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If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tian Lun Gas Holdings Limited (the “Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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天倫燃气
TIANLUN GAS

Tian Lun Gas Holdings Limited

天倫燃气控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1600)

- (1) RENEWAL OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES**
- (2) RETIREMENT OF DIRECTORS AND
RE-ELECTION OF RETIRING DIRECTORS**
- (3) PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND**
- (4) NOTICE OF ANNUAL GENERAL MEETING**
-

A notice convening an annual general meeting of the Company to be held on 28 May 2024 (Tuesday) at 10:00 a.m. at the Conference Room, 5th Floor, Tian Lun Group Building, No. 6 Huang He East Road, Zheng Dong Xin District, Zhengzhou City, Henan Province, the PRC is set out on pages 15 to 19 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting thereof should you so desire.

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DEFINITIONS

“AGM”	the annual general meeting of the Company to be held on 28 May 2024 (Tuesday) at 10:00 a.m. at the Conference Room, 5th Floor, Tian Lun Group Building, No. 6 Huang He East Road, Zheng Dong Xin District, Zhengzhou City, Henan Province, the PRC;
“AGM Notice”	the notice convening the AGM set out on pages 15 to 19 of this circular;
“Articles of Association”	the articles of association of the Company as amended from time to time;
“Board”	the board of Directors;
“close associates”	has the same meaning as defined in the Listing Rules;
“Company”	Tian Lun Gas Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange;
“core connected person(s)”	has the same meaning as defined in the Listing Rules;
“Director(s)”	the directors of the Company;
“Final Dividend”	the proposed final dividend of RMB10.82 cents per Share as recommended by the Board;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares set out as resolution no. 5 in the AGM Notice;
“Latest Practicable Date”	26 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Ms. Sun”	Ms. Sun Yanxi (孫燕熙女士), the spouse of Mr. Zhang Yingcen, who is an executive Director and a controlling Shareholder (as defined by the Listing Rules) of the Company;

DEFINITIONS

“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan Region;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares set out as resolution no. 6 in the AGM Notice;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of (a) Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs;
“USD”	United States dollar, the lawful currency of the USA;
“%”	per cent.

If there is any inconsistency between the Chinese names of PRC companies, entities, departments, facilities or titles mentioned in this circular and their English translation, the Chinese version shall prevail.

LETTER FROM THE BOARD



天倫燃气
TIANLUN GAS

Tian Lun Gas Holdings Limited

天倫燃氣控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1600)

Board of Directors

Executive Directors:

Mr. Zhang Yingcen (*Chairman*)
Mr. Xian Zhenyuan (*Chief Executive*)
Mr. Liu Min (*General Manager*)
Ms. Li Tao

Non-executive Directors:

Ms. Chen Hong
Mr. Zhang Daoyuan

Independent non-executive Directors:

Mr. Li Liuqing
Ms. Ou Yaqun
Mr. Lei Chunyong
Ms. Zhou Lin

Registered Office:

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

*Principal Place of Business
in Hong Kong:*

Unit 4601-02, 46/F, The Center
99 Queen's Road Central
Central
Hong Kong

3 May 2024

To the Shareholders

Dear Sir or Madam,

- (1) RENEWAL OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES**
- (2) RETIREMENT OF DIRECTORS AND
RE-ELECTION OF RETIRING DIRECTORS**
- (3) PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND**
- (4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate, the proposed Repurchase Mandate and the extension of the Issue Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) furnish you with details of the proposed re-election of Directors; (iv) provide you with information in respect of the payment of Final Dividend; and (v) give you notice of the AGM.

LETTER FROM THE BOARD

ISSUE MANDATE AND REPURCHASE MANDATE

The Company's existing mandates to issue and repurchase Shares were approved by its then Shareholders on 30 June 2023. Unless otherwise renewed, the existing mandates to issue and repurchase Shares will lapse at the conclusion of the AGM.

Ordinary resolutions will be proposed at the AGM to grant to the Directors new general mandates:

- (i) to allot, issue and otherwise deal with new Shares with an aggregate number not exceeding 20% of the aggregate number of the issued Shares as at the date of passing the proposed resolution at the AGM; and
- (ii) to repurchase Shares with an aggregate number not exceeding 10% of the aggregate number of the issued Shares as at the date of passing the proposed resolution at the AGM.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, a total of 981,885,108 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company will be allowed to issue a maximum of 196,377,021 Shares, representing 20% of the aggregate number of the issued Shares as at the date of the AGM.

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular.

RETIREMENT OF DIRECTORS AND RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 108 of the Articles of Association, Mr. Zhang Yingcen, Mr. Xian Zhenyuan, Ms. Chen Hong and Ms. Ou Yaqun will retire from their office as Directors and being eligible, have offered themselves for re-election as Directors at the AGM. Particulars of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

On 25 March 2024, the nomination committee of the Company, after having reviewed the profiles and the contributions of the retiring independent non-executive Director Ms. Ou Yaqun, who has offered herself for re-appointment at the AGM, reported to the Board on proposing the re-election of Ms. Ou Yaqun as an independent non-executive Director at the AGM.

In proposing Ms. Ou Yaqun to stand for re-election as an independent non-executive Director at the AGM, the Board has considered her experience, her contribution to the Board and her commitment to the role and Ms. Ou Yaqun is a member of the Chinese Institute of Certified Public Accountants.

LETTER FROM THE BOARD

The Board considered that in view of her educational background and professional knowledge and experience as mentioned above and set out in Appendix II to this circular, Ms. Ou Yaqun, as independent non-executive Director, will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and the appointment will contribute to the diversity (in particular in terms of skills) of the Board.

The Board also assessed and reviewed the annual confirmations of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules of Ms. Ou Yaqun, and was satisfied with her independence.

NOMINATION FOR ELECTION OF DIRECTORS

Article 113 of the Articles of Association provides that no person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been given to the Company during the period commencing no earlier than the day after the despatch of the notice of the general meeting appointed for such election and ending no later than seven (7) days prior to the date of such general meeting, which should last at least seven (7) days.

If a Shareholder wishes to nominate a person to stand for election as a Director at the AGM, he should serve at the principal place of business in Hong Kong of the Company at Unit 4601-02, 46/F, The Center, 99 Queen's Road Central, Central, Hong Kong or at the Company's branch share registrar in Hong Kong at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong within the period from 6 May 2024 (Monday) to 13 May 2024 (Monday), both days inclusive, (i) his/her/its written nomination of the candidate, (ii) written confirmation from such nominated candidate of his/her/its willingness to be elected as Director, and (iii) the biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules.

DECLARATION AND PAYMENT OF FINAL DIVIDEND

The Board has recommended declaration and payment of a final dividend of RMB10.82 cents per share for the year ended 31 December 2023, subject to the Shareholders' approval at the AGM.

As at the Latest Practicable Date, the Company has 981,885,108 Shares in issue.

Based on the number of issued Shares as at the Latest Practicable Date, the Final Dividend, if declared and paid, will amount to an aggregate amount of approximately RMB106,240,000.

Closure of Register of Members

In order to determine the Shareholders' entitlement to the proposed Final Dividend, the register of members of the Company will be closed from 4 June 2024 (Tuesday) to 7 June 2024 (Friday) (both days inclusive), during which no transfer of shares of the Company will be registered.

LETTER FROM THE BOARD

In order to be eligible to receive the proposed Final Dividend, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Group's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 3 June 2024 (Monday).

AGM

A notice convening the AGM to be held on 28 May 2024 (Tuesday) at 10:00 a.m. at the Conference Room, 5th Floor, Tian Lun Group Building, No. 6 Huang He East Road, Zheng Dong Xin District, Zhengzhou City, Henan Province, the PRC is set out on pages 15 to 19 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein. Under Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the AGM must be taken by poll.

You will find an enclosed form of proxy for use at the AGM herein. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM, or any adjournment thereof, should you so wish.

RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate, the re-election of the retiring Directors and the declaration and payment of the Final Dividend are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that the Shareholders vote in favour of the relevant resolutions as set out in the AGM Notice at the AGM.

By order of the Board
Tian Lun Gas Holdings Limited
Zhang Yingcen
Chairman

This appendix includes an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors in the AGM.

1. LISTING RULES IN RELATION TO REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. FUNDING AND IMPACT OF REPURCHASES

Any repurchase will only be made out of funds which are legally available for the purpose in accordance with the memorandum and Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. Any repurchase of Shares will be made out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purpose of the purchase or, if authorised by the Articles of Association and subject to the laws of the Cayman Islands, out of capital and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles of Association and subject to the laws of the Cayman Islands, out of capital. In accordance with the laws of the Cayman Islands, the shares so repurchased would be treated as cancelled.

As compared with the financial position of the Company as at 31 December 2023 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general mandate from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

4. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 981,885,108 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 98,188,510 Shares, being 10% of the issued share capital of the Company.

5. UNDERTAKING OF THE DIRECTORS

The Directors, so far as the same may be applicable, will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the memorandum and the Articles of Association. Neither the explanatory statement nor the proposed share repurchase has any unusual features.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code.

As a result, a Shareholder or a group of Shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the interest of the Shareholder(s), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and insofar the Directors are aware of, the controlling Shareholders are (i) Tian Lun Group Limited ("**Tian Lun Group**") which owns 471,171,300 Shares (representing approximately 47.99% of the issued share capital of the Company); (ii) Mr. Zhang Yingcen ("**Mr. Zhang**"), who owns 98% of the issued share capital of Gold Shine Development Limited ("**Gold Shine**") which in turn holds the entire issued share capital of Tian Lun Group; and (iii) Gold Shine, which holds the entire issued share capital of Tian Lun Group. Therefore, Mr. Zhang and Gold Shine are deemed or taken to be interested in all the Shares held by Tian Lun Group for the purposes of the SFO. Mr. Zhang beneficially owns all shares in issue of Chequers Development Limited, which in turn owns 63,728,000 Shares. Therefore, Mr. Zhang is also deemed or taken to be interested in all the Shares held by Chequers Development Limited for the purposes of the SFO. Mr. Zhang beneficially owns all shares in issue of Kind Edge Limited, which in turn owns 21,000,000 Shares. Therefore, Mr. Zhang is also deemed or taken to be interested in all the Shares held by Kind Edge Limited for the purposes of the SFO. Ms. Sun holds 5,722,500 Shares through her individual security account, and therefore Mr. Zhang is deemed or taken to be interested in all the Shares in which Ms. Sun is interested for the purpose of the SFO.

In the event that the Repurchase Mandate was exercised in full, the interest of Tian Lun Group and Gold Shine would be increased from approximately 47.99% to approximately 53.32% and the total interests of Mr. Zhang would be increased from approximately 57.20% to approximately 63.55%. On the basis of the aforesaid increase of shareholding held by Tian Lun Group and Gold Shine, Tian Lun Group and Gold Shine may be obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full. The Directors do not intend to exercise the power to repurchase the Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code. In addition, the Directors have no intention to exercise the Repurchase Mandate to such an extent that results in the public shareholding being less than the minimum public float requirement of 25% of the total issued share capital of the Company.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates have any present intention, in the event that the proposed Repurchase Mandate is granted, to sell the Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell the Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of the Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) within the six months prior to the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices of the Shares at which the Shares have been traded on the Stock Exchange in each of the following months immediately preceding the Latest Practicable Date were as follows:

	Price Per Share	
	Lowest <i>HK\$</i>	Highest <i>HK\$</i>
2023		
April	4.23	5.59
May	5.53	6.18
June	5.02	6.15
July	4.65	5.5
August	4	5.05
September	3.44	4.16
October	3.48	4.05
November	3.08	3.86
December	3.18	4.37
2024		
January	3.11	4.37
February	3.62	4.45
March	4.19	5.29
April (up to the Latest Practicable Date)	4.48	5.1

The biographical details of the Directors proposed to be re-elected at the AGM are set out as follows:

Executive Directors

Mr. Zhang Yingcen, aged 61, is the founder and the Chairman of the Company and an executive Director. He is responsible for the overall strategic planning and has involved in leading the development and investment of the business of the Group in the PRC. Mr. Zhang has more than 27 years of management experience, including 22 years of experience in the management of gas enterprises. Mr. Zhang obtained his certificate of EMBA from Tsinghua University in 2018. He is currently the vice president of Chinese Xiangqi Association, and the vice president of Henan Charity General Federation.

Save as disclosed above, Mr. Zhang has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. Zhang owned 98% of the issued share capital of Gold Shine Development Limited, which in turn held the entire issued share capital of Tian Lun Group. Tian Lun Group Limited owned 471,171,300 Shares. Mr. Zhang was deemed or taken to be interested in all the Shares held by Tian Lun Group Limited for the purposes of the SFO. Mr. Zhang Yingcen beneficially owned all shares in issue of Chequers Development Limited, which in turn owns 63,728,000 Shares. Therefore, Mr. Zhang was also deemed or taken to be interested in all the Shares held by Chequers Development Limited for the purposes of the SFO. Mr. Zhang beneficially owns all shares in issue of Kind Edge Limited, which in turn owns 21,000,000 Shares. Therefore, Mr. Zhang is also deemed or taken to be interested in all the Shares held by Kind Edge Limited for the purposes of the SFO. Ms. Sun, the spouse of Mr. Zhang Yingcen, who held 5,722,500 Shares through her individual security account, and therefore Mr. Zhang was deemed or taken to be interested in all the Shares in which Ms. Sun was interested for the purpose of the SFO.

Mr. Zhang Daoyuan is the son of Mr. Zhang Yingcen. Save as disclosed above, Mr. Zhang does not have any relationship with other Directors, senior management, substantial or controlling Shareholders of the Company and he has no other interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Zhang has entered into a director's service agreement with the Company for an initial term of three years, which may be terminated by either party thereto by giving to the other not less than one month's prior written notice. Mr. Zhang is entitled to receive a director's remuneration of RMB780,000 per annum which was determined with reference to the prevailing market practice, the Company's remuneration policy, and his duties and responsibilities with the Group. Mr. Zhang is also entitled to a discretionary bonus subject to the approval by the Board.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to (v) of the Listing Rules.

Mr. Xian Zhenyuan, aged 49, is the chief executive and an executive Director of the Company. Mr. Xian has 20 years of experience in the management of gas enterprises. Mr. Xian joined the Group in 2003 and served as a director and general manager of certain subsidiaries of the Company successively. Mr. Xian obtained a bachelor's degree majoring in International Trade from Southeast University in the PRC in July 1997 and obtained a master's degree majoring in Accounting from Macquarie University in Australia in April 2003.

Save as disclosed above, Mr. Xian has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. Xian beneficially owned entire issued share capital of Pleasant New Limited, which in turn owned 12,829,500 Shares. Mr. Xian was deemed or taken to be interested in all the Shares held by Pleasant New Limited for the purposes of the SFO. Moreover, Mr. Xian beneficially owned 9,000,000 Shares.

Save as disclosed above, Mr. Xian does not have any relationship with other Directors, senior management, substantial or controlling Shareholders of the Company and he has no other interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Xian has entered into a director's service agreement with the Company for an initial term of three years, which may be terminated by either party thereto by giving to the other not less than three months' prior written notice. Mr. Xian is entitled to receive a director's remuneration of RMB600,000 per annum which was determined with reference to the applicable market practice, the Company's remuneration policy, and his duties and responsibilities with the Group. Mr. Xian is also entitled to a discretionary bonus subject to the approval by the Board.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to (v) of the Listing Rules.

Non-executive Director

Ms. Chen Hong, aged 50, is a non-executive Director. Ms. Chen is currently the financial controller (財務總監) of Zhuhai Port Co., Ltd.* (珠海港股份有限公司), the shares of which are listed on Shenzhen Stock Exchange (stock code: 000507). Zhuhai Port Co., Ltd. is a substantial shareholder of our Company. Ms. Chen is also a director of Zhuhai Port (Hong Kong) Development Co., Limited. Zhuhai Port (Hong Kong) Development Co., Limited is a subsidiary of Zhuhai Port Co., Ltd.*, and a substantial shareholder of the Company. Ms. Chen is also a director of Jiangsu Xiuqiang Glasswork Co., Ltd.* (江蘇秀強玻璃工藝股份有限公司), the shares of which are listed on Shenzhen Stock Exchange (stock code: 300160). Prior to joining Zhuhai Port Co., Ltd., Ms. Chen served as the financial controller (財務總監) of Zhuhai Letong Chemical Co., Ltd.* (珠海市樂通化工股份有限公司), the shares of which are listed on Shenzhen Stock Exchange (stock code: 002319), from May 2011 to August 2013. Ms. Chen was a director of Xinghua Port Holdings Ltd. (Stock Code: 1990)(now known as Zhuhai Harbour (Singapore) Company., Limited), the shares of

which were listed on the Main Board of The Stock Exchange of Hong Kong and the listing was withdrawn on 20 November 2020. Zhuhai Harbour (Singapore) Company., Limited is now a subsidiary of Zhuhai Port Co., Ltd.* Ms. Chen obtained a bachelor degree (major in electronic materials and components) from South China University of Technology (華南理工大學) in China in July 1995. She is a member of the Chinese Institute of Certified Public Accountants.

Save as disclosed above, Ms. Chen has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Ms. Chen does not have any relationship with other Directors, senior management, substantial or controlling Shareholders of the Company and she has no other interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Ms. Chen has entered into a director's service agreement with the Company for an initial term of three years, which may be terminated by either party thereto by giving to the other not less than one month's prior written notice. Ms. Chen is entitled to receive a director's remuneration of RMB60,000 per annum which is determined with reference to her duties, experience and responsibilities in the Company as well as the prevailing market conditions.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to (v) of the Listing Rules.

Independent non-executive Director

Ms. Ou Yaqun, aged 53, is an independent non-executive Director. Ms. Ou is currently the deputy general manager (副總經理) of Zhengzhou Qidi Donglong Technology Development Co., Ltd.* (鄭州啓迪東龍科技發展有限公司). Prior to joining Zhengzhou Qidi Donglong Technology Development Co., Ltd., Ms. Ou served as the chief financial officer (首席財務官) of Greka Engineering & Technology Ltd (格瑞克工程技術有限公司*) from February 2008 to September 2017; a budget analyst of Xinyuan (China) Real Estate, Ltd. (鑫苑(中國)置業有限公司), a subsidiary of Xinyuan Real Estate Co., Ltd., the shares of which are listed on New York Stock Exchange (stock code: XIN), from July 2007 to February 2008; the finance controller (財務總監) of Henan Hejing Air Purification Technology Co., Ltd* (河南核淨空氣淨化技術有限責任公司) (now known as Henan Hejing Cleaning Technology Co., Ltd* (河南核淨潔淨技術有限責任公司)) from July 1998 to June 2007; and a finance supervisor (財務總管/總賬總管) of The Fifth Research and Design Institute of Nuclear Industry* (核工業第五研究設計院) from July 1992 to June 1998. Ms. Ou obtained a bachelor degree (major in accountancy) from Hengyang Engineering Institute* (衡陽工學院) (now known as University of South China (南華大學)) in June 1992. She obtained a master degree of accounting from Henan University of Economics and Law (河南財經政法大學) in June 2010. She is a member of the Chinese Institute of Certified Public Accountants.

Save as disclosed above, Ms. Ou has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Ms. Ou does not have any relationship with other Directors, senior management, substantial or controlling Shareholders of the Company and she has no other interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Ms. Ou has entered into a director's service agreement with the Company for an initial term of three years, which may be terminated by either party thereto by giving to the other not less than one months' prior written notice. Ms. Ou is entitled to receive a director's remuneration of RMB60,000 per annum which is determined with reference to her duties, experience and responsibilities in the Company as well as the prevailing market conditions.

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



天倫燃气
TIANLUN GAS

Tian Lun Gas Holdings Limited

天倫燃气控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1600)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of Tian Lun Gas Holdings Limited (the “**Company**”) will be held on 28 May 2024 (Tuesday) at 10:00 a.m. at the Conference Room, 5th Floor, Tian Lun Group Building, No. 6 Huang He East Road, Zheng Dong Xin District, Zhengzhou City, Henan Province, the People’s Republic of China for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated accounts and reports of the directors (the “**Director(s)**”) and auditors of the Company and its subsidiaries for the year ended 31 December 2023.
2. To declare a final dividend of RMB10.82 cents per share of the Company for the year ended 31 December 2023.
3. To re-appoint KPMG as auditors of the Company and to authorise the Board to fix their remuneration.
4.
 - (a) To re-elect Mr. Zhang Yingcen as an executive Director.
 - (b) To re-elect Mr. Xian Zhenyuan as an executive Director.
 - (c) To re-elect Ms. Chen Hong as a non-executive Director.
 - (d) To re-elect Ms. Ou Yaqun as an independent non-executive Director.
 - (e) To authorise the Board to fix the remuneration of the Directors.

NOTICE OF ANNUAL GENERAL MEETING

5. **“THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;
- (C) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate number of issued shares of the Company at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem

NOTICE OF ANNUAL GENERAL MEETING

necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

6. **“THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the aggregate number of shares of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate number of issued shares of the Company as at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditional upon the passing of resolutions No. 5 and No. 6 as set out in this notice convening the Meeting of which this resolution forms part, the general mandate granted to the Directors pursuant to resolution No. 5 as set out in this notice convening the Meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 6 as set out in this notice convening the Meeting of which this resolution forms part, provided that such amount shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of passing this resolution.”

By order of the Board
Tian Lun Gas Holdings Limited
Zhang Yingcen
Chairman

Hong Kong, 3 May 2024

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any Shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the ordinary resolution no. 6 as set out in this notice is enclosed.
8. The transfer books and Register of Members of the Company will be closed from 23 May 2024 (Thursday) to 28 May 2024 (Tuesday), both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Annual General Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 22 May 2024 (Wednesday).
9. Details of the retiring directors proposed to be re-elected as directors of the Company at the Meeting are set out in Appendix II to the circular of the Company dated 3 May 2024 (Friday).
10. A form of proxy for use at the Meeting is enclosed.