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TL Natural Gas Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8536)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 19 JUNE 2020;
(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND
(3) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board is pleased to announce that all the proposed ordinary resolutions as set out in the Notice of AGM were duly passed by the Shareholders by way of poll at the AGM.

With effect from the conclusion of the AGM, Mr. Wong Chun Peng Stewart retired as an independent non-executive Director.

The Board further announces that Ms. Luo Hongru was appointed as an independent non-executive Director with effect from the conclusion of the AGM and was further appointed as the chairman of the Remuneration Committee and a member of the Audit and Risk Management Committee on the same date.

Reference is made to the circular (the “**Circular**”) and the notice (the “**Notice of AGM**”) for convening the annual general meeting of TL Natural Gas Holdings Limited (the “**Company**”) both dated 19 May 2020. Unless the context requires otherwise, terms used herein shall have the same meanings as defined in the Circular.

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 19 JUNE 2020

The Board is pleased to announce that all the proposed resolutions as set out in the Notice of the AGM were duly passed at the AGM held on 19 June 2020 by the Shareholders by way of poll. The poll results are as follows:

Ordinary Resolutions		Number of Shares Voted (%)	
		For	Against
1.	To receive the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31 December 2019.	434,780,000 (100.00%)	0 (0.00%)
2(a).	To re-elect Mr. Liu Chunde as an executive Director.	434,780,000 (100.00%)	0 (0.00%)
2(b).	To re-elect Mr. Li Wai Kwan as an independent non-executive Director.	434,780,000 (100.00%)	0 (0.00%)
2(c).	To appoint Ms. Luo Hongru as an independent non-executive Director.	434,780,000 (100.00%)	0 (0.00%)
2(d).	To authorise the Board to fix the respective Directors' remuneration.	434,780,000 (100.00%)	0 (0.00%)
3.	To re-appoint Ernst & Young as auditors of the Company and to authorise the Board to fix their remuneration.	434,780,000 (100.00%)	0 (0.00%)
4.	To give a general mandate to the Directors to repurchase Shares of not exceeding 10% of the total number of issued Shares as at the date of passing of this resolution.	434,780,000 (100.00%)	0 (0.00%)
5.	To give a general mandate to the Directors to issue, allot and deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing of this resolution.	434,780,000 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Shares Voted (%)	
		For	Against
6.	To extend the general mandate granted to the Directors to issue, allot and deal with additional Shares by the aggregate number of the Shares repurchased by the Company.	434,780,000 (100.00%)	0 (0.00%)
7.	To refresh the scheme mandate limit under the existing share option scheme of the Company up to 10% of the total number of issued Shares as at the date of passing of this resolution.	434,780,000 (100.00%)	0 (0.00%)

Notes:

- (a) As all votes were cast in favour of each of the resolutions numbered 1 to 7, all resolutions were duly passed as ordinary resolutions of the Company.
- (b) As at the date of the AGM, the total number of shares of the Company in issue was 662,360,000 shares, being the total number of shares entitling the Shareholders to attend and vote on the resolutions at the AGM.
- (c) There were no shares entitling the Shareholders and abstain from voting in favour of any of the resolutions at the AGM as set out in Rule 17.47A of the GEM Listing Rules.
- (d) No Shareholder was required under the GEM Listing Rules to abstain from voting on the resolutions at the AGM.
- (e) None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.
- (f) The Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the purpose of vote-taking at the AGM.

(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

As Mr. Wong Chun Peng Stewart (“**Mr. Wong**”) has decided to retire and did not offer himself for re-election as an independent non-executive Director due to his other work commitments, Mr. Wong retired as an independent non-executive Director with effect from the conclusion of the AGM. Mr. Wong has confirmed that he has no disagreement with the Board and there are no matters that need to be brought to the attention of the Shareholders or the Stock Exchange in relation to his retirement. The Board would like to express its gratitude to Mr. Wong for his contribution to the Company during his tenure of service.

(3) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board further announces that Ms. Luo Hongru (“**Ms. Luo**”) was appointed as an independent non-executive Director with effect from the conclusion of the AGM and was further appointed as the chairman of the Remuneration Committee and member of the Audit and Risk Management Committee on the same date.

Ms. Luo, aged 54, has over 25 years of experience in legal industry. Ms. Luo graduated from The China Central Radio and TV Virtual University (now known as The Open University of China) after completing the two-year undergraduate programme with majoring in laws in April 2006. From October 1985 to December 1993, she worked at Dabu County Bureau of Justice in Guangdong province during which she was responsible for handling legal affairs. From December 1993 to July 2002, she worked at The Agriculture and Rural Affairs Committee of Guangdong Province (now known as Agricultural and Rural Department of Guangdong Province) in which she was responsible for personnel and payroll matters. From July 2002 to December 2005, she worked at Guangdong Chengzhan Law Firm as a lawyer. Since December 2005, she has been a partner of Guangdong Zhengda United Law Firm.

Ms. Luo obtained the lawyer’s certificate of the People’s Republic of China in October 1993.

Ms. Luo has entered into a letter of appointment with the Company for a term of three years effective from 19 June 2020, subject to retirement from office by rotation and re-election at the annual general meeting of the Company and vacation of office in accordance with the Articles of Association. Ms. Luo is entitled to receive a director’s fee of RMB60,000 per annum or a pro-rata amount for any incomplete year, which was determined by the Board based on the recommendation of the Remuneration Committee by reference to her duties and responsibilities as well as the prevailing market conditions.

The Company has received a written confirmation of independence according to Rule 5.09 of the GEM Listing Rules from Ms. Luo.

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

By Order of the Board
TL Natural Gas Holdings Limited
Liu Yong Cheng
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 19 June 2020

As at the date of this announcement, the Board comprises Mr. LIU Yong Cheng, Mr. LIU Yong Qiang and Mr. LIU Chunde as executive Directors; and Mr. LI Wai Kwan, Ms. LI Helen Hoi Lam and Ms. LUO Hongru as independent non-executive Directors.

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 GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least seven days from the date of its posting. This announcement will also be published on the Company’s website at www.tl-cng.com.