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YUHUA ENERGY HOLDINGS LIMITED

裕華能源控股有限公司

(formerly known as Shinhint Acoustic Link Holdings Limited 成謙聲匯控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2728)

VOLUNTARY ANNOUNCEMENT FRAMEWORK AGREEMENTS

This announcement is made by Yuhua Energy Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis.

ZHONG SHANG TOU HAO JIA FRAMEWORK AGREEMENT

On 26 November 2015, Yuhua Energy (Xiamen) Company Limited* (裕華能源(廈門)有限公司) (“**Xiamen Yuhua Energy**”) (as purchaser), a wholly-owned subsidiary of the Company, entered into a sale and purchase framework agreement with Zhong Shang Tou Hao Jia (Shanghai) Investment Holdings Company Limited* (中商投灝嘉(上海)投資控股有限公司) (“**Zhong Shang Tou Hao Jia**”) (as vendor) (the “**Zhong Shang Tou Hao Jia Framework Agreement**”), pursuant to which Zhong Shang Tou Hao Jia agreed to sell and Xiamen Yuhua Energy agreed to purchase fuel oil in the target amount of not less than RMB1,000 million from 1 January 2016 to 31 December 2016.

BAO TA CHEMICAL FRAMEWORK AGREEMENT

On 26 November 2015, Xiamen Yuhua Energy (as purchaser) entered into a sale and purchase framework agreement with Guangzhou Bao Ta Chemical Company Limited* (廣州寶塔石化有限公司) (“**Bao Ta Chemical**”) (as vendor) (the “**Bao Ta Chemical Framework Agreement**”), pursuant to which Bao Ta Chemical agreed to sell and Xiamen Yuhua Energy agreed to purchase fuel oil in the target amount of not less than RMB500 million from 1 January 2016 to 31 December 2016.

SHANGHAI LUDI FRAMEWORK AGREEMENT

On 26 November 2015, Xiamen Yuhua Energy (as vendor) entered into a fuel oil purchase framework agreement with Shanghai Ludi Petroleum and Chemical Industry Company Limited* (上海綠地石油化工有限公司) (“**Shanghai Ludi**”) (as purchaser) (the “**Shanghai Ludi Framework Agreement**”, together with Zhong Shang Tou Hao Jia Framework Agreement and the Bao Ta Chemical Framework Agreement, the “**Framework Agreements**”), pursuant to which Xiamen Yuhua Energy agreed to sell and Shanghai Ludi agreed to purchase fuel oil in the preliminary target volume of 30,000 tonnes per month for a period of one year commencing from the date of the Shanghai Ludi Framework Agreement, provided that the terms offered by Xiamen Yuhua Energy to Shanghai Ludi are similar to or more favourable than the terms offered by third parties to Shanghai Ludi.

REASONS FOR AND BENEFITS OF THE FRAMEWORK AGREEMENTS

The Group is principally engaged in, among others, trading of energy products including but not limited to fuel oil, oil, natural gas, biodiesel and chemical products (the “**Energy Trading Business**”).

The board (the “**board**”) of directors (the “**Directors**”) of the Company is of the view that the entering into of the Framework Agreements provides a framework of cooperation between the Group and the respective vendor and purchaser on the purchase and sale of fuel oil in 2016. The Board considers that the Framework Agreements will facilitate the future Energy Trading Business, which will be beneficial to the Group and the shareholders of the Company as a whole.

The terms of cooperation contemplated under the Framework Agreements are subject to the terms of any definitive agreements/orders which the parties may subsequently enter into from time to time.

Accordingly, shareholders and/or investors of the Company should note that the matters contemplated under the Framework Agreements may or may not materialize as described or at all, and should exercise caution when dealing in the shares of the Company.

GENERAL

To the best of the knowledge, information and belief of the Directors having made all reasonable enquires, each of Zhong Shang Tou Hao Jia, Bao Ta Chemical and Shanghai Ludi and their respective ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The Framework Agreements and the transactions contemplated thereunder do not constitute connected transaction of the Company under Chapter 14A of the Listing Rules.

The Framework Agreements and the transactions contemplated thereunder are of revenue in nature and in the ordinary and usual course of business of the Company and therefore do not fall within the scope of “transaction” under Chapter 14 of the Listing Rules.

By order of the Board
Yuhua Energy Holdings Limited
Lin Caihuo
Chairman

Hong Kong, 26 November 2015

As at the date of this announcement, the Company has two executive Directors, namely Mr. Lin Caihuo (Chairman) and Mr. Wang Enguang and three independent non-executive Directors, namely Mr. Liu Yang, Mr. Lum Pak Sum and Mr. Zhang Jiping.

** For identification purpose only*