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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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天伦燃气
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: 01600)

**PROPOSED DECLARATION AND
PAYMENT OF INTERIM DIVIDEND OUT OF
THE SHARE PREMIUM ACCOUNT
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting (the “**EGM**”) of the Company to be held at Conference Room, 6th Floor, Tian Lun Group Building, No. 6 Huang He East Road, Zheng Dong Xin District, Zhengzhou City, Henan Province, the PRC on 18 October 2022 (Tuesday) at 10 a.m. is set out on pages 7 to 8 of this circular.

A form of proxy (the “**Proxy Form**”) for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to office of the Hong Kong branch share registrar of the Company, 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 the holding of the EGM or any adjournment thereof. Completion and return of the Proxy Form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so desire.

20 September 2022

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following respective meanings:

“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Cayman Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Tian Lun Gas Holdings Limited (天倫燃氣控股有限公司), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1600)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened at Conference Room, 6th Floor, Tian Lun Group Building, No. 6 Huang He East Road, Zheng Dong Xin District, Zhengzhou City, Henan Province, the PRC on 18 October 2022 (Tuesday) at 10 a.m. (Hong Kong time), to consider and, if appropriate, to approve the resolution contained in the notice of the EGM set out on pages 7 to 8 of this circular, or any adjournment thereof
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Interim Dividend”	the proposed interim dividend of RMB7.35 cents per Share for the six months ended 30 June 2022 as recommended by the Board
“Latest Practicable Date”	13 September 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Premium Account”	the share premium account of the Company, the amount standing to the credit of which was approximately RMB416,144,000 as at 30 June 2022 based on the unaudited consolidated financial statements of the Company as at that date
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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: 01600)

Board of Directors

Executive Directors:

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

Registered Office:

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

Non-executive Director:

Ms. Chen Hong

*Principal Place of Business
in Hong Kong:*

Unit 3905, 39/F, The Center
99 Queen's Road Central
Central
Hong Kong

Independent non-executive Directors:

Mr. Liu Jin
Mr. Li Liuqing
Ms. Zhao Jun
Ms. Ou Yaqun

20 September 2022

To the Shareholders:

Dear Sir or Madam,

**PROPOSED DECLARATION AND
PAYMENT OF INTERIM DIVIDEND OUT OF
THE SHARE PREMIUM ACCOUNT
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolution to be proposed at the EGM for the proposed declaration and approval of the payment of Interim Dividend for the six months ended 30 June 2022 out of the Share Premium Account and to give you notice of the EGM at which a resolution will be proposed for the Shareholders to consider and, if thought fit, approve the aforesaid matter.

A notice convening the EGM is set out on pages 7 to 8 of this circular.

LETTER FROM THE BOARD

DECLARATION AND PAYMENT OF INTERIM DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT

As announced by the Company in its announcement dated 29 August 2022 regarding the unaudited interim results of the Group for the six months ended 30 June 2022, the Board has recommended the declaration and payment of an Interim Dividend of RMB7.35 cents per Share out of the Share Premium Account for the six months ended 30 June 2022, subject to the Shareholders' approval at the EGM by way of an ordinary resolution pursuant to the Articles of Association and the Cayman Companies Law. Such Interim Dividend will not be subject to any withholding tax.

As at the Latest Practicable Date, the Company had 1,010,027,108 Shares in issue, and the Interim Dividend, if declared and paid, is expected to be RMB74,237,000 based on the number of Shares in issue as at the Latest Practicable Date. Subject to the fulfilment of the conditions set out in the paragraph headed "Conditions of the Payment of Interim Dividend out of the Share Premium Account" below, the Interim Dividend is intended to be paid out of the Share Premium Account pursuant to article 13(h) of the Articles of Association and in accordance with the Cayman Companies Law.

As at 30 June 2022, based on the unaudited consolidated financial statements of the Group, the amount standing to the credit of the Share Premium Account was approximately RMB416,144,000. Following the payment of the Interim Dividend, it is expected that there will be a remaining balance of approximately RMB341,907,000 standing to the credit of the Share Premium Account.

Conditions of the Payment of Interim Dividend out of the Share Premium Account

The payment of the Interim Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (i) the passing of an ordinary resolution by the Shareholders declaring and approving the payment of the Interim Dividend out of the Share Premium Account pursuant to article 13(h) of the Articles of Association; and
- (ii) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the date on which the Interim Dividend is paid, unable to pay its debts as they fall due in the ordinary course of business.

Subject to the fulfilment of the above conditions, it is expected that the Interim Dividend will be paid in cash on or about 30 November 2022 to those qualifying Shareholders whose names appear on the register of members at the close of business on 31 October 2022, being the record date for determination of entitlements to the Interim Dividend.

The conditions set out above cannot be waived. If the conditions set out above are not satisfied, the Interim Dividend will not be paid.

LETTER FROM THE BOARD

Reasons for and effect of the payment of Interim Dividend out of the Share Premium Account

The Board considers it appropriate to distribute the Interim Dividend in recognition of Shareholders' support.

After taking into account a number of factors including the cash flow and financial condition of the Company, the Board considers it appropriate and proposes that the Interim Dividend be paid out of the Share Premium Account in accordance with article 13(h) of the Articles of Association and the Cayman Companies Law. The Board considers such arrangement to be in the interests of the Company and its Shareholders as a whole.

The Board believes that the payment of the Interim Dividend will not have any material adverse effect on the underlying assets, business, operations or financial position of the Group and does not involve any reduction in the authorized or issued share capital of the Company or reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

EGM

A notice convening the EGM to be held at Conference Room, 6th Floor, Tian Lun Group Building, No. 6 Huang He East Road, Zheng Dong Xin District, Zhengzhou City, Henan Province, the PRC on 18 October 2022 (Tuesday) at 10 a.m. (Hong Kong time) is set out on pages 7 to 8 of this circular. Ordinary resolution will be proposed at the EGM to approve, among other things, the proposed declaration and the payment of Interim Dividend out of the Share Premium Account.

The proxy form for use at the EGM is enclosed with this circular. Whether or not Shareholders are able to attend the EGM, they are requested to complete the Proxy Form in accordance with the instructions printed thereon and return it to the office of the Hong Kong branch share registrar of the Company, 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 practicable and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the Proxy Form will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meetings (as the case may be) should they so desire.

VOTING AT THE EGM BY WAY OF POLL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder is required to abstain from voting on the resolution in relation thereto at the EGM.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. Therefore, the resolution set out in the notice of the EGM will be required to be voted by way of poll.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 12 October 2022 (Wednesday) to 14 October 2022 (Friday) (both days inclusive), in order to determine the identity of the Shareholders who are entitled to attend the EGM to be held on 18 October 2022 (Tuesday), during which period no transfer of Shares will be registered. To be eligible to attend the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 11 October 2022 (Tuesday) .

The register of members of the Company will be closed from 24 October 2022 (Monday) to 31 October 2022 (Monday) (both days inclusive), for the purpose of determining the entitlement to the Interim Dividend. The record date will be on 31 October 2022 (Monday). In order to qualify for the Interim Dividend, all transfer forms accompanied by relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 21 October 2022 (Friday).

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATIONS

The Directors are of the opinion that the proposed declaration and payment of Interim Dividend out of the Share Premium Account at the EGM is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favor of the resolution to be proposed at the EGM.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING



天伦燃气
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: 01600)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (the “**Meeting**”) of Tian Lun Gas Holdings Limited (the “**Company**”) will be held at Conference Room, 6th Floor, Tian Lun Group Building, No. 6 Huang He East Road, Zheng Dong Xin District, Zhengzhou City, Henan Province, the PRC on 18 October 2022 (Tuesday) 2022 at 10 a.m. to consider and, if thought fit, pass, the following resolution as an ordinary resolution at the EGM for the following purposes:

ORDINARY RESOLUTION

“**THAT:**

- (a) the declaration and payment of an interim dividend of RMB7.35 cents per ordinary share (the “**Shares**”) out of the share premium account of the Company (the “**Interim Dividend**”) to shareholders of the Company whose names appear on the register of members of the Company on the record date fixed by the board (the “**Board**”) of directors of the Company (the “**Directors**”) for determining the entitlements to the Interim Dividend be and is hereby approved; and
- (b) any Director be and is hereby authorised to take such action, do such things and execute such further documents as the Director may at his absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Interim Dividend.”

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

Hong Kong, 20 September 2022

NOTICE OF EXTRAORDINARY GENERAL MEETING

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/her 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.
7. For the purposes of holding the EGM, the register of members of the Company will be closed from 12 October 2022 (Wednesday) to 14 October 2022 (Friday) (both days inclusive), in order to determine the identity of the Shareholders who are entitled to attend the EGM to be held on 18 October 2022 (Tuesday), during which period no transfer of Shares will be registered. To be eligible to attend the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4: 30 p.m. on 11 October 2022 (Tuesday).
8. The register of members of the Company will be closed from 24 October 2022 (Monday) to 31 October 2022 (Monday) (both days inclusive), for the purpose of determining the entitlement to the Interim Dividend. The record date will be on 31 October 2022 (Monday). In order to qualify for the Interim Dividend, all transfer forms accompanied by relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 21 October 2022 (Friday).