

THE STOCK EXCHANGE OF HONG KONG LIMITED  
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

**APPENDIX 5****FORMS RELATING TO LISTING****FORM F****GEM****COMPANY INFORMATION SHEET**

Case Number: \_\_\_\_\_

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, 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 information sheet.

Company name: TL Natural Gas Holdings Limited

Stock code (ordinary shares): 8536

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on GEM of The Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 6 January 2020

**A. General**

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 18 May 2018

Name of Sponsor(s): Giraffe Capital Limited

Names of directors: ***Executive Directors:***

*(please distinguish the status of the directors*  
*- Executive, Non-Executive or Independent*

*Non-Executive)* Liu Yong Cheng (劉永成)

Liu Yong Qiang (劉永強)

Liu Chunde (劉春德)

***Independent non-executive Directors:***

Wong Chun Peng Stewart (黃俊鵬)

Li Wai Kwan (李偉君)

Li Helen Hoi Lam (李凱琳)

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Name(s) of substantial shareholder(s):  
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

<b>Name</b>	<b>Number of shares of HK\$0.01 each in the share capital of the Company ("Shares") held/interested</b>	<b>Approximate percentage of shareholding</b>
Yongsheng Enterprise Limited (Note 1)	375,000,000	67.51%
Mr. Liu Yong Cheng	375,000,000	67.51%
Hongsheng Enterprise Limited (Note 2)	375,000,000	67.51%
Mr. Liu Yong Qiang	375,000,000	67.51%

**Notes:**

1. Mr. Liu Yong Cheng directly owns 100% of Yongsheng Enterprise Limited ("Yongsheng"), which in turn holds 108,750,000 Shares or approximately 19.58% of the issued Shares; therefore he is deemed, or taken to be interested in, all the Shares held by Yongsheng for the purpose of the Securities and Futures Ordinance ("SFO"). Pursuant to the acting in concert confirmation dated 14 June 2017, Mr. Liu Yong Cheng is also deemed to be interested in 266,250,000 Shares or approximately 47.93% of the issued Shares owned by Hongsheng Enterprise Limited ("Hongsheng") as a result of being a party acting in concert with Mr. Liu Yong Qiang.
2. Mr. Liu Yong Qiang directly owns 100% of Hongsheng, which in turn holds 266,250,000 Shares or approximately 47.93% of the issued Shares; therefore he is deemed, or taken to be interested in, all the Shares held by Hongsheng for the purpose of the SFO. Pursuant to the acting in concert confirmation dated 14 June 2017, Mr. Liu Yong Qiang is also deemed to be interested in 108,750,000 Shares or approximately 19.58% of the issued Shares owned by Yongsheng as a result of being a party acting in concert with Mr. Liu Yong Cheng.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:

N/A

Financial year end date:

31 December

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Registered address:	<b>Osiris International Cayman Limited</b> Suite #4-210, Governors Square 23 Lime Tree Bay Avenue, PO Box 32311 Grand Cayman, KY1 1209, Cayman Islands
Head office and principal place of business:	<b>Head office</b> Jingzhou Primary Station Dong Fang Road Economic Development Zone Jingzhou City Hubei Province The PRC  <b>Principal place of business in Hong Kong registered under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)</b> 13th Floor Wah Yuen Building 149 Queen's Road Central Hong Kong
Web-site address (if applicable):	<a href="http://www.tl-cng.com">www.tl-cng.com</a>
Share registrar:	Cayman Islands principal share registrar and transfer office:  <b>Osiris International Cayman Limited</b> Suite #4-210, Governors Square 23 Lime Tree Bay Avenue, PO Box 32311 Grand Cayman, KY1 1209, Cayman Islands  <b>Hong Kong branch share registrar and transfer office:</b> Tricor Investor Services Limited Level 54, Hopewell Centre, 183 Queen's Road East Hong Kong
Auditors:	<b>Ernst &amp; Young</b> Certified Public Accountants 22th Floor, CITIC Tower 1 Tim Mei Avenue, Central Hong Kong

**B. Business activities**

*(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)*

The Group is an established CNG supplier in Jungzhou, Hubei Provision, principally engaged in supplying CNG to retail and wholesale customers.

**C. Ordinary shares**

Number of ordinary shares in issue:	<a href="#">555,490,000 Shares</a>
Par value of ordinary shares in issue:	<a href="#">HK\$0.01</a>
Board lot size (in number of shares):	<a href="#">10,000</a>

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Name of other stock exchange(s) on which ordinary shares are also listed: N/A

**D. Warrants**

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio: N/A  
(Not applicable if the warrant is  
denominated in dollar value of  
conversion right)

No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

**E. Other securities**

Details of any other securities in issue.  
(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

Convertible bonds

On 6 January 2020, the Company issued three-year zero coupon unlisted convertible bonds in the principal amount of HK\$8,056,310 ("Convertible Bonds") to Stable Development Company Limited pursuant to the subscription agreement dated 18 December 2019. Based on the initial conversion price of HK\$0.181 per conversion share, a maximum number of 44,510,000 Shares may fall to be allotted and issued upon exercise in full of the conversion rights attaching to the Convertible Bonds (subject to the restrictions contained in the Convertible Bonds including the public float requirements under the GEM Listing Rules). As at the date hereof, no Convertible Bonds have been converted into Shares. For further details of the Convertible Bonds, please refer to the announcement of the Company dated 18 December 2019.

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**Responsibility statement**

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

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Mr. Liu Yong Cheng

.....  
Mr. Liu Yong Qiang

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Mr. Liu Chunde

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Mr. Wong Chun Peng Stewart

.....  
Mr. Li Wai Kwan

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Ms. Li Helen Hoi Lam

**NOTES**

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*