

Acting in Concert Confirmation

Date: 14 June 2017

1. With respect to the businesses operated by Zhuoyuan Enterprise Limited, Hong Kong Hesheng International Industrial Limited (香港合盛國際實業有限公司) and 湖北桐林石油天然氣服務有限公司 (Hubei Tonglin Natural Gas Service Company Limited*) (collectively known as the “**Subsidiaries**”), Mr. Liu Yongcheng (劉永成), Mr. Liu Yongqiang (劉永強), Yongsheng Enterprise Limited (永盛實業有限公司) and Hongsheng Enterprise Limited (鴻盛實業有限公司) (each being the controlling shareholders of TL Natural Gas Holdings Limited (the “**Company**”), hereinafter collectively known as the “**Controlling Shareholders**”), hereby confirm to each other that, for the entire duration when the Controlling Shareholders were/are contemporaneously either the legal owners of shares and/or the business beneficiaries in each of the Subsidiaries and, after the incorporation of the Company, the Company:

- (a) the Controlling Shareholders have agreed to, and shall continue to, consult each other and reach a consensus among themselves on matters which are the subject of any shareholders’ resolution prior to putting forward any such resolution to be passed at any shareholders’ meeting of the Company and the Subsidiaries (as the case may be) and have historically voted on such resolutions in a unanimous manner;
- (b) the Controlling Shareholders have agreed that they did not and will not do any act or exercise any of their voting power which may be available to them from time to time over any of the shares in the Company and the Subsidiaries (as the case may be) in contravention of their respective obligations;
- (c) the Controlling Shareholders confirm to each other that, they will not transfer, sell or dispose of their respective shareholding in each member of the Group in accordance with the lock-up period pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited;
- (d) the Controlling Shareholders have agreed with each other that they did use and will continue to use their respective best endeavours to ensure that all major matters concerning the Company and the Subsidiaries (as the case may be) shall be communicated to each of them so as to ensure that a consensus may be reached in a timely manner;
- (e) the Controlling Shareholders have enjoyed, and shall continue to enjoy, the economic benefits generated from all Subsidiaries from the businesses and projects of the Company and the Subsidiaries (collectively known as the “**Group**”), which include but shall not be limited to, dividends declared or to be declared (if any) from the businesses and projects of the Group;
- (f) where there was or is any suitable business opportunity or project for the Group, the Controlling Shareholders have engaged in, and shall continue to engage in, discussions as to whether they should participate and, if so, in whose name they should participate and the extent of participation in terms of investment and management; and

* for identification purposes only

(g) the Controlling Shareholders have centralised, and shall continue to centralise, the ultimate control and right to make final decisions with respect to their interests in the businesses and projects of the Group.

2. This confirmation shall ensure for the benefit of the successors or assigns of the respective parties hereto.

3. Each and every party to this confirmation undertakes that this confirmation constitutes irrevocable undertaking by each and every party once executed.

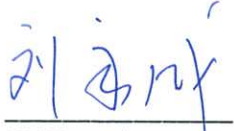
This confirmation shall not be amended, varied or terminated unless agreed in writing by all parties to this confirmation.

4. This confirmation shall be governed by and construed in accordance with the laws of Hong Kong.

Each party to this confirmation irrevocably submits to the non-exclusive jurisdiction of the courts of Hong Kong and waives any objections to proceedings in such courts on the grounds of venue or on the grounds that the proceedings have been brought in an inconvenient forum.

5. This confirmation may be executed in any number of counterparts, which shall together constitute one confirmation.

Confirmed by:


LIU Yongcheng


LIU Yongqiang

For and on behalf of
Yongsheng Enterprise Limited

For and on behalf of
Hongsheng Enterprise Limited


LIU Yongcheng
Sole Director


LIU Yongqiang
Sole Director