

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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)**

## **TOTAL RETURN SWAP**

This announcement is made by the Board on a voluntary basis.

### **TOTAL RETURN SWAP**

Reference is made to the announcement of the Company dated 15 May 2022 (the “**Announcement**”) in relation to a total return swap transaction. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

On 13 May 2022, the Company entered into the TRS Transaction with the TRS Counterparty. The TRS Transaction is about to come to an end and the Company decided to extend the TRS Transaction with the TRS Counterparty for a further term of not less than 12 months from 11 April 2023 (the “**Extended TRS Transaction**”). The maximum Equity Notional Amount of the Extended TRS Transaction is HK\$100 million, and save as to the date of Extended TRS Transaction, the terms of the Extended TRS Transaction are similar to the TRS Transaction.

On 11 April 2023, the Company entered into another total return swap transaction with the TRS Counterparty (the “**Second TRS Transaction**”, together with the Extended TRS Transaction, the “**TRS Transactions**”). The maximum Equity Notional Amount of the Second TRS Transaction is HK\$100 million, and save as to the date of Second TRS Transaction, the terms of the Second TRS Transaction are similar to the TRS Transaction.

## **Reasons for and benefits of the TRS Transactions**

The Company entered into the TRS Transactions in accordance with the relevant terms, in a bid to hedge the risk of increasing cost of acquiring the Shares caused by the Company's future Share price appreciation. The Company has established a trust for the share award scheme, and the Board believes that entering into the TRS Transactions in accordance with the relevant terms may hedge the risk of increasing price faced by the Company in the acquisition of the Shares under the scheme or for other matters in the future.

On the basis of the above and having regard to all relevant factors and considerations, the Directors are of the view that the terms of the TRS Transactions are fair and reasonable and the entering into of the TRS Transactions on such terms is in the interests of the Company, the Group and the Shareholders as a whole.

## **Implications under the Listing Rules**

As none of the applicable percentages under Rule 14.07 of the Listing Rules in relation to the TRS Transactions is 5% or more, the TRS Transactions are not subject to any of the reporting, announcement or shareholders' approval requirements under Chapter 14 of the Listing Rules.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the TRS Counterparty is a third party independent of the Company and is not a connected person of the Company. As such, the TRS Transactions are not regarded as a connected transaction under Chapter 14A of the Listing Rules.

**Shareholders and potential investors are advised to exercise caution in dealing in the Shares.**

## **DEFINITION**

In this announcement, unless the context otherwise requires, the following expression shall have the following meaning when used herein:

“Equity Notional Amount”                      an amount in HK\$ equal to the initial price multiplied by the number of Shares underlying each of the TRS Transactions, subject to a maximum of HK\$100 million

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

Zhengzhou, the PRC, 13 April 2023

*As at the date of this announcement, the executive Directors are Mr. Zhang Yingcen (Chairman), Mr. Xian Zhenyuan (Chief Executive), Mr. Liu Min and Ms. Li Tao; the non-executive Director is Ms. Chen Hong; and the independent non-executive Directors are Mr. Liu Jin, Mr. Li Liuqing, Ms. Zhao Jun and Ms. Ou Yaqun.*