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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **TL Natural Gas Holdings Limited**, you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities. Dealings in the securities of the Company may be settled through CCASS and you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests.

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**TL Natural Gas Holdings Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8536)**

**PROPOSED SHARE CONSOLIDATION  
AND CHANGE IN BOARD LOT SIZE  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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The notice convening the EGM of TL Natural Gas Holdings Limited to be held at 4/F, Holiday Inn Guangzhou South Lake, No. 320 Tonghe Road, Baiyun District, Guangzhou, the PRC on Friday, 16 July 2021 at 3:00 p.m. is set out on pages 12 to 13 of this circular. A form of proxy for use at the EGM is sent to you with this circular.

Whether or not you are able to attend the EGM, please complete and sign the enclosed form of proxy for use at the EGM in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the EGM (i.e. not later than 3:00 p.m. on Wednesday, 14 July 2021) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the EGM if they so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

This circular together with the form of proxy will remain on the "Latest Company Announcements" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven days from the date of its publication and on the Company's website at [www.tl-cng.com](http://www.tl-cng.com).

Reference to the time and dates in this circular are to Hong Kong time and dates.

30 June 2021

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## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

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GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## EXPECTED TIMETABLE

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*The expected timetable for the implementation of the proposed Share Consolidation and the Change in Board Lot Size is set out below. The expected timetable is subject to the satisfaction of all the conditions of the Share Consolidation and is therefore for indicative purpose only. Any changes to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this announcement refer to Hong Kong local times and dates.*

<b>Event</b>	<b>Date and time</b>
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM . . . . .	Monday, 12 July 2021, 4:30 p.m.
Closure of register of members for the entitlement to attend and vote at the EGM . . . . .	Tuesday, 13 July 2021 to Friday, 16 July 2021 (both days inclusive)
Latest date and time for lodging forms of proxy for the EGM (not less than 48 hours prior to time of the EGM) . . . . .	Wednesday, 14 July 2021, 3:00 p.m.
Expected date and time of the EGM . . . . .	Friday, 16 July 2021, 3:00 p.m.
Announcement of poll results of the EGM . . . . .	Friday, 16 July 2021
<b>The following events are conditional on the fulfilment of the conditions for the implementation of the Share Consolidation and the Change in Board Lot Size:</b>	
Effective date of the Share Consolidation . . . . .	Tuesday, 20 July 2021
First day for free exchange of existing share certificates for new share certificates for Consolidated Shares commences . . . . .	Tuesday, 20 July 2021
Commencement of dealings in the Consolidated Shares . . . . .	Tuesday, 20 July 2021, 9:00 a.m.
Original counter for trading in the Existing Shares in board lots of 10,000 Existing Shares (in the form of existing share certificates) temporarily closes . . . . .	Tuesday, 20 July 2021, 9:00 a.m.
Temporary counter for trading in Consolidated Shares in board lots of 2,500 Consolidated Shares (in the form of existing share certificates) opens . . . . .	Tuesday, 20 July 2021, 9:00 a.m.

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## EXPECTED TIMETABLE

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Original counter for trading in Consolidated Shares  
in board lots of 5,000 Consolidated Shares  
(in the form of new share certificates) re-opens . . . . Tuesday, 3 August 2021, 9:00 a.m.

Designated broker starts to stand in the market  
to provide matching services for the sale and  
purchase of odd lots of Consolidated Shares . . . . . Tuesday, 3 August 2021, 9:00 a.m.

Parallel trading in Consolidated Shares (in the form  
of new and existing share certificates) begins . . . . . Tuesday, 3 August 2021, 9:00 a.m.

Designated broker ceases to stand in the market  
to provide matching services for the sale and  
purchase of odd lots of Consolidated Shares . . . . . Monday, 23 August 2021, 4:00 p.m.

Temporary counter for trading in board lots  
of 2,500 Consolidated Shares (in the form  
of existing share certificates) closes . . . . . Monday, 23 August 2021, 4:10 p.m.

Parallel trading in Consolidated Shares (in the form  
of new and existing certificates) ends . . . . . Monday, 23 August 2021, 4:10 p.m.

Last day for free exchange of existing  
certificates for new certificates for  
Consolidated Shares . . . . . Wednesday, 25 August 2021, 4:30 p.m.

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings, unless the context otherwise requires:*

“Articles of Association”	the amended and restated articles of association of the Company currently in force;
“Board”	the board of Directors;
“Business Day(s)”	a day (excluding Saturday, Sunday, public holiday or any day on which a tropical cyclone warning no. 8 or above or a “black” rainstorm warning is hoisted between 9:00 a.m. and 5:00 p.m. in Hong Kong) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on GEM from 10,000 Existing Shares to 5,000 Consolidated Shares;
“Company”	TL Natural Gas Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM (Stock Code: 8536);
“Consolidated Share(s)”	Share(s) of HK\$0.04 each in the issued share capital of the Company immediately following the Share Consolidation;
“Director(s)”	the director(s) of the Company;
“EGM”	the extraordinary general meeting of the Company to be held at 4/F, Holiday Inn Guangzhou South Lake, No. 320 Tonghe Road, Baiyun District, Guangzhou, the PRC on Friday, 16 July 2021 at 3:00 p.m. to consider and, if thought fit, to approve the resolutions as set out in the notice of the EGM;
“Existing Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“GEM”	GEM of the Stock Exchange;

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## DEFINITIONS

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“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	21 June 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Share(s)”	ordinary share(s) in the share capital of the Company;
“Share Consolidation”	the consolidation of every four (4) issued and unissued Shares of par value of HK\$0.01 each into one (1) Consolidated Share;
“Share Option Scheme”	the share option scheme adopted by the Company on 20 April 2018;
“Share Options”	share options granted under the Share Option Scheme entitling the holder thereof the subscribe for share(s); and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

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LETTER FROM THE BOARD

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**TL Natural Gas Holdings Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8536)**

*Executive Directors:*

Mr. Liu Yong Cheng  
*(Chairman and Chief Executive Officer)*  
Mr. Liu Yong Qiang  
Mr. Liu Chunde

*Registered Office:*

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

*Independent non-executive Directors:*

Mr. Li Wai Kwan  
Ms. Luo Hongru  
Ms. Zeng Li

*Head Office and Place of*

*Business in the PRC:*  
Jingzhou Primary Station  
Dong Fang Road  
Economic Development Zone  
Jingzhou City  
Hubei Province  
the PRC

*Place of Business in the Hong Kong:*

4th Floor  
Wah Yuen Building  
149 Queen's Road Central  
Hong Kong

30 June 2021

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED SHARE CONSOLIDATION  
AND CHANGE IN BOARD LOT SIZE  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

Reference is made to the announcement dated 21 June 2021 in relation to the proposed Share Consolidation and Change in Board Lot Size.

The purpose of this circular is to provide the Shareholders with information in respect of proposed share consolidation and change in board lot size and the notice convening the EGM.



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## LETTER FROM THE BOARD

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### 2. PROPOSED SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

#### Proposed Share Consolidation

The Board proposes to implement the Share Consolidation on the basis that every four (4) issued and unissued Shares of HK\$0.01 each will be consolidated into one (1) Consolidated Share of HK\$0.04 each.

#### Effect of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$100,000,000 divided into 10,000,000,000 Shares of par value of HK\$0.01 each, of which 709,020,000 Shares had been issued. Assuming that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the EGM, immediately after the Share Consolidation, the authorised share capital of the Company shall become HK\$100,000,000 divided into 2,500,000,000 Consolidated Shares of par value of HK\$0.04 each, of which 177,255,000 Consolidated Shares will be in issue. Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

#### Conditions and Expected Effective Date of the Share Consolidation and the Change in Board Lot Size

The Share Consolidation is conditional upon the following:

- (i) the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the EGM;
- (ii) the GEM Listing Committee granting the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
- (iii) the compliance with the relevant procedures and requirements under the applicable laws of the Cayman Islands (where applicable) and the GEM Listing Rules to effect the Share Consolidation.

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation and the Change in Board Lot Size is expected to be on Tuesday, 20 July 2021, being the second business day after the EGM.

#### Application for Listing of the Consolidated Shares

An application will be made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective. Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the

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## LETTER FROM THE BOARD

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Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

### **Arrangement on Odd Lot Trading and Matching Services**

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation and the Change in Board Lot Size, a designated broker will be appointed by the Company to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares.

Holders of odd lots of the Consolidated Shares should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Any Shareholder, who is in any doubt about the odd lot arrangement, is recommended to consult his/her/its own professional advisers. Details of the matching service will be provided in the circular to be despatched to the Shareholders.

**Shareholders or potential investors should note that (i) odd lots will be created after the Share Consolidation and the Change in Board Lot Size; (ii) odd lots arrangements do not guarantee successful matching of all odd lots at the relevant market price; and (iii) odd lots might be sold below the market price in the market.**

### **Exchange of Share Certificates**

Subject to the Share Consolidation having become effective, Shareholders may during the specified period submit share certificates for Shares to the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, in exchange, at the expense of the Company, for new share certificates for the Consolidated Shares. Thereafter, certificates for Shares will be accepted for exchange only on payment of a fee of

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## LETTER FROM THE BOARD

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HK\$2.50 (or such higher amount as may be allowed by the Stock Exchange from time to time) for each share certificate for Shares cancelled or each new share certificate issued for Consolidated Shares, whichever number of certificates cancelled/issued is higher. The existing share certificates will only be valid for delivery, trading, registration and settlement purposes for the period up to 4:10 p.m. on Monday, 23 August 2021, and thereafter will not be accepted for delivery, trading, registration and settlement purposes. However, the existing share certificates will continue to be good evidence of title to the Consolidated Shares on the basis of four (4) Shares for one (1) Consolidated Share. The new share certificates for the Consolidated Shares will be issued in blue colour in order to distinguish them from the share certificates for the existing Shares which are in light green colour.

### **Adjustments in relation to Other Securities of the Company**

As at the Latest Practicable Date, there were outstanding Share Options for subscription of an aggregate amount of 109,500,000 Existing Shares under the Share Option Scheme. Pursuant to the terms of the Share Option Scheme and the GEM Listing Rules, the Share Consolidation may lead to adjustments to the exercise price and/or the number of Shares falling to be issued upon the exercise of the outstanding Share Options. The Company will make further announcement(s) on such adjustments as and when appropriate. Save as disclosed above, as at the Latest Practicable Date, the Company had no other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

### **Reasons for and Benefits of the Share Consolidation and the Change in Board Lot Size**

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.01 or HK\$9,995, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities. Further, the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 1 October 2020 has further stated that (i) market price of the Shares at a level less than HK\$0.10 each will be considered as trading at extremity as referred to under Rule 17.76 of the GEM Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000.

The share price of the Company has been trading around HK\$0.10 recently, and the closing price of the Existing Shares on the Latest Practicable Date was HK\$0.112. The existing board lot value has been less than HK\$2,000 at all times since mid-December 2020. The Directors consider that the proposed Share Consolidation and the Change in Board Lot Size will increase the board lot value of the Existing Shares and would bring about a corresponding upward adjustment in the expected

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## LETTER FROM THE BOARD

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value per board lot resulting in HK\$0.448 per Consolidated Share and HK\$2,240 per board lot of 5,000 Consolidated Shares. As such, it would enable the Company to comply with the trading requirements under the GEM Listing Rules. Further, the Share Consolidation and the Change in Board Lot Size would reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum transaction costs for each securities trade.

It is believed that the adjusted share price as a result of the Share Consolidation and the Change in Board Lot Size would maintain the trading amount for each board lot at a reasonable level and will enhance the corporate image of the Company so as to make investing in the Shares more attractive to a broader range of institutional and professional investors and thus help to further broaden the shareholder base of the Company. The Directors also believe that the Share Consolidation and the Change in Board Lot Size will provide greater opportunity for and more flexibility in the Company's possible equity fund raising in the future.

As at the Latest Practicable date, the Company had no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation, and the Company does not have any concrete plan to conduct any fundraising activities in the next 12 months. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund raising opportunities arise in order to support future development of the Group. The Company will make further announcement(s) in this regard in accordance with the GEM Listing Rules as and when appropriate.

The Board believes that the Share Consolidation and the Change in Board Lot Size will not have any material adverse effect on the financial position of the Group nor result in change in the relative rights of the Shareholders.

### 3. EGM

The notice convening the EGM is set out on pages 12 to 13 of this circular.

Pursuant to the GEM Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under the GEM Listing Rules.

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## LETTER FROM THE BOARD

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A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of GEM ([www.hkgem.com](http://www.hkgem.com)) and the Company ([www.tl-cng.com](http://www.tl-cng.com)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at the Company's branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the EGM (i.e. not later than 3:00 p.m. on Wednesday, 14 July 2021) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM if you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

In the case of an appointment of corporate representative by a corporate shareholder (other than a Shareholder which is a Clearing House (as defined in the Articles of Association) (or its nominee)), a copy of the resolution of its directors or other governing body of the Shareholder authorising the appointment of the corporate representative or a form of notice of appointment of corporate representative issued by the Company for such purpose or a copy of the relevant power of attorney, together with an up-to-date copy of the Shareholder's constitutive documents and a list of directors or members of the governing body of the Shareholder as at the date of such resolution, or, as the case may be, power of attorney, certified by a director, secretary or a member of the governing body of that Shareholder and notarised, must be deposited at the Company's branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 3:00 p.m. on Wednesday, 14 July 2021) or the adjourned meeting (as the case may be).

For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, 13 July 2021 to Friday, 16 July 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 12 July 2021.

#### **4. RECOMMENDATIONS**

The Board considers the proposed Share Consolidation and Change in Board Lot Size is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

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## LETTER FROM THE BOARD

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### 5. RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

Yours faithfully,  
By and on behalf of the Board  
**TL Natural Gas Holdings Limited**  
**LIU Yong Cheng**  
*Chairman and Executive Director*

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## NOTICE OF EGM

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# TL Natural Gas Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8536)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “EGM”) of TL Natural Gas Holdings Limited (the “Company”) will be held at 4/F, Holiday Inn Guangzhou South Lake, No. 320 Tonghe Road, Baiyun District, Guangzhou, the PRC on Friday, 16 July 2021 at 3:00 p.m. for the following purposes:

#### ORDINARY RESOLUTION

“THAT subject to and conditional upon, among other things, the listing division of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and the permission to deal in, the Consolidated Shares (as defined below):

- (a) with effect from the second business day immediately following the date on which this resolution is passed, every four (4) issued and unissued ordinary shares of the Company of HK\$0.01 each be consolidated into one (1) ordinary share of HK\$0.04 each (each a “Consolidated Share”), such Consolidated Shares shall rank *pari passu* in all respects with each other (the “Share Consolidation”);
- (b) all fractional entitlements to the issued Consolidated Shares resulting from the Share will be disregarded and will not be issued to the shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company; and
- (c) any one of the Directors be and is hereby authorised generally to do all such acts, deeds and things as they shall, in their absolute discretion, deem appropriate to effect and implement the Share Consolidation.”

By order of the Board  
TL Natural Gas Holdings Limited  
LIU Yong Cheng  
Chairman and Executive Director

Hong Kong, 30 June 2021

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). The results of the poll will be published on the websites of GEM and the Company in accordance with the GEM Listing Rules.

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## NOTICE OF EGM

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2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy, or if he is the holder of two or more shares, more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 3:00 p.m. on Wednesday, 14 July 2021) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of an appointment of corporate representative by a corporate shareholder (other than a shareholder which is a Clearing House (as defined in the Company's articles of association) (or its nominee)), a copy of the resolution of its directors or other governing body of the shareholder authorising the appointment of the corporate representative or a form of notice of appointment of corporate representative issued by the Company for such purpose or a copy of the relevant power of attorney, together with an up-to-date copy of the shareholder's constitutive documents and a list of directors or members of the governing body of the shareholder as at the date of such resolution, or, as the case may be, power of attorney, certified by a director, secretary or a member of the governing body of that shareholder and notarised, must be deposited at the Company's branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 3:00 p.m. on Wednesday, 14 July 2021) or the adjourned meeting (as the case may be).
5. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Tuesday, 13 July 2021 to Friday, 16 July 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 12 July 2021.
6. If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted at 10:00 a.m. on Friday, 16 July 2021, the above meeting will not be held on Friday, 16 July 2021 but will be held on the second Business Day immediately after that date at the same time and place or as otherwise determined by the board of directors of the Company. "Business Day", in this context, shall mean a day (excluding Saturday) on which banks are open for general banking business in Hong Kong. Shareholders may contact Customer Service Hotline of Tricor Investor Services Limited at (852) 29801333 from 9:00 a.m. to 5:00 p.m., Monday to Friday (excluding public holidays) for any enquiry regarding the aforesaid arrangement.
7. References to time and dates in this notice are to Hong Kong time and dates.