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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker 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 Yuhua Energy Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**YUHUA ENERGY HOLDINGS LIMITED**

**裕華能源控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2728)**

- (1) PROPOSED GRANT OF GENERAL MANDATES TO  
ISSUE NEW SHARES AND BUY-BACK SHARES;  
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at Room 2207, 22/F, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong on Friday, 26 May 2017 at 10:30 a.m. is set out on pages 15 to 20 of this circular. A form of proxy for use at the annual general meeting is enclosed with 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 offices of the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M 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 the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

21 April 2017

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## DEFINITIONS

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

“Annual General Meeting” or “Meeting”	the annual general meeting of the Company to be held at Room 2207, 22/F, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong on Friday, 26 May 2017 at 10:30 a.m., notice of which is set out on pages 15 to 20 of this circular, or any adjournment thereof
“Article”	an article of the Articles of Association
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Buy-back Mandate”	the general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to buy-back Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing of the resolution granting such mandate
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Yuhua Energy Holdings Limited (裕華能源控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	the general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with new Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the resolution granting such mandate

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## DEFINITIONS

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“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 People’s Republic of China
“Latest Practicable Date”	11 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value HK\$0.005 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

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## LETTER FROM THE BOARD

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### YUHUA ENERGY HOLDINGS LIMITED

裕華能源控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2728)**

*Executive Directors:*

Mr. Lin Caihuo (*Chairman of the Board*)  
Mr. Wang Enguang

*Non-Executive Director:*

Mr. Wong ShouLei

*Independent Non-Executive Directors:*

Mr. Liu Yang  
Mr. Lum Pak Sum  
Ms. Wong Yan Ki, Angel

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head office and principal place  
of business in Hong Kong:*

Room 2207, 22nd Floor  
Harbour Centre  
25 Harbour Road  
Wanchai  
Hong Kong

21 April 2017

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES TO  
ISSUE NEW SHARES AND BUY-BACK SHARES;  
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

#### INTRODUCTION

The primary purpose of this circular is to give you notice of the Annual General Meeting and details of the following resolutions which, together with other ordinary business, will be proposed at the Annual General Meeting for consideration and, where appropriate, approval of the Shareholders:

- (a) to grant the General Mandate and the extension thereof to the Directors;

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## LETTER FROM THE BOARD

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- (b) to grant the Buy-back Mandate to the Directors; and
- (c) to re-elect the Directors.

The notice of Annual General Meeting is set out on pages 15 to 20 of this circular

### **GENERAL MANDATE AND BUY-BACK MANDATE**

At the annual general meeting of the Company held on 27 May 2016, resolutions were passed by the Shareholders, among other things, to grant general and unconditional mandates to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares and to buy-back Shares. Such general mandates will lapse at the conclusion of the Annual General Meeting. Accordingly, the Company proposes to seek approval of the Shareholders at the Annual General Meeting to grant new general mandates to the Directors to exercise the above powers.

The General Mandate and the Buy-back Mandate shall be effective until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, or any other applicable law of the Cayman Islands to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution to renew the grant to the Directors of the Buy-back Mandate. The explanatory statement required by the Listing Rules to be included in this circular is set out in Appendix I to this circular.

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## **LETTER FROM THE BOARD**

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### **General Mandate**

The Company has in issue an aggregate of 773,629,352 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company would be allowed to allot and issue up to a maximum of 154,725,870 Shares, representing 20% of the total number of issued Shares at the time of the passing of the resolution approving the General Mandate on the basis that no further Shares will be issued or bought-back by the Company prior to the Annual General Meeting.

Subject to the passing of the proposed resolutions for the approval of the General Mandate and the Buy-back Mandate, an ordinary resolution will also be proposed to extend the General Mandate so granted to the Directors by adding thereto the number of Shares which may be bought-back by the Company pursuant to the Buy-back Mandate.

As at the Latest Practicable Date, the Directors have no immediate plans to issue any new Shares other than any Shares which may fall to be issued under the share option scheme (adopted by the Company on 25 June 2005) or any scrip dividend scheme which may be approved by the Shareholders.

### **Buy-back Mandate**

At the Annual General Meeting, an ordinary resolution will be proposed to grant the Buy-back Mandate to the Directors. Subject to the passing of the proposed resolution for the approval of the Buy-back Mandate and in accordance with the terms therein, the Company would be allowed to buy-back up to a maximum of 77,362,935 Shares, representing 10% of the total number of issued Shares at the time of the passing of the resolution approving the Buy-back Mandate assuming that no further Shares will be issued or bought-back by the Company prior to the Annual General Meeting.

### **RE-ELECTION OF DIRECTORS**

According to Article 86(3), the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company (in the case of an addition to the existing Board) or until the next following general meeting of the Company (in the case of filling a casual vacancy) and shall then be eligible for re-election.

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## **LETTER FROM THE BOARD**

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According to Article 87, one-third of the Directors for the time being, or if their number is not a multiple of three, then the number nearest to but not less than one-third shall retire from office by rotation at every annual general meeting. A retiring Director shall be eligible for re-election.

In accordance with Article 87, Mr. Liu Yang and Mr. Lum Pak Sum shall retire from their office by rotation at the Annual General Meeting. Being eligible, Mr. Liu Yang and Mr. Lum Pak Sum will offer themselves for re-election at the Annual General Meeting. In accordance with Article 86(3), Mr. Wang ShouLei, who has been appointed as a new non-executive Director on 10 April 2017, will hold office only until the Annual General Meeting and will retire and being eligible, offer himself for re-election at the Annual General Meeting.

At the Annual General Meeting, separate ordinary resolutions will be proposed to re-elect Mr. Liu Yang and Mr. Lum Pak Sum, as independent non-executive Directors and Mr. Wang ShouLei as non-executive Director.

Particulars relating to Mr. Liu Yang, Mr. Lum Pak Sum and Mr. Wang ShouLei are set out in Appendix II to this circular.

### **ANNUAL GENERAL MEETING**

The resolutions to be proposed at the Annual General Meeting are set out in full in the notice of Annual General Meeting on pages 15 to 20 of this circular. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M 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.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, at the Annual General Meeting, the chairman of the Meeting will exercise his power under Article 66 to put each of the resolutions set out in the notice of Annual General Meeting to be voted by way of poll.

### **RECOMMENDATION**

The Directors believe that the proposed grant of the General Mandate and the Buy-back Mandate, the extension of the General Mandate by the Shares bought-back pursuant to the Buy-back Mandate and the proposed re-election of Directors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the above resolutions to be proposed at the Annual General Meeting.



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## LETTER FROM THE BOARD

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### GENERAL

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.

Your attention is drawn to the information set out in the appendices to this circular.

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
By Order of the Board  
**Yuhua Energy Holdings Limited**  
**Lin Caihuo**  
*Chairman*

*This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Buy-back Mandate.*

#### **1. BUY-BACK OF SHARES FROM CORE CONNECTED PARTIES**

The Listing Rules prohibit a company from knowingly purchasing shares on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates and a core connected person is prohibited from knowingly selling his/her/its securities to the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Buy-back Mandate is approved by the Shareholders.

#### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 773,629,352 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Buy-back Mandate and on the basis that no further Shares are issued or bought-back by the Company prior to the Annual General Meeting, the Company will be allowed under the Buy-back Mandate to buy-back a maximum of 77,362,935 Shares.

#### **3. REASONS FOR THE BUY-BACK**

The Directors believe that the Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Buy-back Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a buy-back will benefit the Company and the Shareholders as a whole.

#### **4. FUNDING OF BUY-BACKS**

Pursuant to the Buy-back Mandate, buy-back would be funded entirely from the Company’s available cash flow or working capital facilities which will be funds legally available under the laws of the Cayman Islands and the memorandum of association of the Company and Articles of Association for such purpose.

An exercise of the Buy-back Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31 December 2016, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any buy-back in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

## **5. SHARE PRICES**

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months and up to the Latest Practicable Date were as follows:

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2016</b>		
April	1.13	1.00
May	1.30	0.92
June	1.03	0.88
July	0.96	0.90
August	1.15	0.90
September	1.39	0.83
October	1.10	0.88
November	1.15	1.02
December	1.25	1.10
<b>2017</b>		
January	1.25	1.15
February	1.42	1.17
March	1.45	1.32
April (up to the Latest Practicable Date)	1.41	1.37

## **6. UNDERTAKING**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Buy-back Mandate is approved at the Annual General Meeting and exercised.

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make buy-backs pursuant to the Buy-back Mandate in accordance with the Listing Rules, the memorandum of association of the Company, the Articles of Association and the applicable laws of the Cayman Islands.

## 7. TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of a share buy-back, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, as far as the Directors are aware, Mr. Lin Caihuo, a Director and a controlling Shareholder was interested in a total of 455,263,278 Shares, representing approximately 58.85% of the issued Shares of the Company. Ms. Lin Aihua, who is the spouse of Mr. Lin, was deemed to be interested in all these shares by virtue of the SFO. Mr. Lin and Ms. Lin are presumed to be acting concert under the Takeovers Code (collectively known as the "**Concert Group**"). In addition, each of the two other controlling Shareholders, Qilu International Funds SPC (acting for and on behalf of Zhongtai Dingfeng Classified Fund SP) and Zhongtai International Asset Management Limited (collectively, the "**Other Controlling Shareholders**") were holding 455,263,278 Shares and 455,263,278 Shares respectively, representing approximately 58.85% of issued shares of the Company.

In the event that the Directors exercise in full the Buy-back Mandate, the percentage of shareholding of the Concert Group and each of the Other Controlling Shareholders would increase to approximately 65.39% of the total issued Shares of the Company. On the basis of the aforesaid increase of shareholding, the Directors are not aware of the consequences of such increases or as a result of buy-back of Shares that would result in any Shareholder or group of Shareholders acting in concert, Director, or other person holding 30% or more of the issued Shares becoming obliged to make a mandatory offer under the Takeovers Code.

The Directors have no present intention to exercise the Buy-back Mandate to such extent which would otherwise result in any Shareholder or group of Shareholders obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code or the number of Shares being held by the public falling below the minimum requirement as prescribed by the Stock Exchange, which is currently 25% of the entire issued share capital of the Company.

## 8. SHARES BUY-BACKS MADE BY THE COMPANY

No buy-back of Shares has been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

*The details of the Directors proposed to be re-elected at the Annual General Meeting are set out below:*

**Mr. Liu Yang**

**Mr. Liu Yang**, aged 35, has been appointed as an independent non-executive Director since March 2015. He also serves as the chairman of the remuneration committee and a member of each of the audit committee and the nomination committee of the Board. He graduated from Xian Jiaotong University with a bachelor degree in bio-medical engineering in July 2004 and graduated from Xiamen University with a master degree in bio-medical engineering in June 2007. He was the project manager and senior manager at GF Securities Company Limited (Guangzhou)\* (廣發證券股份有限公司(廣州)) from July 2007 to April 2011. He was also the business director of Industrial Securities Company Limited (Fuzhou)\* (興業證券股份有限公司(福州)) and independent non-executive director of Sino Haijing Holdings Limited (stock code: 1106) (whose shares are listed on the Main Board of the Stock Exchange) from April 2011 to May 2015 and from 12 August 2014 to 3 November 2014 respectively.

Since May 2015, Mr. Liu has been a general manager of Fujian Fu Xing Industrial Equity Investment Management Limited\* (福建省福能興業股權投資管理有限公司) (Formerly known as Fujian Funeng Wuyi Equity Investment Management Limited\* 福建省福能武夷股權投資管理有限公司) and an independent director of Xiamen Academy of Building Research Group Co., Ltd\* 建築科學研究院集團股份有限公司, whose shares are listed on the Small and Medium Enterprise Board of the Shenzhen Stock Exchange.

Save as disclosed above, as at the Latest Practicable Date, Mr. Liu had not held directorships of any other listed public companies in the last three years and had not held any other position with the Company and other members of the Group.

Mr. Liu does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Liu did not have, directly or indirectly, any interest in Shares within the meaning of Part XV of the SFO.

Mr. Liu has entered into a letter of appointment with the Company for a term of three years commencing from 16 March 2015. Mr. Liu is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Mr. Liu is entitled to receive an annual emolument of HK\$120,000 and for his other work positions with the Group (which was determined with reference to the prevailing market conditions and his qualifications, duties and responsibilities).

Save as aforesaid, there is no information in relation to Mr. Liu that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matter that needs to be brought to the attention of the Shareholders in relation to his re-election.

**Mr. Lum Pak Sum**

**Mr. Lum Pak Sum**, aged 55, has been appointed as an independent non-executive Director since December 2014. He also serves as the Chairman of the audit committee and a member of each of the remuneration and the nomination committee of the Board. He obtained a master's degree in business administration from The University of Warwick in 1994 and a bachelor's degree in laws from University of Wolverhampton in 2002. He is currently a fellow member of the Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants.

Mr. Lum was an independent non-executive director of Energy International Investments Holdings Limited (stock code: 353), Bestway International Holdings Limited (stock code: 718), Radford Capital Investments Limited (stock code: 901), Pak Tak International Limited (stock code: 2668), Sinogreen Energy International Group Limited (stock code:1159) and Asia Resources Holdings Limited (stock code: 899), whose shares are listed on the Main Board of the Stock Exchange, for the period from September 2005 to July 2011, from March 2010 to May 2013, from May 2010 to November 2013, from June 2014 to November 2014, from April 2009 to November 2014 and from November 2010 to January 2015, respectively. Mr. Lum was also a non-executive director of Orient Securities International Holdings Limited (stock code: 8001), whose shares are listed on the Growth Enterprise Market ("**GEM Board**") of the Stock Exchange, for the period from January 2014 to June 2015.

Since August 2007, January 2014, August 2016 and May 2015, Mr. Lum has been an independent non-executive director of Great China Properties Holdings Limited (stock code: 21), Beautiful China Holdings Company Limited (stock code: 706) and Kwan On Holdings Limited (stock code: 1559), whose shares are listed on the Main Board of the Stock Exchange and i-Control Holdings Limited (stock code: 8355), whose shares are listed on the GEM Board of the Stock Exchange, respectively.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lum had not held directorships of any other listed public companies in the last three years and had not held any other position with the Company and other members of the Group.

Mr. Lum does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Lum did not have, directly or indirectly, any interest in Shares within the meaning of Part XV of the SFO.

Mr. Lum has entered into a letter of appointment with the Company for a term of three years commencing from 1 December 2014. Mr. Lum is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Mr. Lum is entitled to receive an annual emolument of HK\$120,000 and for his other work positions with the Group (which was determined with reference to the prevailing market conditions and his qualifications, duties and responsibilities).

Save as aforesaid, there is no information in relation to Mr. Lum that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matter that needs to be brought to the attention of the Shareholders in relation to his re-election.

**Mr. Wang ShouLei**, aged 34, has been appointed as a non-executive Director since 10 April 2017. He graduated with a master's degree in Economics from Shanghai International Studies University. He is currently the managing director of the global capital markets department of Zhongtai Financial International Limited (中泰金融國際有限公司) ("**Zhongtai International**"), the holding company of a substantial Shareholder. Prior to that, he acted as the eastern China regional general manager and an executive director of the investment banking division of Zhongtai International. He is mainly responsible for investment banking operations in overseas markets and has comprehensive experience in IPO, public bond issue, mergers and acquisitions, structured financing and as an independent financial advisor.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang had not held directorships of any other listed public companies in the last three years and had not held any other position with the Company and other members of the Group.

Save as disclosed above, Mr. Wang does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Wang does not have, directly or indirectly, any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Wang has entered into a letter of appointment with the Company for a term of three years commencing from 10 April 2017. Mr. Wang is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Mr. Wang is entitled to receive an annual emolument of HK\$240,000 (which was determined with reference to the prevailing market conditions and his qualifications, duties and responsibilities).

Save as aforesaid, there is no information in relation to Mr. Wang that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matter that needs to be brought to the attention of the Shareholders in relation to his re-election.

\* *For identification purposes only*



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## NOTICE OF ANNUAL GENERAL MEETING

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### YUHUA ENERGY HOLDINGS LIMITED

### 裕華能源控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2728)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of Yuhua Energy Holdings Limited (the “**Company**”) will be held at Room 2207, 22/F, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong on Friday, 26 May 2017 at 10:30 a.m. for the following purposes:

#### ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and the auditor (the “**Auditor**”) of the Company for the year ended 31 December 2016.
2.
  - (a) Mr. Liu Yang be re-elected as an independent non-executive Director;
  - (b) Mr. Lum Pak Sum be re-elected as an independent non-executive Director;
  - (c) Mr. Wang ShouLei be re-elected as a non-executive Director; and
  - (d) the board of Directors (the “**Board**”) be authorised to fix the remuneration of the Directors.
3. To consider the appointment of PricewaterhouseCoopers as the Auditor to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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To consider, as special business and, if thought fit, passing the following resolutions, with or without amendment, as ordinary resolutions of the Company:

4. **“THAT:**
- (a) subject to paragraph (c) below of this Resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.005 each in the capital of the Company (the **“Shares”**) or securities convertible into Shares, or options warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements, options and warrants which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options, warrants or other securities convertible into Shares, which might require the exercise of such powers after the end of the Relevant Period;
  - (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined below in this Resolution); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the 20 per cent. of the total number of Shares in issue on the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of Shares into a smaller or larger number of Shares after the passing of this Resolution) and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(d) for the purposes of this Resolution:

“Relevant Period” means the period from the date 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 articles of association of the Company, the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Companies Law**”) or any applicable laws of the Cayman Islands to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their holdings of Shares (subject to such exclusion 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, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside the Hong Kong Special Administrative Region of the People’s Republic of China (“**Hong Kong**”) or any recognised regulatory body or any stock exchange outside Hong Kong).”

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## NOTICE OF ANNUAL GENERAL MEETING

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5. “**THAT:**
- (a) subject to paragraph (b) below of this Resolution, the exercise by the Directors during the Relevant Period (as defined below in this Resolution) of all powers of the Company to buy-back the Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed and is recognised by the Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
  - (b) the total number of Shares which may be bought-back or agreed conditionally or unconditionally to be bought-back by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period (as defined below in this Resolution) shall not exceed 10 per cent. of the total number of Shares in issue as at the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of Shares into a smaller or larger number of Shares after the passing of this Resolution) and the said approval shall be limited accordingly; and
  - (c) for the purposes of this Resolution, “Relevant Period” means the period from the date 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 articles of association of the Company, the Companies Law or any other applicable law of the Cayman Islands to be held; and
    - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. “**THAT** conditional upon the ordinary Resolutions 4 and 5 set out in this notice of meeting being duly passed, the total number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the general mandate granted under Resolution 4 set out in this notice of meeting be and is hereby extended by the addition thereto of the total number of Shares which may be bought-back by the Company pursuant to and in accordance with the general mandate granted under Resolution 5 set out in this notice of meeting, provided that such number shall not exceed 10 per cent. of the total number of Shares in issue as at the date of passing of this Resolution 6 (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of Shares into a smaller or larger number of Shares after the passing of this Resolution).”

By Order of the Board  
**Yuhua Energy Holdings Limited**  
**Lin Caihuo**  
*Chairman*

Hong Kong, 21 April 2017

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head office and principal place of  
business in Hong Kong:*

Room 2207, 22nd Floor  
Harbour Centre  
25 Harbour Road  
Wanchai  
Hong Kong

*Notes:*

1. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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3. For the purpose of identifying shareholders who are entitled to attend the annual general meeting, the register of members of the Company will be closed from 23 May 2017 to 26 May 2017 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attending the annual general meeting, all transfers, accompanied by the relevant share certificates, have to be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 22 May 2017.
4. In relation to proposed Resolution 2 in this notice of meeting, Mr. Liu Yang, Mr. Lum Pak Sum and Mr. Wang ShouLei will retire from their offices at the above meeting pursuant to articles 87 and 86(3) of the articles of association of the Company and, being eligible, they will offer themselves for re-election.
5. In relation to proposed Resolutions 4 and 6 in this notice meeting, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Rules Governing the Listing of Securities (the "**Listing Rules**") on the Stock Exchange. The Directors have no immediate plans to issue any new Shares.
6. In relation to proposed Resolution 5 in this notice of meeting, the Directors wish to state that they will exercise the powers conferred thereby to buy-back shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information reasonably necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to this circular.
7. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, at the annual general meeting, the chairman of the meeting will exercise his power under article 66 of the articles of association of the Company to put each of the resolutions set out in this notice to be voted by way of poll.
8. Completion and return of the form of proxy will not preclude members from attending and voting at the meeting and in such event, the instrument appointing to proxy shall be revoked.
9. If a "black" rainstorm warning or a tropical cyclone warning signal number 8 or above is in force in Hong Kong at any time after 5:00 am on 26th May, 2017, it will be postponed that the meeting will not be held on that day. An announcement will be made in such event.