “**Directors**”) of Tian Lun Gas Holdings Limited (the “**Company**”) hereby announces that with effect from 2 June 2023:

- (i) Mr. Liu Jin has resigned as an independent non-executive Director due to his desire to devote more time to personal affair; and
- (ii) Ms. Zhao Jun has resigned as an independent non-executive Director due to her desire to devote more time to personal affair.

Mr. Liu Jin and Ms. Zhao Jun confirmed that (i) they have no claim against the Company in respect of their resignation; (ii) they has no disagreement with the Board; and (iii) there is no other matter in relation to their resignation that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited and the shareholders of the Company.

## **APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Board is pleased to announce that with effect from 2 June 2023:

- (i) Mr. Zhang Daoyuan has been appointed as a non-executive Director;
- (ii) Mr. Lei Chunyong has been appointed as an independent non-executive Director; and
- (iii) Ms. Zhou Lin has been appointed as an independent non-executive Director.

The biographical details of the directors are set out as follows:

### **Mr. Zhang Daoyuan (張道遠先生)**

Mr. Zhang Daoyuan (“**Mr. Zhang**”), aged 36, is the son of Mr. Zhang Yingcen. He is one of the controlling Shareholders of the Company. As at the date of this announcement, Tian Lun Group Limited holds 471,171,300 Shares of the Company, accounting for approximately 47.99% of the issued Shares of the Company. Gold Shine Development Limited, owned as to 60%, 20% and 20% by Mr. Zhang Yingcen, Mr. Zhang and Ms. Sun Yanxi, respectively, directly and wholly owns Tian Lun Group Limited. Therefore, Mr. Zhang is also one of the controlling Shareholders of the Company.

Mr. Zhang served as a non-executive Director of the Company from 13 October 2010 to 27 December 2012. Mr. Zhang has served as an assistant to general manager and marketing director of Henan Tian Lun Real Estate Limited (currently Henan Tian Lun Real Estate Group Limited), vice chairman and chief information officer of Henan Tian Lun Investment Holdings Company Limited (河南省天倫投資控股集團有限公司) and vice chairman of Henan Tian Lun Real Estate Group Limited, respectively, since December 2007. Mr. Zhang obtained a bachelor’s degree majoring in finance from Griffith University in Australia in November 2007. Mr. Zhang is currently a member of the 13th Henan Provincial Committee of the Chinese People’s Political Consultative Conference, the vice president of Henan Overseas-Chinese International Culture Communication Association (河南省華僑國際文化交流協會) and the vice president of Henan Young Entrepreneurs’ Association (河南省青年企業家協會).

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 from 2 June 2023, 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 RMB60,000 per annum which was determined with reference to his duties and responsibilities with the Company, experience and the prevailing market conditions.

Save as disclosed above, there are no other matters relating to the appointment of Mr. Zhang 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. Lei Chunyong (雷春勇先生)**

Mr. Lei Chunyong ("Mr. Lei"), aged 45, has accumulated more than 20 years of experience in accounting and auditing. He has served as a partner of Xigema Cpas (希格瑪會計師事務所), the deputy director of Henan Branch of Mazars Certified Public Accountants (中審眾環會計師事務所). He is currently the deputy director of Henan Branch of Zhongxingcai Guanhua Certified Public Accountants LLP (中興財光華會計師事務所(特殊普通合夥)). Mr. Lei graduated from Henan Finance and Taxation College majoring in finance and accounting in July 2000 and is a member of the Chinese Institute of Certified Public Accountants.

Save as disclosed above, Mr. Lei 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.

Mr. Lei 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. Lei has entered into a director's service agreement with the Company for an initial term of three years commencing from 2 June 2023, which may be terminated by either party thereto by giving to the other not less than one month's prior written notice. Mr. Lei is entitled to receive a director's remuneration of RMB60,000 per annum which was determined with reference to his duties and responsibilities with the Company, experience and the prevailing market conditions.

Mr. Lei has confirmed that he met the independence criteria as set out in Rule 3.13 of the Listing Rules. Save as disclosed above, there are no other matters relating to the appointment of Mr. Lei 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. Zhou Lin (周琳女士)**

Ms. Zhou Lin (“**Ms. Zhou**”), aged 45, is an associate professor of the Henan University of Economics and Law and is primarily engaged in the research in management and accounting fields such as strategic maps, management control systems, budget management, cost management, etc. Ms. Zhou obtained a bachelor’s degree in auditing from Zhengzhou University, a master’s degree in accounting from Henan University of Finance and Economics and a doctorate in accounting from Shanghai University of Finance and Economics in June 2000, July 2007 and June 2011, respectively. Ms. Zhou is a leading accounting talent in Henan Province and a high-level talent in Henan Province. Ms. Zhou is a member of the Chinese Institute of Certified Public Accountants.

Save as disclosed above, Ms. Zhou 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. Zhou 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. Zhou has entered into a director’s service agreement with the Company for an initial term of three years commencing from 2 June 2023, which may be terminated by either party thereto by giving to the other not less than one month’s prior written notice. Ms. Zhou is entitled to receive a director’s remuneration of RMB60,000 per annum which was determined with reference to her duties and responsibilities with the Company, experience and the prevailing market conditions.

Ms. Zhou has confirmed that she met the independence criteria as set out in Rule 3.13 of the Listing Rules. Save as disclosed above, there are no other matters relating to the appointment of Ms. Zhou 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.

The Board would like to express its welcome to Mr. Zhang, Mr. Lei and Ms. Zhou for joining the Board.

## CHANGE IN COMPOSITION OF THE BOARD COMMITTEES

The Board would like to further announce that with effect from 2 June 2023, the composition of the Audit Committee, the Remuneration Committee, the Nomination Committee and the Environmental, Social and Governance Committee (the “**ESG Committee**”) have been changed as follows:

- (i) Ms. Zhao Jun and Ms. Ou Yaqun ceased to be members of the Audit Committee. Mr. Lei and Ms. Zhou have been appointed as members of the Audit Committee.
- (ii) Mr. Liu Jin and Ms. Zhao Jun ceased to be members of the Nomination Committee. Mr. Lei and Ms. Zhou have been appointed as members of the Nomination Committee.
- (iii) Ms. Zhao Jun ceased to be the chairperson of the Remuneration Committee. Ms. Zhou has been appointed as the chairperson of the Remuneration Committee.
- (iv) Mr. Liu Jin ceased to be the member of ESG Committee. Ms. Ou Yaqun has been appointed as the member of the ESG Committee.

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

Zhengzhou, the PRC, 2 June 2023

*As at the date of this announcement, the executive Directors are Mr. Zhang Yingcen (Chairman), Mr. Xian Zhenyuan (Chief Executive), Mr. Liu Min and Ms. Li Tao; the non-executive Directors are Ms. Chen Hong and Mr. Zhang Daoyuan; and the independent non-executive Directors are Mr. Li Liuqing, Ms. Ou Yaqun, Mr. Lei Chunyong and Ms. Zhou Lin.*