

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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

**SETTLEMENT AGREEMENT AND DEEDS OF GUARANTEES
IN RELATION TO THE CONVERTIBLE BONDS ISSUED**

This announcement is made by Zhonghua Gas Holdings Limited (the “**Company**”) pursuant to Rules 17.10 and 17.21 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 announcement (the “**Announcement**”) of the Company dated 17 November 2023 in relation to the issue of the convertible bonds (the “**Convertible Bonds**”) in the aggregate principal amount of HK\$97,800,000 maturing on 16 November 2023 (the “**Maturity Date**”). Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.

The Company is pleased to announce that on 20 May 2024, the Company and the bondholder of the Convertible Bonds (the “**CB Holder**”) has entered into a settlement agreement (the “**Settlement Agreement**”) to vary the repayment terms of the Convertible Bonds and to settle such repayment in stages. Pursuant to the Settlement Agreement, the Convertible Bonds shall be repaid (i) in nine instalments with principal repayment of approximately RMB4.55 million (equivalent to HK\$5.0 million) per instalment (collectively, the “**Monthly Repayment instalments**”), payable over the period from December 2023 to September 2024; and (ii) the final principal repayment of approximately RMB48.08 million (equivalent to HK\$52.8 million) together with all applicable interest (collectively, the “**Final Repayment**”) payable by December 2024.

Pursuant to the terms of the Settlement Agreement, the Company shall, as soon as practicable, procure its indirect wholly-owned subsidiary, Shanghai Ying Kai Investment Management Limited (上海盈愷投資管理有限公司), as the chargor to enter into and attend to the applicable registration(s) of a charge over the land-use rights of the properties situate in the People’s Republic of China (the “**PRC**”) known as (a) Room 609, No. 1701 Beijing West Road, Shanghai, the PRC (北京西路1701號609室); and (b) Room 1604, No. 1701 Beijing West Road, Shanghai, the PRC (北京西路1701號1604室).

Further, on 20 May 2024 and pursuant to the terms of the Settlement Agreement, Mr. Hu Yishi (the executive director and substantial shareholder of the Company) and Mr. Song Zhi Cheng (a substantial shareholder of the Company) has each entered into a deed of personal guarantee in favour of the CB Holder (collectively, the “**Guarantees**”). Pursuant to the Guarantees, each of Mr. Hu Yishi and Mr. Song Zhi Cheng has agreed to provide personal guarantee for an amount of not exceeding HK\$25,000,000 for the purpose of guaranteeing the indebtedness, obligations and liabilities of the Company to the CB Holder under the Settlement Agreement.

As at the date of this announcement, the Company has repaid the first four Monthly Repayment Instalments in accordance with the terms of the Settlement Agreement. The Company will continue to monitor its financial position and will update its shareholders and other investors of any material development as and when appropriate.

Shareholders of the Company and potential investors are advised to exercise caution in dealing in the securities of the Company. Further announcement(s) will be made by the Company as and when appropriate to update the shareholders and potential investors of the Company regarding the amendments.

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

Hong Kong, 20 May 2024

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 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.