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TL Natural Gas Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8536)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 24 JUNE 2022;
(2) RETIREMENT OF EXECUTIVE DIRECTOR; AND
(3) APPOINTMENT OF EXECUTIVE DIRECTOR**

The Board is pleased to announce that all the proposed ordinary resolutions and special resolution as set out in the notice of the AGM were duly passed by the Shareholders by way of poll at the AGM.

With effect from the conclusion of the AGM, Mr. Liu Chunde retired as an executive Director.

The Board further announces that Mr. Liu Yong Sheng was appointed as an executive Director with effect from the conclusion of the AGM.

Reference is made to the circular (the “**Circular**”) and the notice for convening the annual general meeting of TL Natural Gas Holdings Limited (the “**Company**”) both dated 1 June 2022. Unless the context requires otherwise, terms used herein shall have the same meanings as defined in the Circular.

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 24 JUNE 2022

The Board is pleased to announce that at the annual general meeting of the Company held on Friday, 24 June 2022 (the “AGM”), all the proposed resolutions as set out in the notice of the AGM were duly passed by the Shareholders by way of poll. The poll results are as follows:

Ordinary Resolutions		Number of Shares Voted (%)	
		For	Against
1.	To receive the audited consolidated financial statements and the reports of the Directors and auditors for the year ended 31 December 2021.	85,955,000 (100.00%)	0 (0.00%)
2(a).	To re-elect Mr. Liu Yong Qiang as an executive Director.	85,955,000 (100.00%)	0 (0.00%)
2(b).	To re-elect Mr. Yeung Chun Yue David as an independent non-executive Director.	85,955,000 (100.00%)	0 (0.00%)
2(c).	To appoint Mr. Liu Yong Sheng as an executive Director.	85,955,000 (100.00%)	0 (0.00%)
2(d).	To authorise the Board to fix the respective Directors’ remuneration.	85,955,000 (100.00%)	0 (0.00%)
3.	To re-appoint CL Partners CPA Limited as auditors and to authorise the Board to fix their remuneration.	85,955,000 (100.00%)	0 (0.00%)
4.	To give a general mandate to the Directors to repurchase Shares of not exceeding 10% of the total number of issued Shares as at the date of passing of this resolution.	85,955,000 (100.00%)	0 (0.00%)
5.	To give a general mandate to the Directors to issue, allot and deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing of this resolution.	85,955,000 (100.00%)	0 (0.00%)
6.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the Shares repurchased by the Company.	85,955,000 (100.00%)	0 (0.00%)

Special Resolutions		Number of Shares Voted (%)	
		For	Against
7.	To approve the proposed amendments to the existing memorandum and articles of association of the Company and to adopt the second amended and restated memorandum and articles of association of the Company, in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company.	85,955,000 (100.00%)	0 (0.00%)

Notes:

- (a) As all votes were cast in favour of each of the resolutions numbered 1 to 7, all ordinary resolutions and the special resolution were duly passed.
- (b) As at the date of the AGM, the total number of shares of the Company in issue was 177,255,000 shares, being the total number of shares entitling the Shareholders to attend and vote on the resolutions at the AGM.
- (c) There were no shares entitling the Shareholders and abstain from voting in favour of any of the resolutions at the AGM as set out in Rule 17.47A of the GEM Listing Rules.
- (d) No Shareholder was required under the GEM Listing Rules to abstain from voting on the resolutions at the AGM.
- (e) None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.
- (f) The Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the purpose of vote-taking at the AGM.

(2) RETIREMENT OF EXECUTIVE DIRECTOR

As Mr. Liu Chunde has decided to retire and did not offer himself for re-election as an executive Director due to his other work commitments, Mr. Liu Chunde retired as an executive Director with effect from the conclusion of the AGM. Mr. Liu Chunde has confirmed that he has no disagreement with the Board and there are no matters that need to be brought to the attention of the Shareholders or the Stock Exchange in relation to his retirement. The Board would like to express its gratitude to Mr. Liu Chunde for his contribution to the Company during his tenure of service.

(3) APPOINTMENT OF EXECUTIVE DIRECTOR

The Board further announces that Mr. Liu Yong Sheng (“**Mr. Liu**”) was appointed as an executive Director with effect from the conclusion of the AGM.

Mr. Liu, aged 51, has over 25 years of working experience. He is the younger brother of Mr. Liu Yong Cheng and elder brother of Mr. Liu Yong Qiang. Mr. Liu Yong Sheng has been appointed as a deputy general manager of Tonglin Gas since January 2022. Prior to joining our Group, Mr. Liu worked in Guangzhou Tongde Village Committee* (廣州同德村委) from June 1993 to June 1996. He served as the general manager of Guangzhou Dexin Property Development Co., Ltd.* (廣州德心置業發展有限公司) from June 1996 to March 2019, the general manager of Guangzhou Helin Energy Investment Co., Ltd.* (廣州和林能源投資有限公司) from April 2019 to August 2020, the general manager of Weimin Medical Instrument (Guangzhou) Co., Ltd.* (為民醫療器械(廣州)有限公司) from September 2020 to December 2021. Mr. Liu Yong Sheng also served as the executive director and general manager of Guangzhou Zhisheng Property Management Co., Ltd.* (廣州致盛物業管理有限公司) (“**Guangzhou Zhisheng Property Management**”) since March 2021. Mr. Liu Yong Sheng completed an adult continuing education course at South China University of Technology (華南理工大學) studying computer and application in the PRC in October 1990.

Mr. Liu was the person in charge of the Baogang Branch (寶崗分公司) of Guangzhou Guangde Property Management Co., Ltd.* (廣州市廣德物業管理有限公司) (now known as Guangzhou Zhisheng Property Management), the business license of which has been revoked since 9 October 2003. As confirmed by Mr. Liu, the business license of such branch company was revoked as it has ceased business and has not conducted the annual inspection. Mr. Liu confirmed that he is not aware of any actual or potential claim that has been or will be made against him as a result of the revocation of business license and that such revocation of business license had not resulted in any liability or obligations being imposed against him.

Mr. Liu has entered into a letter of appointment with the Company for a term of three years effective from 24 June 2022, subject to retirement from office by rotation and re-election at the annual general meeting of the Company and vacation of office in accordance with the Articles of Association. Mr. Liu is entitled to receive remuneration for his positions as an executive Director and a deputy general manager of Tonglin Gas. The remuneration of Mr. Liu shall consist of two components, being basic salary of RMB600,000 per annum, and allowances and discretionary bonus to be determined at the end of each year with reference to his duties and responsibilities, the Group’s business performance and the prevailing market conditions and trends. The exact amount of his total remuneration will be disclosed in the Company’s annual reports published during his tenure.

* For identification purpose only

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

Save as disclosed above, Mr. Liu (i) does not hold other positions in the Group, (ii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the GEM Listing Rules) of the Company, and (iii) has not held any directorship in any public companies the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

Save for the information disclosed above, there is no information which is discloseable nor is Mr. Liu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters concerning Mr. Liu that need to be brought to the attention of the Shareholders.

Mr. Liu Yong Cheng, Mr. Liu Yong Qiang and Mr. Liu Yong Sheng attended the AGM in person while Mr. Liu Chunde, Ms. Luo Hongru, Ms. Zeng Li and Mr. Yeung Chun Yue David attended the AGM by electronic means.

By Order of the Board
TL Natural Gas Holdings Limited
Liu Yong Cheng
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 24 June 2022

As at the date of this announcement, the Board comprises Mr. LIU Yong Cheng, Mr. LIU Yong Qiang and Mr. LIU Yong Sheng as executive Directors; and Ms. LUO Hongru, Ms. ZENG Li and Mr. YEUNG Chun Yue David as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least seven days from the date of its posting. This announcement will also be published on the Company’s website at www.tl-cng.com.