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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 15 May 2026 (Friday) 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 16 to 20 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 and in such event, the form of proxy shall be deemed to be revoked. For the avoidance of doubt, holders of any treasury shares shall abstain from voting at general meetings in respect of any treasury shares held by them, if any.

20 April 2026

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DEFINITIONS

“AGM”	the annual general meeting of the Company to be held on 15 May 2026 (Friday) 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 16 to 20 of this circular;
“Articles of Association”	the articles of association of the Company as amended from time to time;
“Board”	the board of Directors;
“CCASS”	the Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system;
“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 RMB5.57 cents per Share as recommended by the Board;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“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, issue or deal with new Shares set out as resolution no. 5 in the AGM Notice;
“Latest Practicable Date”	14 April 2026, 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;

DEFINITIONS

“Ms. Sun”	Ms. Sun Yanxi (孫燕熙女士), the spouse of Mr. Zhang Yingcen, who is a controlling Shareholder (as defined by the Listing Rules);
“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;
“Treasury Shares”	has the same meaning as defined in the Listing Rules;
“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

天倫燃气控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1600)

Board of Directors

Executive Directors:

Mr. Xian Zhenyuan

(Chairman, Chief Executive and General Manager)

Ms. Li Tao

Mr. Xiao Hui

Ms. Zhang Baixuan

Non-executive Directors:

Ms. Chen Hong

Mr. Zhang Daoyuan

Independent non-executive Directors:

Mr. Li Liuqing

Mr. Lei Chunyong

Ms. Zhou Lin

Ms. Tao Xiaohui

Registered Office:

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman

KY1-1108

Cayman Islands

Principal Place of Business

in Hong Kong:

20/F, 163 QRE

163 Queen's Road East

Wanchai, Hong Kong

20 April 2026

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 29 May 2025. 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 (including any sale or transfer of Treasury Shares) with an aggregate number not exceeding 20% of the aggregate number of the issued Shares (excluding any Treasury 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 (excluding any Treasury 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 975,196,608 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 195,039,321 Shares, representing approximately 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. Xian Zhenyuan, Ms. Chen Hong, Mr. Lei Chunyong and Ms. Zhou Lin 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 30 March 2026, the nomination committee of the Company, after having reviewed the profiles and the contributions of the retiring independent non-executive Directors, Mr. Lei Chunyong and Ms. Zhou Lin, who have offered themselves for re-appointment at the AGM, reported to the Board on proposing the re-election of Mr. Lei Chunyong and Ms. Zhou Lin as independent non-executive Directors at the AGM.

LETTER FROM THE BOARD

The Board considers that, having regard to their educational background and professional knowledge and experience as mentioned above and as set out in Appendix II to this circular, Mr. Lei Chunyong and Ms. Zhou Lin, if re-elected as independent non-executive Directors, will continue to contribute valuable perspectives, expertise, skills and experience to the Board and enhance its effective and efficient functioning. The Board further believes that the re-appointment of Mr. Lei Chunyong and Ms. Zhou Lin as independent non-executive Directors will contribute to the diversity of the Board, in particular in terms of skills and experience.

The Board has also assessed and reviewed the annual confirmations of independence provided by each of Mr. Lei Chunyong and Ms. Zhou Lin pursuant to Rule 3.13 of the Listing Rules and is satisfied that each of them remains independent. Accordingly, the Board recommends the re-election of Mr. Lei Chunyong and Ms. Zhou Lin as independent non-executive Directors at the AGM.

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 20/F, 163 QRE, 163 Queen's Road East, Wanchai, 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 23 April 2026 (Thursday) to 30 April 2026 (Thursday), 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 RMB5.57 cents per share for the year ended 31 December 2025, subject to the Shareholders' approval at the AGM.

As at the Latest Practicable Date, the Company has 975,196,608 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 RMB54,319,000.

LETTER FROM THE BOARD

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 22 May 2026 (Friday) to 28 May 2026 (Thursday) (both days inclusive), during which no transfer of shares of the Company will be registered.

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 Company'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 21 May 2026 (Thursday).

AGM

A notice convening the AGM to be held on 15 May 2026 (Friday) 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 16 to 20 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 and in such event, the form of proxy shall be deemed to be revoked. For the avoidance of doubt, holders of any treasury shares shall abstain from voting at general meetings in respect of any treasury shares held by them, if any.

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**
Xian Zhenyuan
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 2025 (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 975,196,608 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 97,519,660 Shares, being approximately 10% of the issued share capital of the Company (excluding any Treasury Shares).

The Company may cancel any repurchased Shares and/or hold them as Treasury Shares subject to market conditions and the capital management needs of the Company at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

5. 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.

Tian Lun Group Limited ("**Tian Lun Group**") owns 471,171,300 Shares, representing approximately 48.32% of the issued share capital of the Company. Gold Shine Development Limited ("**Gold Shine**"), which holds the entire issued share capital of Tian Lun Group, is deemed to be interested in all the Shares held by Tian Lun Group for the purposes of the SFO. Chequers Development Limited (the "**Chequers Development**") owns 63,728,000 Shares, representing approximately 6.53% of the issued share capital of the Company. Kind Edge Limited ("**Kind Edge**") owns 21,000,000 Shares, representing approximately 2.15% of the issued share capital of the Company. Gold Shine, Chequers Development and Kind Edge are wholly-owned by Everlasting Flourish Limited ("**Everlasting Flourish**"). Everlasting Flourish is wholly owned by Trident Trust Company (HK) Limited ("**Trident Trust (HK)**") in its capacity as the trustee of a family trust (the "**Zhang's Family Trust**") established by Mr. Zhang Yingcen ("**Mr. Zhang**").

As at the Latest Practicable Date and insofar the Directors are aware of, (a) each of Trident Trust (HK) and Everlasting Flourish is deemed to be interested in the 555,899,300 Shares, representing approximately 57.00% of the total issued share capital of the Company; (b) Mr. Zhang (as settlor and one of the beneficiaries of the Zhang's Family Trust) is deemed to be interested in (i) the 555,899,300 Shares, representing approximately 57.00% of the total issued share capital of the Company; and (ii) the 5,722,500 Shares held by Ms. Sun, the spouse of Mr. Zhang, through her individual security account, representing approximately 0.59% of the total issued share capital of the Company.

In the event that the Repurchase Mandate was exercised in full, the total interests of Mr. Zhang would be increased from approximately 57.59% to approximately 63.99%. On the basis of the aforesaid increase of shareholding held by the Shareholders set out above, the Directors are not aware of any consequences of such buying back of Shares that would result in any Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Buy-back Mandate was exercised in full. Moreover, 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.

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors or any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands. The Company confirms that neither this explanatory statement nor the proposed share repurchase has any unusual features.

7. SHARE REPURCHASE MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company had repurchased the Shares on the Stock Exchange as follows:

Date	Number of Shares repurchased	Price per Share		Aggregate purchase price (HK\$)
		Highest (HK\$)	Lowest (HK\$)	
22 December 2025	30,000	3.09	3.08	92,886.10
23 December 2025	101,000	3.13	3.08	315,365.46
24 December 2025	73,500	3.20	3.16	235,030.17
29 December 2025	413,500	3.26	3.17	1,333,439.15
30 December 2025	690,500	3.30	3.24	2,270,003.55
31 December 2025	500,000	3.37	3.33	1,685,792.56
2 January 2026	300,000	3.40	3.23	995,387.29
5 January 2026	400,000	3.29	3.04	1,274,019.59
6 January 2026	500,000	3.22	2.99	1,560,619.67
7 January 2026	205,000	3.10	2.98	622,198.56
8 January 2026	280,000	3.04	3.00	852,175.51
9 January 2026	200,000	3.06	3.03	611,183.77
12 January 2026	300,000	3.01	2.98	901,804.39
13 January 2026	349,500	2.97	2.92	1,028,647.45
14 January 2026	222,500	2.93	2.91	653,813.34
15 January 2026	280,000	2.93	2.91	820,901.65
16 January 2026	288,000	2.94	2.90	841,767.26
19 January 2026	142,000	2.92	2.90	414,779.65
20 January 2026	142,000	2.95	2.93	418,989.68
21 January 2026	120,000	2.94	2.91	352,519.61
22 January 2026	113,000	3.00	2.99	339,878.59
23 January 2026	50,000	3.03	3.03	152,049.99
26 January 2026	50,000	3.01	3.01	151,046.36
27 January 2026	50,000	2.98	2.98	149,540.40
28 January 2026	90,000	3.02	3.00	271,882.62
29 January 2026	120,000	2.99	2.96	358,872.30
30 January 2026	110,000	2.94	2.92	323,559.88
2 February 2026	230,000	2.92	2.89	672,596.46
3 February 2026	30,000	2.89	2.88	86,994.71
4 February 2026	278,000	2.87	2.87	800,754.00
5 February 2026	30,000	2.86	2.86	86,111.40

8. 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:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
April	2.67	2.80
May	2.54	2.90
June	2.69	3.25
July	3.10	3.53
August	3.32	5.17
September	3.01	5.13
October	3.20	3.52
November	3.00	3.29
December	2.80	3.45
2026		
January	2.88	3.43
February	2.69	2.92
March	3.37	2.72
April (up to the Latest Practicable Date)	2.95	2.79

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

Executive Director

Mr. Xian Zhenyuan, aged 51, is the Chairman, chief executive and an executive Director of the Company. Mr. Xian has 22 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.

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 (i) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (ii) does not have, and is not deemed to have, any interest in the securities of the Company within the meaning of Part XV of the SFO; and (iii) does not hold any position in the Company or any subsidiary of the Company, nor any directorship in other listed public companies in the last three years.

Mr. Xian has entered into a director's service agreement with the Company for an initial term of one years, which may be terminated by either party thereto by giving to the other not less than one 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 52, is a non-executive Director of the Company. 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 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.* 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 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). 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 (i) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (ii) does not have, and is not deemed to have, any interest in the securities of the Company within the meaning of Part XV of the SFO; and (iii) does not hold any position in the Company or any subsidiary of the Company, nor any directorship in other listed public companies in the last three years.

Ms. Chen has entered into a director's service agreement with the Company for an initial term of one years, which may be terminated by either party thereto by giving to the other not less than one months' 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.

** For identification purpose only*

Independent non-executive Directors

Mr. Lei Chunyong, aged 48, is an independent non-executive Director of the Company. Mr. Lei has accumulated more than 20 years of experience in accounting and auditing. He has served as a partner of Xigema Cpas (希格瑪會計師事務所), and served as a partner of Zhongxingcai Guanghua Certified Public Accountants LLP (中興財光華會計師事務所(特殊普通合夥)). He currently serves as a deputy director of Division II at the Xiong'an Branch of Zhongxinghua Certified Public Accountants LLP (中興華會計師事務所雄安分所二部). He has been a member of the Chinese Institute of Certified Public Accountants since 2002.

Save as disclosed above, Mr. Lei (i) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (ii) does not have, and is not deemed to have, any interest in the securities of the Company within the meaning of Part XV of the SFO; and (iii) does not hold any position in the Company or any subsidiary of the Company, nor any directorship in other listed public companies in the last three years.

Mr. Lei has entered into a director's service agreement with the Company for an initial term of one year, which may be terminated by either party thereto by giving to the other not less than one months' prior written notice. Mr. Lei is entitled to receive a director's remuneration of RMB100,000 per annum which is determined with reference to the applicable market practice, the Company's remuneration policy, and his duties and responsibilities with the Group.

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.

Ms. Zhou Lin, aged 48, is an independent non-executive Director of the Company. Ms. Zhou is currently an associate professor of the Henan University of Economics and Law and is primarily engaged in management and accounting fields such as Financial digital and intelligent transformation, the construction path of digital and intelligent operation control platform, strategic maps, management control systems, budget management, cost management, etc. Ms. Zhou obtained a bachelor's degree in auditing from Zhengzhou University, a master's degree in accounting from Henan University of Economics and Law and a doctorate in accounting from Shanghai University of Finance and Economics in June 2000, July 2007 and June 2011, respectively. Ms. Zhou is a leading accounting talent in Henan Province and a high-level talent in Henan Province. Ms. Zhou is a member of the Chinese Institute of Certified Public Accountants.

Save as disclosed above, Ms. Zhou (i) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (ii) does not have, and is not deemed to have, any interest in the securities of the Company within the meaning of Part XV of the SFO; and (iii) does not hold any position in the Company or any subsidiary of the Company, nor any directorship in other listed public companies in the last three years.

Ms. Zhou has entered into a director's service agreement with the Company for an initial term of one year, which may be terminated by either party thereto by giving to the other not less than one month's prior written notice. Ms. Zhou is entitled to receive a director's remuneration of RMB100,000 per annum which is determined with reference to the applicable market practice, the Company's remuneration policy, and his duties and responsibilities with the Group.

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 15 May 2026 (Friday) 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 2025.
2. To declare a final dividend of RMB5.57 cents per share of the Company for the year ended 31 December 2025.
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. Xian Zhenyuan as an executive Director.
 - (b) To re-elect Ms. Chen Hong as a non-executive Director.
 - (c) To re-elect Mr. Lei Chunyong as an independent non-executive Director.
 - (d) To re-elect Ms. Zhou Lin 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, and including any sale or transfer of treasury shares out of treasury that are held as treasury shares 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 (excluding any treasury 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.

NOTICE OF ANNUAL 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 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 (excluding any treasury 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 number of shares 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 (excluding any treasury shares of the Company) as at the date of passing this resolution.”

By order of the Board
Tian Lun Gas Holdings Limited
Xian Zhenyuan
Chairman

Hong Kong, 20 April 2026

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 12 May 2026 (Tuesday) to 15 May 2026 (Friday), both days inclusive. During such period, no share transfers will be effected. Any shareholder whose name appears on the register of shareholders of the Company on 15 May 2026 (Friday) is entitled to attend and vote at the Meeting. 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 11 May 2026 (Monday).
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 20 April 2026 (Monday).
10. A form of proxy for use at the Meeting is enclosed.