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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

If you have sold or transferred all your shares in TL Natural Gas Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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## **TL Natural Gas Holdings Limited**

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

**(Stock code: 8536)**

### **PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES AND NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the Annual General Meeting of TL Natural Gas Holdings Limited to be held at Jingzhou Primary Station, Dong Fang Road, Economic Development Zone, Jingzhou City, Hubei Province, the PRC on Thursday, 20 June 2024 at 3:00 p.m. is set out on pages 14 to 17 of this circular. A form of proxy for use at the Annual General Meeting is sent to you with this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 3:00 p.m. on Tuesday, 18 June 2024) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

This circular together with the form of proxy will remain on the "Latest Listed Company Information" page on the website of the Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) for a minimum period of seven days from the date of its publication and on the Company's website at [www.tl-cng.com](http://www.tl-cng.com).

Reference to the time and dates in this circular are to Hong Kong time and dates.

16 May 2024

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## CHARACTERISTICS OF GEM

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### CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Jingzhou Primary Station, Dong Fang Road, Economic Development Zone, Jingzhou City, Hubei Province, the PRC on Thursday, 20 June 2024 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 14 to 17 of this circular, or any adjournment thereof
“Articles of Association”	the amended and restated articles of association of the Company currently in force
“Audit and Risk Management Committee”	the audit and risk management committee of the Company
“Board”	the board of Directors
“Company”	TL Natural Gas Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited as amended from time to time
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 14 to 17 of this circular

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## DEFINITIONS

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“Latest Practicable Date”	8 May 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	18 May 2018, being the date of listing of Shares on GEM
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China, but for the purposes of this circular only, excludes Hong Kong, Macau Special Administration Region and Taiwan
“Remuneration Committee”	the remuneration committee of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	ordinary share(s) of par value HK\$0.04 each in the issued share capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 14 to 17 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission of Hong Kong as amended from time to time
“%”	per cent

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LETTER FROM THE BOARD

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**TL Natural Gas Holdings Limited**

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

**(Stock code: 8536)**

*Executive Directors:*

Mr. Liu Yong Cheng  
*(Chairman and Chief Executive Officer)*  
Mr. Liu Yong Qiang  
Mr. Liu Yong Sheng

*Registered Office in the Cayman Islands:*

Osiris International Cayman Limited  
Suite #4-210, Governors Square  
23 Lime Tree Bay Avenue, PO Box 32311  
Grand Cayman KY1-1209, Cayman Islands

*Independent Non-executive Directors:*

Mr. Yeung Chun Yue David  
Ms. Luo Hongru  
Ms. Zeng Li

*Head Office and Principal Place of*

*Business in the PRC:*  
Jingzhou Primary Station  
Dong Fang Road  
Economic Development Zone  
Jingzhou City  
Hubei Province  
the PRC

*Principal Place of Business in*

*Hong Kong:*  
4/F, Wah Yuen Building  
149 Queen's Road Central  
Hong Kong

16 May 2024

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting.

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## LETTER FROM THE BOARD

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### 2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors were Mr. Liu Yong Cheng, Mr. Liu Yong Qiang and Mr. Liu Yong Sheng; and the independent non-executive Directors were Mr. Yeung Chun Yue David, Ms. Luo Hongru and Ms. Zeng Li.

Pursuant to Article 108 of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. Mr. Liu Yong Qiang and Ms. Zeng Li shall retire from office by rotation at the Annual General Meeting, and being eligible, will offer themselves for re-election.

The Nomination Committee held a meeting on 25 March 2024 to review the structure and composition of the Board, assess the independence of all independent non-executive Directors and consider the re-election of the retiring Directors, taking into account the qualifications, skills and experience, time commitment and contribution of the retiring Directors and with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy. Having considered the recommendation of the Nomination Committee, the Board recommends the re-election of the two retiring Directors, namely Mr. Liu Yong Qiang and Ms. Zeng Li. The Nomination Committee considers that Ms. Zeng Li is independent in accordance with the independence guidelines set out in Rule 5.09 of the GEM Listing Rules and will bring independent judgment and valuable advice, in particular from the financial and legal perspective, to the Board for its efficient and effective functioning and diversity.

Pursuant to Rule 17.46A of the GEM Listing Rules, the biographical details of the Directors proposed for re-election and new appointment at the Annual General Meeting are set out in Appendix I to this circular.

### 3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 16 June 2023, ordinary resolutions were passed by the Shareholders to grant to the Directors to repurchase Shares. Such mandate will, if granted, expire at 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 Articles of Association or any applicable laws and regulations of the Cayman Islands to be held, or (iii) the date on which the authority set out in the resolution is revoked or varied by the passing of an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on GEM of the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution

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## LETTER FROM THE BOARD

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contained in item 4 of the notice of the Annual General Meeting as set out on pages 14 to 17 of this circular (i.e. a total of 18,319,500 Shares on the basis that the number of Shares in issue remains 183,195,000 Shares from the Latest Practicable Date to the date of the Annual General Meeting). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

An explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

#### **4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

At the annual general meeting of the Company held on 16 June 2023, ordinary resolutions were passed by the Shareholders to grant a general mandate to the Directors to issue Shares. Such mandate will lapse at: (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 articles of association of the Company or any applicable laws to be held; and (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting, whichever is the earliest. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue and deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 14 to 17 of this circular (i.e. a total of 36,639,000 Shares on the basis that the number of Shares in issue remains 183,195,000 from the Latest Practicable Date to the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

#### **5. ANNUAL GENERAL MEETING, PROXY AND CORPORATE REPRESENTATIVE ARRANGEMENT AND CLOSURE OF REGISTER OF MEMBERS**

The notice of the Annual General Meeting is set out on pages 14 to 17 of this circular.

Pursuant to the GEM Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the GEM Listing Rules.



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## LETTER FROM THE BOARD

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A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of GEM ([www.hkgem.com](http://www.hkgem.com)) and the Company ([www.tl-cng.com](http://www.tl-cng.com)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at the Company's branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 3:00 p.m. on Tuesday, 18 June 2024) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

In the case of an appointment of corporate representative by a corporate shareholder (other than a Shareholder which is a Clearing House (as defined in the Articles of Association) (or its nominee)), a copy of the resolution of its directors or other governing body of the Shareholder authorising the appointment of the corporate representative or a form of notice of appointment of corporate representative issued by the Company for such purpose or a copy of the relevant power of attorney, together with an up-to-date copy of the Shareholder's constitutive documents and a list of directors or members of the governing body of the Shareholder as at the date of such resolution, or, as the case may be, power of attorney, certified by a director, secretary or a member of the governing body of that Shareholder and notarised, must be deposited at the Company's branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 3:00 p.m. on Tuesday, 18 June 2024) or the adjourned meeting (as the case may be).

For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 17 June 2024 to Thursday, 20 June 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 14 June 2024.

### **6. RECOMMENDATION**

The Directors consider that the proposed re-election of retiring Directors, the granting of the Share Repurchase Mandate and the Issuance Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### 7. RESPONSIBILITY STATEMENT

This circular, 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 relating to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular 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 circular misleading.

Yours faithfully,

For and on behalf of the Board

**TL Natural Gas Holdings Limited**

**Liu Yong Cheng**

*Chairman, Chief Executive Officer and Executive Director*

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## APPENDIX I                      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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The following are details of the Directors who will retire and being eligible, offer themselves for re-election and the Director proposed to be appointed at the Annual General Meeting.

### (1)    **Liu Yong Qiang, Executive Director**

**Mr. Liu Yong Qiang (劉永強)**, aged 50, is our executive Director and deputy general manager. Mr. Liu Yong Qiang is the younger brother of Mr. Liu Yong Cheng and Mr. Liu Yong Sheng. He was appointed as our Director and redesignated as an executive Director on 24 March 2017 and 28 June 2017, respectively. He is primarily responsible for formulating corporate strategy, planning, business development and supervising the overall operations of our Group. Mr. Liu has about 16 years of experience in the natural gas industry. Mr. Liu joined our Group on 30 August 2007 as a manager of Hubei Tonglin Natural Gas Service Company Limited\* (湖北桐林石油天然氣服務有限公司) (“Tonglin Gas”) and was responsible for the overall management of the company’s strategic development. Mr. Liu served as a director and a deputy general manager of Tonglin Gas since November 2010 and March 2015, respectively. Mr. Liu is also a director of our subsidiaries, Hongkong Hesheng International Industrial Limited and Zhuoyuan Enterprise Limited.

Prior to joining our Group, Mr. Liu was a PRC military officer in Guangxi from December 1991 to December 1994. He was an employee of Guangzhou Tongde Paper Mill\* (廣州同德造紙廠) from January 1995 to August 1995. He was also an officer of Guangzhou Tongde Sub-district Office\* (廣州市同德街道辦事處) from September 1995 to August 1996. He served as a deputy general manager of Guangzhou Dexin Property Development Co., Ltd.\* (廣州德心置業發展有限公司) from September 1996 to June 2007. Mr. Liu graduated from Guangzhou Baiyun Xizhou Middle School\* (廣州白雲區西洲中學) (originally known as Shijing No. 2 Middle School\* (石井第二中學)) in the PRC in July 1990.

Mr. Liu entered into a service agreement with the Company for an initial term of three years commencing from the Listing Date, which shall continue thereafter until terminated in accordance with the terms of the service agreement. Mr. Liu is subject to retirement by rotation and re-election at the annual general meeting at least once every three years pursuant to the Articles of Association.

Pursuant to the service agreement, Mr. Liu receives no fee for his acting as an executive Director. He is entitled to a remuneration package of RMB221,000 per annum under his employment contract with the Company.

As at the Latest Practicable Date, Mr. Liu (i) held the share options granted by the Company to subscribe for 1,655,900 Shares within the meaning of Part XV of the SFO; and (ii) had or was deemed to have interest in 76,125,000 Shares, comprising 56,732,500 Shares held by Hongsheng Enterprise Limited (“Hongsheng”), which is wholly owned by him and 19,392,500 Shares held by Yongsheng Enterprise Limited (“Yongsheng”), which is wholly owned by Mr. Liu Yong Cheng, pursuant to Part XV of the SFO.

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## APPENDIX I                      DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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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.

### (2)    **Zeng Li, Independent Non-executive Director**

**Ms. Zeng Li (曾麗)**, aged 45, was appointed as an independent non-executive Director on 30 April 2021 and is a member of our Audit and Risk Management Committee and Nomination Committee.

Ms. Zeng has over 12 years of experience in finance and business management. From January 2010 to April 2011, she worked as an account manager at Nancheng sub-branch of Industrial Bank in the PRC. From April 2012 to November 2019, she worked as a finance manager at Fzg360 Network Co., Ltd.\* (西藏房掌櫃網絡股份有限公司) (“Fzg360”), a company which is listed on the National Equities Exchange and Quotations (全國中小企業股份轉讓系統) with stock code 836918. She also served as a supervisor of Fzg360 from August 2015 to June 2018. Since December 2019, she has worked as a director assistant at Dongguan Hefu Petrochemical Co., Ltd.\* (東莞市和富石油化工有限公司). Ms. Zeng has been the legal representative of Fenggang branch of Dongguan Ganlin Accounting Co., Ltd.\* (東莞市甘霖會計有限公司鳳崗分公司) since August 2006 and Dongguan Xie Gang Xincheng Accounting Consulting Service Department\* (東莞市謝崗鑫成會計諮詢服務部) since November 2011. Ms. Zeng graduated from Southwestern University of Finance and Economics (西南財經大學) with a major in finance in January 2008.

Ms. Zeng entered into a letter of appointment with the Company for a fixed term of three years effective from 30 April 2021 which may be terminated by either party giving not less than three months’ written notice. Ms. Zeng is subject to retirement by rotation and re-election at the annual general meeting at least once every three years pursuant to the Articles of Association.

Pursuant to the letter of appointment, Ms. Zeng is entitled to a director’s fee of RMB60,000 per annum (inclusive of the role as a member of the Audit and Risk Management Committee, the Remuneration Committee and the Nomination Committee of the Company).

\* For identification purpose only

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**APPENDIX I                      DETAILS OF THE DIRECTORS PROPOSED TO BE  
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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As at the Latest Practicable Date, Ms. Zeng 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. Ms. Zeng meets the independence guidelines as set out in Rule 5.09 of the GEM Listing Rules.

Save as disclosed above, Ms. Zeng (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 Ms. Zeng 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 Ms. Zeng that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the GEM Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 183,195,000 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that the number of Shares in issue remains unchanged on the date of the Annual General Meeting, i.e. being 183,195,000 Shares, the Directors would be authorised under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 18,319,500 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

### **2. REASONS FOR SHARE REPURCHASE**

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole.

Repurchase of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

### **3. FUNDING OF SHARE REPURCHASE**

The Company may only apply funds legally available for share repurchase in accordance with its Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

### **4. IMPACT OF SHARE REPURCHASE**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2023) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which Shares have traded on GEM during each of the previous 12 months prior to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
May 2023	0.123	0.112
June 2023	0.215	0.116
July 2023	0.246	0.186
August 2023	0.229	0.170
September 2023	0.630	0.132
October 2023	0.670	0.275
November 2023	1.100	0.500
December 2023	1.040	0.730
January 2024	0.860	0.690
February 2024	0.780	0.600
March 2024	0.680	0.365
April 2024	0.790	0.360
May 2024 ( <i>up to the Latest Practicable Date</i> )	0.750	0.580

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the GEM Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the GEM Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

**7. TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Liu Yong Cheng, Mr. Liu Yong Qiang, Hongsheng and Yongsheng, being the controlling shareholders of the Company (as defined in the GEM Listing Rules), were interested in a total of 76,125,000 Shares held by their respective controlled corporations, representing 41.55% of the total issued share capital of the Company. In the event that the Directors exercise in full to repurchase Shares under the Share Repurchase Mandate, the aggregate shareholding of Mr. Liu Yong Cheng, Mr. Liu Yong Qiang, Hongsheng and Yongsheng would be increased to approximately 46.17% of the issued share capital of the Company, and Mr. Liu Yong Cheng, Mr. Liu Yong Qiang, Hongsheng and Yongsheng would be required under Rule 26 of the Takeovers Code to make a mandatory offer.

The GEM Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25 per cent (or such minimum percentage as approved by the Stock Exchange) of the issued Shares would be in public hands. The Directors do not propose to exercise Share Repurchase Mandate which would result in less than prescribed minimum percentage of Shares in public hands. The Directors will use their best endeavours to ensure that the Share Repurchase Mandate will not be exercised to such extent that the number of Shares held by the public will fall below the relevant minimum percentage as determined by the Stock Exchange.

**8. SHARE REPURCHASE MADE BY THE COMPANY**

During the six months prior to the Latest Practicable Date, the Company has not repurchased any of the Shares (whether on the GEM or otherwise).



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## NOTICE OF ANNUAL GENERAL MEETING

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# TL Natural Gas Holdings Limited

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

**(Stock code: 8536)**

## NOTICE OF ANNUAL GENERAL MEETING

**Notice** is hereby given that the annual general meeting of TL Natural Gas Holdings Limited (the “Company”) will be held at Jingzhou Primary Station, Dong Fang Road, Economic Development Zone, Jingzhou City, Hubei Province, the PRC on Thursday, 20 June 2024 at 3:00 p.m. (and at any adjournment thereof) for the following purposes:

### ORDINARY RESOLUTIONS

As an ordinary resolution, to consider and, if thought fit, pass with or without amendments, the following resolutions:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2023.
2.
  - (a) To re-elect Mr. Liu Yong Qiang as an executive director of the Company;
  - (b) To re-elect Ms. Zeng Li as an independent non-executive director of the Company; and
  - (c) To authorise the board of directors of the Company to fix the respective directors’ remuneration.
3. To re-appoint CL Partners CPA Limited as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(c) for the purposes of this resolution:

“Relevant Period” means the period from 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 articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors 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 which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(c) for the purposes of this resolution:

“Relevant Period” means the period from 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 articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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).”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By Order of the Board

**Liu Yong Cheng**

*Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 16 May 2024

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the Chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). The results of the poll will be published on the websites of GEM and the Company in accordance with the GEM Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy, or if he is the holder of two or more shares, more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 3:00 p.m. on Tuesday, 18 June 2024) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of an appointment of corporate representative by a corporate shareholder (other than a shareholder which is a Clearing House (as defined in the Company's articles of association) (or its nominee)), a copy of the resolution of its directors or other governing body of the shareholder authorising the appointment of the corporate representative or a form of notice of appointment of corporate representative issued by the Company for such purpose or a copy of the relevant power of attorney, together with an up-to-date copy of the shareholder's constitutive documents and a list of directors or members of the governing body of the shareholder as at the date of such resolution, or, as the case may be, power of attorney, certified by a director, secretary or a member of the governing body of that shareholder and notarised, must be deposited at the Company's branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 3:00 p.m. on Tuesday, 18 June 2024) or the adjourned meeting (as the case may be).
5. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 17 June 2024 to Thursday, 20 June 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the annual general meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 14 June 2024.
6. If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted at 10:00 a.m. on Thursday, 20 June 2024, the above meeting will not be held on Thursday, 20 June 2024 but will be held on the second Business Day immediately after that date at the same time and place or as otherwise determined by the board of directors of the Company. "Business Day", in this context, shall mean a day (excluding Saturday) on which banks are open for general banking business in Hong Kong. Shareholders may contact Customer Service Hotline of Tricor Investor Services Limited at (852) 29801333 from 9:00 a.m. to 5:00 p.m., Monday to Friday (excluding public holidays) for any enquiry regarding the aforesaid arrangement.
7. References to time and dates in this notice are to Hong Kong time and dates.