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**Zhonghua Gas Holdings Limited**  
**(中華燃氣控股有限公司)**

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

**(Stock Code: 8246)**

**INSIDE INFORMATION**  
**SUPPLEMENTAL AGREEMENT TO**  
**THE SALE AND PURCHASE AGREEMENT**  
**IN RELATION TO POTENTIAL CHANGE OF**  
**THE LARGEST SUBSTANTIAL SHAREHOLDER**

This announcement is made by Zhonghua Gas Holdings Limited (the “**Company**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

Reference is made to the announcements of the Company dated 11 April 2023 (the “**Announcement**”) and 9 June 2023 (the “**Extension Announcement**”) and 31 August 2023 (the “**Second Extension Announcement**”) in relation to, among others, the entering into the SPA by (1) Ms. Lin, (2) Smart Lane, (3) Front Riches, (4) Uprise Global, and (5) Gainup, with the Purchaser, pursuant to which the Sellers agreed to sell, and the Purchaser agreed to purchase Shares carrying a total of approximately 28.38% of the voting rights of the total issued Shares, equivalent to an aggregate of 1,040,640,000 Shares as of the date of this announcement. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement, Extension Announcement and Second Extension Announcement. Upon completion of the Transaction, the Purchaser shall be interested in an aggregate of 1,040,640,000 Shares of the Company, representing 28.38% of the issued Shares as at the date of this announcement and becomes the largest substantial shareholder (as defined

under the GEM Listing Rules) of the Company. As a result, both Smart Lane and Uprise Global will cease to be substantial shareholders (as defined under the GEM Listing Rules) of the Company.

Pursuant to the terms and conditions of the SPA, this Transaction shall be completed on the 60<sup>th</sup> day from the date of the SPA (if such day is not a Business Day, then the next following Business Day shall be deemed the 60<sup>th</sup> day), or such other date to be mutually agreed by the Sellers and the Purchaser (the “**Completion Date**”). The Sellers and the Purchaser mutually agreed to extend the Completion Date to 31 August 2023, or such other date to be mutually agreed by the Sellers and the Purchaser in writing, as disclosed in the Extension Announcement, and to further extend the Completion Date to 30 November 2023, or such other date to be mutually agreed by the Sellers and the Purchaser, as disclosed in the Second Extension Announcement.

The Company was informed by the Sellers that the Sellers and the Purchaser entered into a supplemental agreement on 30 November 2023 to amend the terms in the SPA as follows:

- 1) The Completion Date shall be further extended to 28 March 2024, or such other date to be mutually agreed by the Sellers and the Purchaser in writing;
- 2) The Purchaser shall pay an aggregate non-refundable amount of HK\$34,965,504 (representing 20% of the total consideration of the Transaction) to the Sellers by 14 December 2023; and
- 3) The Purchaser shall pay HK\$139,862,016 (representing the remaining 80% of the total consideration of the Transaction) to the Sellers by the further extended Completion Date.

Save as disclosed above, all other material terms and conditions of the SPA shall remain unchanged and continue to be in full force and effect.

The Transaction may or may not be completed. The Company does not expect the Transaction to have any material impact on the business operations of the Company and its subsidiaries. Shareholders and other investors of the Company are advised to exercise caution when dealing in the securities of the Company.

An announcement will be made if and when the Company is notified by the parties of completion of the Transaction.

By order of the Board  
**Zhonghua Gas Holdings Limited**  
**Chan Wing Yuen, Hubert**  
*Chief Executive Officer and Executive Director*

Hong Kong, 30 November 2023

*As at the date of this announcement, the executive Directors are Mr. Hu Yishi, Mr. Chan Wing Yuen, Hubert, Ms. Lin Min, Mindy and Ms. Kwong Wai Man, Karina; and the independent non-executive Directors are Ms. Ma Lee, Mr. Lau Kwok Kee and Mr. Wang Weijie.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited 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](http://www.hkgem.com) and, in the case of this announcement, on the “Latest Listed Company Information” page for at least 7 days from the date of its posting. This announcement will also be published on the Company’s website at [www.8246hk.com](http://www.8246hk.com).*