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TL Natural Gas Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8536)

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER OF AUDIT AND RISK MANAGEMENT COMMITTEE AND NOMINATION COMMITTEE

The Board announces that Ms. Li has resigned as an independent non-executive Director and a member of each of the Audit and Risk Management Committee and the Nomination Committee with effect from 30 April 2021.

The Board further announces that Ms. Zeng has been appointed as an independent non-executive Director and a member of each of the Audit and Risk Management Committee and the Nomination Committee in replacement of Ms. Li with effect from 30 April 2021.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of TL Natural Gas Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Ms. Li Helen Hoi Lam (“**Ms. Li**”) has resigned as an independent non-executive Director and a member of each of the audit and risk management committee of the Company (the “**Audit and Risk Management Committee**”) and the nomination committee of the Company (the “**Nomination Committee**”) with effect from 30 April 2021 due to her other work commitments.

Ms. Li has confirmed that she has no disagreement with the Board and there are no matters relating to her resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

The Board would like to express its gratitude to Ms. Li for her contribution to the Company during her tenure of service.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that Ms. Zeng Li (“**Ms. Zeng**”) has been appointed as an independent non-executive Director and a member of each of the Audit and Risk Management Committee and the Nomination Committee in replacement of Ms. Li with effect from 30 April 2021.

The biographical details of Ms. Zeng are as follows:

Ms. Zeng Li (曾麗), aged 42, has over 10 years of experience in finance and business management. From January 2010 to April 2011, she worked as an account manager at Nancheng sub-branch of Industrial Bank in the People's Republic of China (the "PRC"). From April 2012 to November 2019, she worked as a finance manager at Fzg360 Network Co., Ltd.* (西藏房掌櫃網絡股份有限公司) ("Fzg360"), a company which is listed on the National Equities Exchange and Quotations (全國中小企業股份轉讓系統) with stock code 836918. She also served as a supervisor of Fzg360 from August 2015 to June 2018. Since December 2019, she has worked as a director assistant at Dongguan Hefu Petrochemical Co., Ltd.* (東莞市和富石油化工有限公司). Ms. Zeng has been the legal representative of Fenggang branch of Dongguan Ganlin Accounting Co., Ltd.* (東莞市甘霖會計有限公司鳳崗分公司) since August 2006 and Dongguan Xie Gang Xincheng Accounting Consulting Service Department* (東莞市謝崗鑫成會計諮詢服務部) since November 2011. Ms. Zeng graduated from Southwestern University of Finance and Economics (西南財經大學) with a major in finance in January 2008.

Ms. Zeng has entered into a letter of appointment with the Company for a term of three years effective from 30 April 2021, 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 of the Company. Ms. Zeng 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 Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules").

As at the date of this announcement, Ms. Zeng does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (as defined under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)). Save as disclosed above, Ms. Zeng (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 as disclosed above, Ms. Zeng has confirmed that there is no further information required to be disclosed pursuant to the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules in relation to her appointment as an independent non-executive Director, and the Company is not aware of any other matters relating to her appointment that need to be brought to the attention of the Shareholders.

The Board would like to express its warmest welcome to Ms. Zeng for joining the Board.

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

Hong Kong, 30 April 2021

* *For identification purpose only and should not be regarded as the official English translation of the Chinese names. In the event of any inconsistency, the Chinese name prevails.*

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. LUO Hongru and Ms. Zeng Li 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.