

Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (“**Prospectus**”) of TL Natural Gas Holdings Limited (“**Company**”) dated 8 May 2018.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, 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 announcement.

This announcement is for information purposes only and does not constitute an invitation or offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for any Shares or other securities of the Company. Potential investors should read the Prospectus carefully for detailed information about the Company and the Share Offer described in this announcement before deciding whether or not to invest in the Offer Shares thereby being offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or in any other jurisdictions. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”) or any state securities law in the United States. The securities may not be offered, sold, pledged or transferred within the United States except pursuant to registration or an exemption from or in a transaction not subject to the registration requirements of the U.S. Securities Act. There will be no public offer and is not currently intended to be any public offer of securities of the Company in the United States.

## **TL Natural Gas Holdings Limited**

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

### **LISTING ON GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF SHARE OFFER**

<b>Number of Offer Shares</b>	<b>: 125,000,000 Shares</b>
<b>Number of Public Offer Shares</b>	<b>: 12,500,000 Shares (subject to reallocation)</b>
<b>Number of Placing Shares</b>	<b>: 112,500,000 Shares (subject to reallocation)</b>
<b>Offer Price</b>	<b>: Not more than HK\$0.48 per Offer Share and expected to be not less than HK\$0.40 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)</b>
<b>Nominal value</b>	<b>: HK\$0.01 per Share</b>
<b>Stock code</b>	<b>: 8536</b>

#### **Sole Sponsor**



#### **Joint Bookrunners and Joint Lead Managers**



Application has been made by the Company to the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus pursuant to the Capitalisation Issue, the Share Offer and any Shares which may be issued pursuant to the exercise of any options which may be granted under the Share Option Scheme. Assuming the Share Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on 18 May 2018, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. (Hong Kong time) on Friday, 18 May 2018.

The Share Offer comprises (i) the Public Offer of initially 12,500,000 Public Offer Shares (subject to reallocation), representing 10% of the total number of the Offer Shares initially available for subscription, and (ii) the Placing of initially 112,500,000 Placing Shares, representing 90% of the total number of the Offer Shares initially available for subscription (subject to reallocation).

The allocation of the Offer Shares between the Public Offer and the Placing is subject to reallocation as described in the section headed “Structure and Conditions of the Share Offer” in the Prospectus. In particular, the Joint Bookrunners (for themselves and on behalf of the Underwriters) may reallocate Offer Shares from the Placing to the Public Offer to satisfy valid applications under the Public Offer. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 6 of the GEM Listing Rules, the maximum total number of Offer Shares that may be reallocated to the Public Offer following such reallocation shall be not more than double the initial allocation to the Public Offer (i.e. 25,000,000 Offer Shares).

Subject to the granting by the Stock Exchange of the approval for listing of, and permission to deal in, the Shares on the GEM as mentioned in the Prospectus and the Company’s compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. 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 have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$0.48 and is expected to be not less than HK\$0.40 per Offer Share, unless otherwise announced. Applicants for the Public Offer Shares under the Public Offer are required to pay in full, on application, the maximum Offer Price of HK\$0.48 per Share together with brokerage of 1%, the SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005%, amounting to a total of HK\$4,848.37 per board lot of 10,000 Offer Shares. If the Offer Price as finally determined is less than the maximum Offer Price of HK\$0.48 (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Public Offer are not fulfilled in accordance with the section headed “Structure and Conditions of the Share Offer – Conditions of the Share Offer” in the Prospectus, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and the Stock Exchange trading fee, will be refunded, without interest or the cheque or banker’s cashier order will not be cleared. Further details are set out in the paragraphs headed “How to Apply for Public Offer Shares – 13. Refund of Application Monies” in the Prospectus.

The Offer Price is expected to be determined by agreement between the Company and the Joint Bookrunners (for themselves and on behalf of the Underwriters) on the Price Determination Date, which is currently expected to be on or about 11 May 2018 or such later date as the Company and the Joint Bookrunners (for themselves and on behalf of the Underwriters) may agree. If, for any reason, the Company and the Joint Bookrunners (for themselves and on behalf of the Underwriters) are unable to agree on the Offer Price on or before the Price Determination Date or such later date as the Company and the Joint Bookrunners (for themselves and on behalf of the Underwriters) may agree, or the Placing Underwriting Agreement is not signed, the Share Offer will not become unconditional and will lapse. In such event, the Company will issue an announcement on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.tl-cng.com](http://www.tl-cng.com).

**Applications for the Public Offer Shares will be considered on the basis of the terms and conditions as set out in the Prospectus and the Application Forms. The Share Offer is conditional upon the fulfilment of the conditions as set out in the section headed "Structure and Conditions of the Share Offer" in the Prospectus.**

In the event that the conditions of the Share Offer have not been fulfilled (or, where applicable, waived) in accordance with the terms and conditions of the Underwriting Agreements on or before the dates and times as specified therein, the Share Offer will not proceed and all money received will be refunded to applicants for the Share Offer without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Share Offer will be published on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.tl-cng.com](http://www.tl-cng.com) on the next Business Day immediately following the date of such lapse.

The Offer shares are fully underwritten by the Underwriters pursuant to the Underwriting Agreements. Prospective investors should note that the Underwriters are entitled to terminate their obligations under the Underwriting Agreements by notice in writing to the Company given by the Joint Bookrunners (for themselves and on behalf of the Underwriters) upon the occurrence of any of the events set forth under the section headed "Underwriting – Public Offer Underwriting Arrangements and Expenses – The Public Offer Underwriting Agreement – Grounds for termination" in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Friday, 18 May 2018.

Applicants who wish to be allotted the Public Offer Shares to be issued in their own names should (i) complete and sign the **WHITE** Application Form; or (ii) apply online through HK eIPO White Form Service at [www.hkeipo.hk](http://www.hkeipo.hk). Applicants who wish to have the Public Offer Shares allotted and issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participants stock accounts or their designated CCASS Participant's stock accounts should (i) complete and sign the **YELLOW** Application Form; or (ii) apply by giving **electronic application instructions** to HKSCC via CCASS.

## **WHERE TO COLLECT THE PROSPECTUS AND APPLICATION FORMS**

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 8 May 2018 to 12:00 noon on Friday, 11 May 2018 (both days inclusive) (or such later date and time as may apply as described in "How to Apply for Public Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists" in the prospectus) from:

(1) the following addresses of the Public Offer Underwriters:

**Fortune (HK) Securities Limited** 43/F, COSCO Tower, 183 Queen's Road Central, Hong Kong

**Giraffe Capital Limited** 22/F, China Hong Kong Tower, 8-12 Hennessy Road, Hong Kong

(2) any of the following branches of The Bank of East Asia, Limited, the receiving bank for the Public Offer:

**District Branch Address**

<b>Hong Kong Island</b>	Main Branch	10 Des Voeux Road Central, Central
	Shaukiwan Branch	G/F, Ka Fook Building, 289-293 Shau Kei Wan Road, Shau Kei Wan
<b>Kowloon</b>	Kwun Tong Branch	7 Hong Ning Road, Kwun Tong
	Mei Foo Sun Chuen Branch	Shop N57, G/F, Mount Sterling Mall, Mei Foo

You can collect a **YELLOW** Application Form and a Prospectus during normal business hours from 9:00 a.m. on Tuesday, 8 May 2018 to 12:00 noon on Friday, 11 May 2018 (both days inclusive) from (i) the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from (ii) your stockbroker who may have the **YELLOW** Application Forms and printed copies of the Prospects available.

**Time for Lodging Application Forms**

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "**The Bank of East Asia (Nominees) Limited – TL Natural Gas Public Offer**" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following times:

**Tuesday, 8 May 2018 – 9:00 a.m. to 5:00 p.m.**  
**Wednesday, 9 May 2018 – 9:00 a.m. to 5:00 p.m.**  
**Thursday, 10 May 2018 – 9:00 a.m. to 5:00 p.m.**  
**Friday, 11 May 2018 – 9:00 a.m. to 12:00 noon**

The application lists will be open from 11:45 a.m. to 12:00 noon on Friday, 11 May 2018, the last application day or such later time as described in the paragraph headed "How to apply for Public Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

Applicants may apply online through the designated website of the **HK eIPO White Form Service Provider** at [www.hkeipo.hk](http://www.hkeipo.hk) (24 hours daily, except the last application day) from 9:00 a.m. on Tuesday, 8 May 2018 until 11:30 a.m. on Friday, 11 May 2018 or such later date as may apply as described in the section headed "How to Apply for Public Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

**Tuesday, 8 May 2018 – 9:00 a.m. to 8:30 p.m.** <sup>(1)</sup>  
**Wednesday, 9 May 2018 – 8:00 a.m. to 8:30 p.m.** <sup>(1)</sup>  
**Thursday, 10 May 2018 – 8:00 a.m. to 8:30 p.m.** <sup>(1)</sup>  
**Friday, 11 May 2018 – 8:00 a.m.** <sup>(1)</sup> **to 12:00 noon**

*Note:*

- (1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, 8 May 2018 until 12:00 noon on Friday, 11 May 2018 (24 hours daily, except on the last application day) or such later date and time as described in the section headed “How to Apply for Public Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

If you are not a CCASS Investor Participant, you may instruct your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give electronic application instructions via CCASS terminals to apply for the Public Offer Shares on your behalf.

You will be deemed to have authorised HKSCC and/or HKSCC Nominees to transfer the details of your application to our Company, the Sole Sponsor, the Joint Bookrunners and our Hong Kong Branch Share Registrar.

Please refer to the sections headed “Structure and Conditions of the Share Offer” and “How to Apply for Public Offer Shares” in the Prospectus for details of the conditions and procedures of the Public Offer.

## **PUBLICATION OF RESULTS**

The Company expects to announce the final Offer Price, the indication of the level of interest in the Placing, the level of applications in the Public Offer and the basis of allocation of the Public Offer Shares on Thursday, 17 May 2018, (i) on the Company’s website at [www.tl-cng.com](http://www.tl-cng.com); and (ii) on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) under the Public Offer will be available at the times and date and in the manner specified below:

- (a) in the announcement to be posted on our Company’s website at [www.tl-cng.com](http://www.tl-cng.com) and the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) by no later than 9:00 a.m. on Thursday, 17 May 2018;
- (b) from the designated results of allocations website [www.tricor.com.hk/ipo/result](http://www.tricor.com.hk/ipo/result) with a “search by ID” function on a 24-hour basis from 8:00 a.m. on Thursday, 17 May 2018 to 12:00 mid-night on Wednesday, 23 May 2018;

- (c) by telephone enquiry line by calling (852) 3691 8488 between 9:00 a.m. and 6:00 p.m. from Thursday, 17 May 2018 to Wednesday, 23 May 2018 (excluding Saturday, Sunday and Public Holiday);
- (d) in the special allocation results booklets which will be available for inspection during opening hours from Thursday, 17 May 2018 to Monday, 21 May 2018 at all the receiving designated branches of the receiving bank.

**No temporary document of title will be issued in respect of the Shares.**

No receipt will be issued for sums paid on application.

Share certificates will only become valid at 8:00 a.m. (Hong Kong time) on Friday, 18 May 2018 provided that the Share Offer has become unconditional and the right of termination described in the section headed “Underwriting – Public Offer Underwriting Arrangements and Expenses – Grounds for termination” in the Prospectus has not been exercised.

If, for any reason, the Offer Price is not agreed between the Company and the Joint Bookrunners (for themselves and on behalf of the Underwriters) on 16 May 2018, the Share Offer will not become unconditional and will lapse.

Assuming that the Share Offer becomes unconditional in all respects and the Underwriting Agreements are not terminated in accordance with their respective terms at or before 8:00 a.m. (Hong Kong time) on Friday, 18 May 2018, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. (Hong Kong time) on Friday, 18 May 2018. The Shares will be traded in board lots of 10,000 Shares. The stock code of the Shares is 8536.

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

Hong Kong, 8 May 2018

*As at the date of this announcement, the Board comprises Mr. Liu Yong Cheng, Liu Yong Qiang and Liu Chunde as executive Directors; Mr. Wong Chun Peng, Stewart, Mr. Li Wai Kwan and Ms. Li Hoi Lam, Helen as independent non-executive Directors.*

*This announcement, for which all the Directors jointly and severally 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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein or in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement and a copy of the Prospectus will remain on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and, in the case of this announcement, on the “Latest Company Announcements” page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company’s website at [www.tl-cng.com](http://www.tl-cng.com).*