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TL Natural Gas Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8536)

EXTENSION OF LONG STOP DATE IN RELATION TO THE PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent to the Company



Reference is made to the announcements of TL Natural Gas Holdings Limited (the “**Company**”) dated 15 December 2023 and 5 January 2024 (the “**Announcements**”) in respect of the placing of new shares of the Company. Unless defined otherwise, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

On 18 January 2024 (after trading hours), the Company and the Placing Agent have entered into a supplemental placing agreement, pursuant to which the Long Stop Date has been extended from 18 January 2024 to 25 January 2024 (or such later date as may be agreed between the Company and the Placing Agent). Save and except for the aforesaid amendment of the Long Stop Date, all other terms of the Placing Agreement shall remain unchanged and the Placing Agreement (as supplemented by the supplemental placing agreements dated 5 January 2024 and 18 January 2024) shall remain in full force and effect.

The Placing is not subject to Shareholders’ approval as the Placing Shares will be issued under the existing General Mandate.

Pursuant to the termination provision in the Placing Agreement, the Placing Agent has the right in certain circumstances, in the discretion of the Placing Agent, to terminate the Placing Agreement prior to the conditions precedent in the Placing Agreement being fulfilled. Shareholders and potential investors should note that the Placing is also subject to the satisfaction of the conditions precedent in the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the securities 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, 18 January 2024

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 for a minimum period of seven days from the date of its publication and on the Company’s website at www.tl-cng.com.