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## **TL Natural Gas Holdings Limited**

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

**(Stock code: 8536)**

### **COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE**

**Placing Agent**



Reference is made to the announcements (the “**Announcements**”) of TL Natural Gas Holdings Limited (the “**Company**”) dated 12 June 2025 and 19 June 2025 in relation to, among other things, the proposed placing of new shares under general mandate. Capitalised terms used herein shall have the same meanings as those defined in the Announcements unless otherwise specified.

#### **COMPLETION OF THE PLACING**

The Board is pleased to announce that all the conditions precedent to the Placing had been fulfilled and the Completion took place on 27 June 2025. An aggregate of 29,310,000 Placing Shares have been placed to not less than six Placees at the Placing Price of HK\$0.225 per Placing Share in accordance with the terms of the Placing Agreement. To the best of the Company’s knowledge, information and belief having made all reasonable enquiries, the Placees and their respective ultimate beneficial owners are Independent Third Parties. None of the Placees has or will become a substantial shareholder of the Company immediately after the Placing.

The gross proceeds from the Placing amount to HK\$6,594,750, and the net proceeds from the Placing, after deduction of the commission for the Placing and other related expenses, amount to approximately HK\$6 million, of which approximately HK\$3 million is intended to be applied for the general working capital of the Group and approximately HK\$3 million is intended to be used for a potential formation of a joint venture company engaging in the trading of black pellets. The amount of net proceeds for the Group’s general working capital is expected to be utilised by next year, and the proposed investment in the joint venture company is expected to take place this year.

## EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structures of the Company (i) immediately before the Completion and (ii) immediately after the Completion are as follows:

	Immediately before Completion		Immediately after the Completion	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
<b>Shareholders</b>				
Hongsheng Enterprise Limited (“ <b>Hongsheng</b> ”) <sup>(Note 1)</sup>	56,732,500	30.97	56,732,500	26.70
Yongsheng Enterprise Limited (“ <b>Yongsheng</b> ”) <sup>(Note 2)</sup>	19,392,500	10.59	19,392,500	9.13
<b>Placees</b>	–	–	29,310,000	13.79
<b>Other public shareholders</b>	107,070,000	58.44	107,070,000	50.38
<b>Total</b>	<b>183,195,000</b>	<b>100.00</b>	<b>212,505,000</b>	<b>100.00</b>

*Notes:*

- (1) As at the date of this announcement, Mr. Liu Yong Qiang directly owns 100% interest of Hongsheng, which in turn holds 56,732,500 shares or approximately 26.70% 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 SFO; pursuant to the acting in concert confirmation dated 14 June 2017, in which Mr. Liu Yong Qiang is also deemed to be interested in 19,392,500 Shares or approximately 9.13% of the issued Shares owned by Yongsheng as a result of being a party acting in concert with Mr. Liu Yong Cheng.
- (2) As at the date of this announcement, Mr. Liu Yong Cheng directly owns 100% interest of Yongsheng, which in turn holds 19,392,500 shares or approximately 9.13% 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 SFO; pursuant to the acting in concert confirmation dated 14 June 2017, in which Mr. Liu Yong Cheng is also deemed to be interested in 56,732,500 Shares or approximately 26.70% of the issued Shares owned by Hongsheng as a result of being a party acting in concert with Mr. Liu Yong Qiang.

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

Hong Kong, 27 June 2025

*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.*

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