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TL Natural Gas Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8536)

VOLUNTARY ANNOUNCEMENT STRATEGIC COOPERATION AGREEMENT

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

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 12 September 2024, Hongkong Hesheng International Industrial Limited, an indirect wholly-owned subsidiary of the Company, entered into a strategic cooperation agreement (the “**Strategic Cooperation Agreement**”) with Guangzhou Baiyun Merchants International Investment Development Co., Ltd. (廣州白雲招商國際投資發展有限公司) (“**Baiyun Merchants**”), pursuant to which the Group shall establish a comprehensive strategic partnership with Baiyun Merchants.

PRINCIPAL TERMS OF THE STRATEGIC COOPERATION AGREEMENT

The principal terms of the Strategic Cooperation Agreement are set out below:

1. the parties will focus on international industry investment solicitation, leveraging the industrial advantages of Baiyun District. By utilising the resources of overseas Chinese and expatriates, the parties aim to create an international industrial exchange platform that broadens the global investment solicitation channels; and
2. the parties plan to jointly invest in the development of a comprehensive energy service station that integrates various energy supply options, including refueling, gas, hydrogen, and charging.

The Board considers that the Strategic Cooperation Agreement has been entered into on normal commercial terms after arm’s length negotiation between the Group and Baiyun Merchants, and such cooperation is in the interests of the Company and its shareholders as a whole.

REASONS FOR AND BENEFIT OF ENTERING INTO THE STRATEGIC COOPERATION AGREEMENT

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 Board believes that the entering into of the Strategic Cooperation Agreement will facilitate the Group's expansion of business scope, improve the Group's resistance to operational risks and is in line with the future development direction of the Group.

INFORMATION ON BAIYUN MERCHANTS

Baiyun Merchants is a state-owned enterprise established under the laws of the People's Republic of China and is a subsidiary of Baiyun Industrial Investment Group Co., Ltd. (廣州白雲產業投資集團有限公司) ("**Baiyun Investment Group**"), which is in turn wholly owned by Guangzhou Baiyun District Finance Bureau (廣州市白雲區財政局). Guangzhou Baiyun is principally engaged in the coordination of Baiyun Investment Group's research work and is the unified window for the investment solicitation of Baiyun Investment Group.

GENERAL

As at the date of this announcement, no specific agreement in relation to the proposed cooperation as stated in the Strategic Cooperation Agreement has been entered into between the parties. As such, the proposed cooperation as stated in the Strategic Cooperation Agreement may or may not be materialised. In the event that the Company enters into any specific agreement(s) in relation to the proposed cooperation, further announcement(s) will be made by the Company in accordance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited as and when appropriate.

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

Hong Kong, 12 September 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 Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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.