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.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

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)

CONNECTED TRANSACTION IN RELATION TO LOAN CAPITALISATION THROUGH SUBSCRIPTION OF NEW SHARES BY A SUBSTANTIAL SHAREHOLDER UNDER SPECIFIC MANDATE

CONNECTED TRANSACTION IN RELATION TO LOAN CAPITALISATION THROUGH SUBSCRIPTION OF NEW SHARES BY A SUBSTANTIAL SHAREHOLDER UNDER SPECIFIC MANDATE

The Board is pleased to announce that on 20 October 2025 (after trading hours), the Company (as issuer) and Mr. Hu (as subscriber) entered into the Loan Capitalisation Agreement, pursuant to which the parties conditionally agreed that Mr. Hu shall subscribe for, and the Company shall allot and issue, 140,000,000 Capitalisation Shares at the Capitalisation Price of HK$0.098 per Capitalisation Share. The aggregate subscription price for all Capitalisation Shares payable by Mr. Hu shall be satisfied by capitalising and setting off against the Partial Loan upon completion of the Loan Capitalisation.

The 140,000,000 Capitalisation Shares represents (i) approximately 3.05% of the total number of issued Shares as at the date of this announcement; and (ii) approximately 2.96% of the total number of issued Shares as enlarged by the allotment and issue of the Capitalisation Shares, assuming that there will be no change in the total number of issued Shares from the date of this announcement until completion of the Loan Capitalisation Agreement.

Completion of the Loan Capitalisation Agreement is conditional upon, among other things, the Listing Committee of the Stock Exchange having granted approval for the listing of, and permission to deal in, the Capitalisation Shares.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Mr. Hu is the chairman of the Board and an executive Director who beneficially owns 233,664,000 Shares and holding 547,184,000 Shares via his controlled corporations Smart Lane and Front Riches, representing in aggregate approximately 16.98% of the issued share capital of the Company. Therefore, Mr. Hu is a substantial Shareholder (as defined under the GEM Listing Rules) and a connected person of the Company. Accordingly, the Loan Capitalisation Agreement and the transactions contemplated thereunder constitutes a connected transaction of the Company and is subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

The Capitalisation Shares to be allotted and issued to Mr. Hu will be allotted and issued under the Specific Mandate to be obtained at the EGM. Mr. Hu and his associates shall abstain from voting in respect of the resolution approving the Loan Capitalisation Agreement and the transactions contemplated thereunder at the EGM.

(i) Mr. Hu, being the chairman of the Board and an executive Director; and (ii) Ms. Lin, being the spouse of Mr. Hu and an executive Director, have abstained from voting on the Board resolution approving the Loan Capitalisation Agreement and the transactions contemplated thereunder. Save as disclosed above, no other Director has a material interest in the Loan Capitalisation Agreement and the transactions contemplated thereunder and is required to abstain from voting on the Board resolutions in relation to the aforesaid matters.

Further, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, other than Mr. Hu, Ms. Lin, Smart Lane, Front Riches, Uprise Global Investments Limited and Gainup Limited, no other Shareholder has any material interest in the Loan Capitalisation Agreement and the transactions contemplated thereunder and will be required to abstain from voting at the EGM in respect of the resolution approving the aforesaid matters (including the grant of the Specific Mandate).

ESTABLISHMENT OF INDEPENDENT BOARD COMMITTEE AND APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee comprising all the independent non-executive Directors has been established to give a recommendation to the Independent Shareholders as to whether the terms of the Loan Capitalisation Agreement are on normal commercial terms or better and fair and reasonable, whether the Loan Capitalisation is in the interests of the Company and its Shareholders as a whole and as to how to vote at the EGM. The Company will appoint an Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

EGM

The EGM will be convened and held for the purpose of considering and, if thought fit, approving the Loan Capitalisation Agreement and the transactions contemplated thereunder and the grant of the Specific Mandate for the allotment and issue of the Capitalisation Shares.

A circular containing, among other things, (i) further details of the Loan Capitalisation Agreement and the transactions contemplated thereunder; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Loan Capitalisation Agreement and the transactions contemplated thereunder; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Loan Capitalisation Agreement and the transactions contemplated thereunder; (iv) a notice convening the EGM; and (v) other information as required under the GEM Listing Rules, is expected to be despatched to the Shareholders on or before 19 November 2025 in compliance with the GEM Listing Rules.

APPLICATION FOR LISTING OF THE CAPITALISATION SHARES

Application(s) will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Capitalisation Shares.

Completion of the Loan Capitalisation is subject to the satisfaction of the conditions precedent in the Loan Capitalisation Agreement, and that the Loan Capitalisation may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

CONNECTED TRANSACTION IN RELATION TO THE LOAN CAPITALISATION THROUGH SUBSCRIPTION OF NEW SHARES BY A SUBSTANTIAL SHAREHOLDER UNDER SPECIFIC MANDATE

The Board is pleased to announce that on 20 October 2025 (after trading hours), the Company (as issuer) and Mr. Hu (as subscriber) entered into the Loan Capitalisation Agreement, pursuant to which the parties conditionally agreed that Mr. Hu shall subscribe for, and the Company shall allot and issue, 140,000,000 Capitalisation Shares at the Capitalisation Price of HK$0.098 per Capitalisation Share. The aggregate subscription price for all Capitalisation Shares payable by Mr. Hu shall be satisfied by capitalising and setting off against the Partial Loan upon Completion.

The Loan represents the outstanding principal amount of the loan provided by Mr. Hu to the Group since 8 February 2024 for the purpose of financing its general working capital. As at the date of this announcement, the Loan amounted to HK$36,861,640. The Loan is unsecured and interest-free. Mr. Hu had agreed not to demand for repayment until the Group has sufficient cash resources to settle it.

Immediately upon completion of the Loan Capitalisation Agreement, the Partial Loan with principal amount HK$13,720,000 would be set off against the aggregate subscription price for the Capitalisation Shares. The remaining balance of the Loan (representing HK$23,141,640) shall remain to be due and payable by the Company to Mr. Hu.

THE LOAN CAPITALISATION AGREEMENT

The principal terms of the Loan Capitalisation Agreement are as follows:

Date: 20 October 2025 (after trading hours)

Parties: (1) the Company (as the issuer); and

(2) Mr. Hu (as the subscriber).

Number of Capitalisation Shares

The Company has conditionally agreed to allot and issue, and Mr. Hu has conditionally agreed to subscribe for, 140,000,000 Capitalisation Shares at the Capitalisation Price of HK$0.098 per Capitalisation Share. The aggregate subscription price for all Capitalisation Shares payable by Mr. Hu under the Loan Capitalisation Agreement shall be satisfied by capitalising and setting off against the Partial Loan upon Completion.

The 140,000,000 Capitalisation Shares represents (i) approximately 3.05% of the total number of issued Shares as at the date of this announcement; and (ii) approximately 2.96% of the total number of issued Shares as enlarged by the allotment and issue of the Capitalisation Shares, assuming that there will be no changes in the total number of issued Shares from the date of this announcement until completion of the Loan Capitalisation Agreement.

The aggregate nominal value of the Capitalisation Shares (with a par value of HK$0.00125 each) shall be HK$175,000.

The Capitalisation Shares to be allotted and issued to Mr. Hu will be allotted and issued under the Specific Mandate to be obtained at the EGM.

Capitalisation Price

The Capitalisation Price of HK$0.098 per Capitalisation Share represents the higher of:

(i) the closing price of HK$0.09 per Share as quoted on the Stock Exchange on 20 October 2025, being the date of the Loan Capitalisation Agreement; and

(ii) the average closing price per Share of HK$0.098 as quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the date of the Loan Capitalisation Agreement.

The Capitalisation Price was arrived at on an arm's length basis between the Company and Mr. Hu after taking into account the recent trading performance of the Shares, the recent market conditions, the current financial position and the business prospects of the Group. The Directors (other than (i) the independent non-executive Directors whose view will be provided after taking into account the advice of the Independent Financial Adviser to be appointed by the Company; and (ii) Mr. Hu and Ms. Lin who have material interest in the Loan Capitalisation Agreement and the transactions contemplated thereunder) consider that the Capitalisation Price and the terms of the Loan Capitalisation Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

The amount of the total Capitalisation Price shall be satisfied by way of capitalising and setting off against the Partial Loan. In addition, the Group will use its internal resources to settle the professional fees and all related expenses which may be borne by the Company in connection with the Loan Capitalisation.

Conditions of the Loan Capitalisation

Completion of the Loan Capitalisation Agreement is conditional upon the fulfilment of the following conditions:

(i) the Board (other than Mr. Hu and Ms. Lin who shall abstain from voting due to their interest in the Loan Capitalisation Agreement and the transactions contemplated thereunder) having passed and approved the Loan Capitalisation Agreement and the transactions contemplated thereunder (including but not limited to the grant of the Specific Mandate for the allotment and issuance of the Capitalisation Shares);

(ii) the Independent Shareholders having approved and passed at the EGM the necessary resolutions to approve the Loan Capitalisation Agreement and the transaction contemplated thereunder (including but not limited to the grant of the Specific Mandate for the allotment and issuance of the Capitalisation Shares);

(iii) the Listing Committee of the Stock Exchange having granted the approval for the listing of, and permission to deal in, the Capitalisation Shares and such approval and permission having not subsequently been revoked or withdrawn prior to the commencement of dealings in the Capitalisation Shares on the Stock Exchange;

(iv) the representations and warrants given by the parties under the Loan Capitalisation Agreement being true and accurate and not misleading when made and remaining true and accurate and not misleading until the date of completion; and

(v) all other necessary prior consents and pre-approvals (if any) required to be obtained on the part of the Company in respect of Loan Capitalisation Agreement and the transactions contemplated thereunder (including but not limited to the grant of the Specific Mandate for the allotment and issuance of the Capitalisation Shares) having been obtained.

Save for condition (iv) above which can be waived by Mr. Hu by notice in writing to the Company, none of the above conditions may be waived by the Company or Mr. Hu. If the conditions set out above are not fulfilled on or before the Long Stop Date, the Loan Capitalisation Agreement shall terminate and neither of the parties shall have any claim against the other for costs, damages, compensation or otherwise save for any antecedent breach of such Loan Capitalisation Agreement.

Completion

Completion of the Loan Capitalisation shall take place within seventh (7th) Business Days after satisfaction of the conditions precedent to the Loan Capitalisation Agreement (or such later date as may be agreed between the Company and Mr. Hu in writing).

Ranking of the Capitalisation Shares

The Capitalisation Shares when allotted and issued, shall rank *pari passu* in all respects among themselves free from all liens, charges, guarantee, adverse interests and adverse claims, and with the Shares in issue on the date of allotment and issue of the Capitalisation Shares including all dividends declared or payable or distribution made or proposed on or after the date of completion of the Loan Capitalisation.

The Capitalisation Shares will be allotted and issued pursuant to the Specific Mandate proposed to be sought from the Independent Shareholders at the EGM.

ESTABLISHMENT OF INDEPENDENT BOARD COMMITTEE AND APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee comprising all the independent non-executive Directors has been established to give a recommendation to the Independent Shareholders as to whether the terms of the Loan Capitalisation Agreement are on normal commercial terms or better and fair and reasonable, whether the Loan Capitalisation is in the interests of the Company and its Shareholders as a whole and as to how to vote at the EGM. The Company will appoint an Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

EGM

The EGM will be convened and held for the purpose of considering and, if thought fit, approving the Loan Capitalisation Agreement and the transactions contemplated thereunder and the grant of the Specific Mandate for the allotment and issue of the Capitalisation Shares.

A circular containing, among other things, (i) further details of the Loan Capitalisation Agreement and the transactions contemplated thereunder; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Loan Capitalisation Agreement and the transactions contemplated thereunder; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Loan Capitalisation Agreement and the transactions contemplated thereunder; (iv) a notice convening the EGM; and (v) other information as required under the GEM Listing Rules, is expected to be despatched to the Shareholders on or before 19 November 2025 in compliance with the GEM Listing Rules.

INFORMATION OF THE COMPANY AND THE GROUP

The principal activities of the Company (together with its subsidiaries) are provision of diverse integrated energy services including technological development, construction related and consultancy services in relation to heat supply and coal-to-natural gas conversion, supply of LNG, coupled with sales of LNG and leasing of investment properties.

REASON FOR AND BENEFITS OF THE LOAN CAPITALISATION

Taking into account the Group's current financial position, the Group is not in a position to repay the amount due to Mr. Hu without tightening the existing financial resources. The Loan Capitalisation enables the Group to settle part of its existing liabilities without utilising the existing financial resources and can avoid cash outflows.

The Directors have considered other alternative means for raising funds to settle the Partial Loan, such as bank borrowings, share placement or rights issue. However, having taken into account that:

(i) debt financing and bank borrowing will inevitably increase the gearing ratio of the Group and lenders generally require pledge of assets from the borrower;

(ii) the Loan Capitalisation will reduce the indebtedness of the Group;

(iii) other equity financing such as placing of new shares and rights issue usually require attractive discount to the prevailing market price of the Shares and is relatively more time consuming and less cost effective as compared to the Loan Capitalisation;

(iv) the Capitalisation Price represents the higher of the closing price of HK$0.09 per Share as quoted on the Stock Exchange on 20 October 2025, being the date of the Loan Capitalisation Agreement and the average closing price per Share of HK$0.098 as quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the date of the Loan Capitalisation Agreement; and

(v) the Loan Capitalisation demonstrates the support and solid confidence given by Mr. Hu to the Group,

the Directors consider that the Loan Capitalisation is a more desirable solution for the Group to settle the Partial Loan

Although the allotment and issue of the Capitalisation Shares will have a dilution effect to the existing Independent Shareholders, having considered (i) the Capitalisation Shares, when allotted and issued, will be recognised entirely as equity of the Company which in turn will reduce the gearing ratio, enlarge the capital base and enhance the net asset position and the financial position of the Group; (ii) the capitalisation of the Loan can alleviate the repayment pressure of the Group and is beneficial to the business development of the Group; and (iii) the Capitalisation Price represents the higher of the closing price of HK$0.09 per Share as quoted on the Stock Exchange on 20 October 2025, being the date of the Loan Capitalisation Agreement and the average closing price per Share of HK$0.098 as quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the date of the Loan Capitalisation Agreement, the Directors are of the view that the dilution effect arising from the allotment and issue of the Capitalisation Shares is justifiable in this regard.

In view of the above, the Directors (other than (i) the independent non-executive Directors whose view will be provided after taking into account the advice from the Independent Financial Adviser to be appointed by the Company; and (ii) Mr. Hu and Ms. Lin who have material interest in the Loan Capitalisation Agreement and the transactions contemplated thereunder) consider that the terms of the Loan Capitalisation

Agreement are fair and reasonable based on the current market conditions and are on normal commercial terms, accordingly, the Loan Capitalisation is in the interest of the Company and the Shareholders as a whole.

EFFECT OF THE LOAN CAPITALISATION AND THE SUBSCRIPTION ON SHAREHOLDING STRUCTURE

Set out below is the shareholding structure of the Company (a) as at the date of this announcement; and (b) immediately upon completion of the Loan Capitalisation and the allotment and issue of the Capitalisation Shares (assuming that there are no other changes to the issued share capital of the Company from the date of this announcement until completion of the Loan Capitalisation):

Name of Shareholders	**(a) As at the date of this announcement**		**(b) Immediately upon completion of the Loan Capitalisation assuming no other changes to the issued share capital of the Company from the date of this announcement until completion of the Loan Capitalisation**	
	No. of shares	*Approximate%*	*No. of shares*	*Approximate%*
Mr. Hu *(note i)*	233,664,000	5.08	373,664,000	7.89
Smart Lane *(note i)*	448,000,000	9.74	448,000,000	9.46
Front Riches *(note i)*	99,184,000	2.16	99,184,000	2.09
Sub-total	780,848,000	16.98	920,848,000	19.44
Ms. Lin *(note ii)*	26,064,000	0.57	26,064,000	0.55
Uprise Global Investments Limited *(note ii)*	448,000,000	9.74	448,000,000	9.45
Gainup Limited *(note ii)*	23,056,000	0.50	23,056,000	0.49
Sub-total	497,120,000	10.81	497,120,000	10.49
Mr. Chan Wing Yuen, Hubert	26,064,000	0.57	26,064,000	0.55
Ms. Kwong Wai Man, Karina	26,064,000	0.57	26,064,000	0.55
Ms. Ma Lee	2,240,000	0.05	2,240,000	0.05
Depot Up Limited *(note iii)*	640,000,000	13.92	640,000,000	13.51
Public Shareholders				
Other Public Shareholders	2,625,288,000	57.1	2,625,288,000	55.41
Total	**4,597,624,000**	**100.00**	**4,737,624,000**	**100**

Notes:

(i) Mr. Hu is deemed to be interested in 448,000,000 Shares held by Smart Lane, and in 99,184,000 Shares held by Front Riches, as both companies are 100% controlled by Mr. Hu. Mr. Hu is also beneficially interested in 233,664,000 Shares held by himself personally. Mr. Hu is also deemed to be interested in 497,120,000 Shares which his spouse, Ms. Lin is interested in by virtue of the SFO.

(ii) Ms. Lin is deemed to be interested in 448,000,000 Shares held by Uprise Global Investments Limited, and in 23,056,000 Shares held by Gainup Limited, as both companies are 100% controlled by Ms. Lin. Ms. Lin is also beneficially interested in 26,064,000 Shares held by herself personally. Ms. Lin is also deemed to be interested in 780,848,000 Shares which her spouse, Mr. Hu is interested in by virtue of the SFO.

(iii) Depot Up Limited is an investment holding company where the entire issued share capital of which is held by Mr. Song Zhi Cheng.

EQUITY FUND RAISING ACTIVITIES BY THE COMPANY IN THE PAST TWELVE MONTHS

Saved as disclosed below, the Company has not conducted any equity fund-raising activities in the 12 months immediately preceding the date of this announcement.

Date of announcement	Fund raising activity	Net proceeds raised (approximately)	Proposed/ actual use of the net proceeds	Net proceeds utilised as at the date of this announcement
16 April 2025	Issue of 230,000,000 new Shares by way of debt capitalisation	No cash proceeds received by the Company	To set off part of the loan due from the Company to Mr. Hu	The loan due from the Company to Mr. Hu was reduced by the aggregate subscription price of the Shares allotted and issued to Mr. Hu
3 October 2025	Subscription of an aggregate of 334,000,000 new Shares under general mandate	HK$24,750,000	(a) approx. 60% for payment of staff costs; (b) approx. 10% for payment of office rental; (c) approx. 15% for payment of legal and professional fees; and (d) approx. 15% for payment of other general expenses.	HK$0 (Completion of subscription took place on 17 October 2025)

LISTING RULES IMPLICATIONS

As at the date of this announcement, Mr. Hu is the chairman of the Board and an executive Director who beneficially owns 233,664,000 Shares and holding 547,184,000 Shares via his controlled corporations Smart Lane and Front Riches, representing in aggregate approximately 16.98% of the issued share capital of the Company. Therefore, Mr. Hu is a substantial Shareholder (as defined under the GEM Listing Rules) and a connected person of the Company. Accordingly, the Loan Capitalisation Agreement and the transactions contemplated thereunder constitutes a connected transaction of the Company and is subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

The Capitalisation Shares to be allotted and issued to Mr. Hu will be allotted and issued under the Specific Mandate to be obtained at the EGM. Mr. Hu and his associates shall abstain from voting in respect of the resolution approving the Loan Capitalisation Agreement and the transactions contemplated thereunder at the EGM.

(i) Mr. Hu, being the chairman of the Board and an executive Director; and (ii) Ms. Lin, being the spouse of Mr. Hu and an executive Director, have abstained from voting on the Board resolution approving the Loan Capitalisation Agreement and the transactions contemplated thereunder. Save as disclosed above, (i) no other Director has a material interest in the Loan Capitalisation Agreement and the transactions contemplated thereunder and is required to abstain from voting on the Board resolutions in relation to the aforesaid matters.

Further, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, other than Mr. Hu, Ms. Lin, Smart Lane, Front Riches, Uprise Global Investments Limited and Gainup Limited, no other Shareholder has any material interest in the Loan Capitalisation Agreement and the transactions contemplated thereunder and will be required to abstain from voting at the EGM in respect of the resolution approving the aforesaid matters (including the grant of the Specific Mandate).

APPLICATION FOR LISTING OF THE CAPITALISATION SHARES

Application will be made by the Company to the GEM Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares and the Capitalisation Shares.

Completion of the Loan Capitalisation is subject to the satisfaction of the conditions precedent in the Loan Capitalisation Agreement, and the Loan Capitalisation may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

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

"AGM"	the annual general meeting of the Company held and convened on 6 August 2025
"Board"	the board of Directors
"Business Days"	means a day (other than Saturday, Sunday and days on which a tropical cyclone warning No. 8 or above or a "black rainstorm warning signal" is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which banks are open in Hong Kong for general banking business
"Capitalisation Price"	HK$0.098 per Capitalisation Share
"Capitalisation Shares"	140,000,000 new Shares to be allotted and issued to Mr. Hu by the Company at the Capitalisation Price pursuant to the Loan Capitalisation Agreement, each a Capitalisation Share
"Company"	Zhonghua Gas Holdings Limited (stock code: 8246), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM of the Stock Exchange
"connected person(s)"	has the meaning ascribed thereto under the GEM ListingRules
"Directors"	the directors of the Company
"EGM"	the extraordinary general meeting of the Company to be convened and held to consider and, if thought fit, approve the Loan Capitalisation Agreement and the transactions contemplated thereunder and the grant of the Specific Mandate to allot and issue the Capitalisation Shares
"Front Riches"	Front Riches Investments Limited, a company incorporated in the British Virgin Islands with limited liability and wholly owned by Mr. Hu
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong

"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Board Committee"	an independent committee of the Board comprising all the independent non-executive Directors
"Independent Financial Adviser"	the independent financial adviser to be appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the Loan Capitalisation Agreement and the transactions contemplated thereunder (including but not limited to the grant of the Specific Mandate for the allotment and issuance of the Capitalisation Shares)
"Independent Shareholders"	Shareholder(s) other than those who are required under the GEM Listing Rules to abstain from voting on the resolution(s) to approve the Loan Capitalisation Agreement and the transactions contemplated thereunder (including the grant of the Specific Mandate) to be proposed at the EGM
"Loan"	the unsecured shareholder's loan in the outstanding principal amount of HK$36,861,640 due from the Group to Mr. Hu as at the date of the Loan Capitalisation Agreement
"Loan Capitalisation"	conversion of the Partial Loan into the Capitalisation Shares by applying the Partial Loan in payment of the subscription amount credited as fully paid to Mr. Hu under the Loan Capitalisation Agreement
"Loan Capitalisation Agreement"	the conditional agreement dated 20 October 2025 entered into between Mr. Hu and the Company in relation to the Loan Capitalisation
"Long Stop Date"	the date upon the expiry of six (6) months from the date of the Loan Capitalisation Agreement, or such other date as the parties may agree in writing
"Mr. Hu"	Mr. Hu Yishi, chairman of the Board and an executive Director who beneficially owns 233,664,000 Shares and holding 547,184,000 Shares via his controlled corporations Smart Lane Global Limited and Front Riches Investments Limited, representing in aggregate approximately 16.98% of the issued share capital of the Company as at the date of this announcement
"Ms. Lin"	Ms. Lin Min, Mindy, the spouse of Mr. Hu and an executive Director

"Partial Loan"	the partial amount of the Loan with principal amount of HK$13,720,000 which shall be converted into the Capitalisation Shares by applying the Partial Loan in payment of the subscription amount for the Capitalisation Shares credited as fully paid to Mr. Hu under the Loan Capitalisation Agreement
"PRC"	the People's Republic of China
"SFO"	Securities and Future Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong)
"Shareholder(s)"	holder(s) of the Shares
"Shares"	the ordinary Share(s) with a par value of HK$0.00125 each in the issued share capital of the Company
"Smart Lane"	Smart Lane Global Limited, a company incorporated in Samoa with limited liability and wholly owned by Mr. Hu
"Specific Mandate"	the specific mandate to be sought from the Independent Shareholders at the EGM and to be granted to the Board for the allotment and issue of the Capitalisation Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"trading day"	means a day on which the Stock Exchange is open for the trading of securities
"%"	per cent.

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

Hong Kong, 20 October 2025

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 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 HKEX Website at www.hkexnews.hk on the "Latest Listed Company Information" page for at least 7 days from the date of its posting. This announcement will also be posted on the website of the Company at www.8246hk.com.