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## **TL Natural Gas Holdings Limited**

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

**(Stock code: 8536)**

### **VOLUNTARY ANNOUNCEMENT THE PROPOSED INVESTMENT IN THE TARGET COMPANY**

This announcement is made by TL Natural Gas Holdings Limited (“**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis to inform its shareholders and potential investors of the latest business development of the Group.

#### **THE PROPOSED INVESTMENT**

On 11 July 2024 (after trading hours), Hubei Tonglin Natural Gas Service Company Limited\* (湖北桐林石油天然氣服務有限公司) (“**Tonglin Gas**”), an indirect wholly-owned subsidiary of the Company, entered into a memorandum of understanding (the “**MOU**”) with Jingmen Jinhaoli Natural Gas Co., Ltd.\* (荊門市金豪力天然氣有限公司) (the “**Target Company**”) in relation to a proposed investment in the Target Company by way of subscription of part of the shares (51% or more) of the Target Company (the “**Proposed Investment**”).

The MOU shall be effective for a term of 180 business days from the date of the MOU (the “**Period**”) and is non-legally binding save for the provisions relating to, among other things, term, fee bearing, termination, confidentiality, applicable law and dispute resolution.

During the Period, Tonglin Gas shall have the right to conduct due diligence on the Target Company, and the Target Company shall use its best efforts to provide all necessary information to Tonglin Gas and its advisers.

#### **INFORMATION OF THE TARGET COMPANY**

The Target Company is a company incorporated in Jingmen City, Hubei Province, China with limited liability. It is principally engaged in the construction of natural gas pipelines, which are used to transport natural gas from production facilities or storage sites to distribution points such as residential, commercial and industrial areas. To the best of the knowledge, information and belief of the directors of the Company (the “**Directors**”), after having made all reasonable enquiries, the Target Company and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

## **REASONS FOR AND BENEFITS OF THE PROPOSED INVESTMENT**

The Group is principally engaged in the sales of compressed natural gas and liquefied natural gas and provision of transmission service in the PRC. The Directors are of the view that the proposed investment in the Target Company will allow the Group to gain more access to pipelines and infrastructure related to natural gas transportation, leading to additional revenue for the Group through provision of transmission services.

## **GENERAL**

**The Board wishes to emphasize that the proposed investment contemplated under the MOU may or may not proceed and that the parties have not entered into a legally binding agreement in relation to the transaction(s) contemplated under the MOU as at the date of this announcement. If the transaction(s) contemplated under the MOU materialises, the Company will make further announcements as and when appropriate in accordance with the GEM Listing Rules. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.**

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

Hong Kong, 11 July 2024

\* *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 Yong Sheng as executive Directors; and Ms. LUO Hongru, Ms. ZENG Li and Mr. YEUNG Chun Yue David 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 “Latest Listed Company Information” page on the website of the Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) for a minimum period of seven days from the date of its publication and on the Company’s website at [www.tl-cng.com](http://www.tl-cng.com).*