

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

GEM

COMPANY INFORMATION SHEET

Case Number: N/A

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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 19 November 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:
(please distinguish the status of the directors
- Executive, Non-Executive or Independent
Non-Executive)

Executive Directors:
LIU Yong Cheng (劉永成)
LIU Yong Qiang (劉永強)
LIU Chunde (劉春德)

Independent non-executive Directors:
LI Wai Kwan (李偉君)
LI Helen Hoi Lam (李凱琳)
LUO Hongru (羅紅茹)

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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

Name	Number of shares of HK\$0.01 each in the share capital of the Company ("Shares") held/ interested	Approximate percentage of shareholding
Yongsheng Enterprise Limited ("Yongsheng") ¹	375,000,000	56.62%
Mr. LIU Yong Cheng ¹	375,000,000	56.62%
Hongsheng Enterprise Limited ("Hongsheng") ²	375,000,000	56.62%
Mr. LIU Yong Qiang ²	375,000,000	56.62%

Notes:

1. Mr. Liu Yong Cheng directly owns 100% of Yongsheng, which in turn holds 108,750,000 Shares or approximately 17.42% 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 (Cap.571). 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 42.64% of the issued Shares owned by 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 42.64% 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 Securities and Futures Ordinance (Cap.571). 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 17.42% 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

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

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

B. Business activities

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

The Group is principally engaged in (i) sales of compressed natural gas; and (ii) provision of automated car wash services in the PRC.

C. Ordinary shares

Number of ordinary shares in issue:	662,360,000 Shares
Par value of ordinary shares in issue:	HK\$0.01
Board lot size (in number of shares):	10,000
Name of other stock exchange(s) on which ordinary shares are also listed:	N/A

D. Warrants

Stock code:	N/A
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Board lot size:	<u>N/A</u>
Expiry date:	<u>N/A</u>
Exercise price:	<u>N/A</u>
Conversion ratio: (Not applicable if the warrant is denominated in dollar value of conversion right)	<u>N/A</u>
No. of warrants outstanding:	<u>N/A</u>
No. of shares falling to be issued upon the exercise of outstanding warrants:	<u>N/A</u>

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 21 April 2020, the Company issued three-year zero coupon unlisted convertible bonds in the principal amount of HK\$3,732,800 to Mr. Yu Ting Hin (the "Second Convertible Bonds") and HK\$3,732,800 to Mr. Fai Wai Lap Felip (the "Third Convertible Bonds") pursuant to the two subscription agreements both dated 3 April 2020. Based on the initial conversion price of HK\$0.160 per conversion share, a maximum number of 46,660,000 Shares may be allotted and issued upon exercise in full of the conversion rights attaching to the Second Convertible Bonds and the Third Convertible Bonds (subject to the restrictions contained therein including the public float requirements under the GEM Listing Rules). As at the date hereof, none of the Second Convertible Bonds and the Third Convertible Bonds have been converted into Shares. For further details of the Second Convertible Bonds and the Third Convertible Bonds, please refer to the announcement of the Company dated 3 April 2020.

Share options

On 21 January 2020, the Company granted share options to certain individuals to subscribe for a total of 49,500,000 Shares at an exercise price of HK\$0.166 per share pursuant to the share option scheme adopted by the Company on 20 April 2018 (the "Share Option Scheme"). As at the date hereof, none of the share options have been exercised. For further details of the share options, please refer to the announcement of the Company dated 21 January 2020.

On 23 June 2020, the Company granted share options to certain individuals to subscribe for a total of 66,236,000 Shares at an exercise price of HK\$0.130 per share pursuant to the Share Option Scheme. As at the date hereof, none of the share options have been exercised. For further details of the share options, please refer to the announcement of the Company dated 23 June 2020.

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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.

Submitted by: LIU Yong Cheng
(Name)

Title: Executive Director
(Director, secretary or other duly authorised officer)

NOTE

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 as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.