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## THE 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 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 Shinhint Acoustic Link 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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## SHINHINT ACOUSTIC LINK HOLDINGS LIMITED 成謙聲匯控股有限公司

*(name to be changed to 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)**

### PROPOSED SHARE SUBDIVISION AND NOTICE OF EXTRAORDINARY GENERAL MEETING

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A notice convening an EGM of the Company to be held on 7 July 2015 at 10:30am at Garden Room A-B, 2/F, New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong is set out on pages 8 to 10 of this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar and transfer office of the Company, 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 EGM. Completion and return of the proxy form shall not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof should you so desire and in such event, the instrument appointing the proxy shall be deemed to be revoked.

19 June 2015

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## EXPECTED TIMETABLE

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**The expected timetable relating to the Share Subdivision and the associated trading arrangements is set out below:**

Circular relating to the Share Subdivision  
together with the EGM notice and proxy  
form expected to be despatched. . . . . on or before 19 June 2015  
(Friday)

Latest time for lodging form of proxy for the EGM  
(not less than 48 hours prior to the time of the EGM). . . . .10:30am 5 July 2015  
(Sunday)

Expected date of the EGM to approve  
the Share Subdivision . . . . .10:30am 7 July 2015  
(Tuesday)

Publication of poll results of the EGM . . . . .7 July 2015 (Tuesday)

**The following events are conditional on the fulfillment of the conditions for the implementation of the Share Subdivision, which are included in this circular:**

Effective date of the Share Subdivision. . . . . 8 July 2015 (Wednesday)

First day of free exchange of Existing Share Certificates  
in green for New Share Certificates  
in pink for the Subdivided Shares . . . . . 8 July 2015 (Wednesday)

Dealing in the Subdivided Shares commence . . . . .9:00am 8 July 2015  
(Wednesday)

Original counter for trading in the existing Shares in board  
lots of 4,000 Shares temporarily closes . . . . .9:00am 8 July 2015  
(Wednesday)

Temporary counter for trading in the Subdivided  
Shares in board lots of 8,000 Subdivided Shares  
(in the form of Existing Share Certificate  
(in green)) opens . . . . .9:00am 8 July 2015  
(Wednesday)

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## EXPECTED TIMETABLE

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- Original counter for trading in the Subdivided Shares in board lots of 4,000 Subdivided Shares (in the form of New Share Certificate in pink) for Subdivided Shares re-opens . . . . . 9:00am 22 July 2015  
(Wednesday)
- Parallel trading in the existing Shares and the Subdivided Shares (in form of Existing Share Certificate in green and New share certificate in pink) commences. . . . . 9:00am 22 July 2015  
(Wednesday)
- Designated agent starts to stand in the market to provide matching services for the sale and purchase of odd lots of the Subdivided Shares . . . . . 9:00am 22 July 2015  
(Wednesday)
- Temporary counter for trading in the Subdivided Shares in board lots of 8,000 Subdivided Shares (in the form of Existing Share Certificates in green) closes. . . . . 4:00pm 11 August 2015  
(Tuesday)
- Parallel trading in the existing Shares and the Subdivided Shares (in the form of Existing Share Certificates in green and the New Share Certificate in pink) closes . . . . . 4:00pm 11 August 2015  
(Tuesday)
- Designated agent ceases to stand in the market to provide matching services for the sale and purchase of odd lots of the Subdivided Shares. . . . . 4:00pm 11 August 2015  
(Tuesday)
- Last day for free exchange of Existing Share Certificates in green for New Share Certificates in pink. . . . . 4:00pm 13 August 2015  
(Thursday)

*All times and dates in this circular refer to Hong Kong local times and dates. Further announcement will be made by the Company for changes, if any, in the expected timetable for implementation of the Share Subdivision as well as the associated trading arrangements listed above.*

*The translation into Chinese language of this circular is for reference only. In case of any inconsistency, the English version shall prevail.*

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## DEFINITIONS

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

“Announcement”	the announcement of the Company dated 11 June 2015 in respect of, amongst other things, the Share Subdivision
“Board”	the board of Directors of the Company
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Shinhint Acoustic Link Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (the Company is registered in the Cayman Islands under the new name Yuhua Energy Holdings Limited (裕華能源控股有限公司) as from 2 June 2015. The Company is now in the process of obtaining the Certificate of Registration of Change of Corporate Name of Non-Hong Kong Company from the Registrar of Companies in Hong Kong and will make further announcement when the change of name and change of stock short name of the Company take effect; for details, please refer to the announcements of the Company dated 23 March 2015 and 29 May 2015)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Share Subdivision
“Existing Share Certificate(s)”	existing form of certificate(s) of the Shares
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	16 June 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Committee”	the listing sub-committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Share Certificate(s)”	new form of certificate(s) of the Subdivided Shares
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Share(s) or Subdivided Share(s), as the case may be
“Share Subdivision”	the proposed subdivision of each Share into two (2) Subdivided Shares as described in this circular
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	ordinary share(s) of HK\$0.005 each in the issued and unissued share capital of the Company arising from and upon the Share Subdivision becoming effective

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## LETTER FROM THE BOARD

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### SHINHINT ACOUSTIC LINK HOLDINGS LIMITED

### 成謙聲匯控股有限公司

*(name to be changed to 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*)

Ms. Kang Guiping

Mr. Wang Enguang

*Non-executive Director:*

Mr. Yip Yat Ming

*Independent non-executive Directors*

Mr. Liu Yang

Mr. Lum Pak Sum

Mr. Tsui Man Yin

*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:*

Unit 1105, 11th Floor

Jubilee Centre

18 Fenwick Street

Wanchai, Hong Kong

19 June 2015

To the Shareholders

Dear Sir or Madam,

### PROPOSED SHARE SUBDIVISION AND NOTICE OF EXTRAORDINARY GENERAL MEETING

#### INTRODUCTION

Reference is made to the Announcement in relation to the Board's proposal to, amongst other things, subdivide each of the existing issued and unissued Shares of HK\$0.01 each in the share capital of the Company into two (2) Subdivided Shares of HK\$0.005 each.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with information in relation to, among other things, details of (i) the Share Subdivision; and (ii) the notice of the EGM at which an ordinary resolution will be proposed to the Shareholders to consider and, if thought fit, approve the Share Subdivision.

### **PROPOSED SHARE SUBDIVISION**

#### **Basis of Share Subdivision**

The Board proposes that each of the existing issued and unissued Shares of HK\$0.01 each in the share capital of the Company will be subdivided into two (2) Subdivided Shares of HK\$0.005 each. The Share Subdivision will become effective upon the fulfillment of the condition set out under the section headed “Conditions of Share Subdivision” below. As at the Latest Practicable Date, the authorised share capital of the Company is HK\$20,000,000 divided into 2,000,000,000 Shares of HK\$0.01 each, of which 386,814,676 Shares are in issue and fully paid or credited as fully paid. There are no outstanding options, warrants, conversion rights or other similar rights giving rights to subscribe for any Shares as at the Latest Practicable Date.

Upon the Share Subdivision becoming effective, the authorised share capital of the Company will be HK\$20,000,000 divided into 4,000,000,000 Subdivided Shares of HK\$0.005 each, of which 773,629,352 Subdivided Shares will be in issue and fully paid or credited as fully paid, assuming that no further Shares are repurchased or issued prior to the Share Subdivision becoming effective.

#### **Conditions of Share Subdivision**

The completion of Share Subdivision is conditional upon: (a) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Subdivision; and (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares. Assuming all the conditions are fulfilled, the Share Subdivision will become effective on the day next following the passing of the ordinary resolution as specified therein, which is expected to take place on Wednesday, 8 July 2015. An application will be made to the Stock Exchange in respect of such approval for the listing of, and permission to deal in, the Subdivided Shares.

#### **Effect of Share Subdivision**

Upon the Share Subdivision becoming effective, the Subdivided Shares will rank *pari passu* in all respects with each other and the Share Subdivision will not result in any changes in the relative rights of the Shareholders.



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## LETTER FROM THE BOARD

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The Share Subdivision will not be expected to result in any odd lots other than those which already exist.

Based on the closing price of the Shares as at the Latest Practicable Date of HK\$5.0 per Share, the current board lot value amounting to HK\$20,000. The Share Subdivision will effectively reduce the board lot value to approximately HK\$10,000.

### **Exchange of share certificates**

Upon the Share Subdivision becoming effective, the Shareholders may, during the period from Wednesday, 8 July 2015 to Thursday, 13 August 2015 (both dates inclusive), submit their Existing Share Certificate(s) to the Company's branch share registrar, Computershare Hong Kong Investors Services Ltd. at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, in exchange for the New Share Certificate(s) free of charge. Thereafter, Existing Share Certificate(s) will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each New Share Certificate issued or each Existing Share Certificate submitted for cancellation, whichever the number of certificates issued or cancelled is higher. It is expected that New Share Certificate(s) will be available for collection within 10 business days after the submission of the Existing Share Certificate(s) for exchange. Existing Share Certificate(s) will continue to be good evidence of legal title and may be exchanged for New Share Certificate(s) at any time at the expense of the Shareholders. The New Share Certificate(s) will be pink in colour so as to be distinguished from the Existing Share Certificate(s) which are green in colour.

### **Odd lot arrangement**

In order to alleviate the difficulties arising from the existence of odd lots of the Subdivided Shares arising from the Share Subdivision, the Company has appointed Computershare Hong Kong Investor Services Limited to provide matching service for sale and purchase of odd lots of Subdivided Shares at the relevant market price per Subdivided Share, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Subdivided Shares to make up a full board lot, or to dispose of their holding of odd lots of the Subdivided Shares. Shareholders who wish to utilise the service should contact Computershare Hong Kong Investor Services Limited at (852) 2862 8555, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong during the period from Wednesday, 22 July 2015, at 9:00 am to Tuesday, 11 August 2015, at 4:00 pm, both days inclusive.

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## **LETTER FROM THE BOARD**

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Holders of odd lots of the Subdivided Shares should note that successful matching of the sale and purchase of odd lots of the Subdivided Shares is not guaranteed. If you are in any doubt as to the above arrangements, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

### **LISTING AND DEALINGS**

An application will be made to the Listing Committee of the Stock Exchange in respect of such approval for the listing of, and permission to deal in the Subdivided Shares.

Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement dates of dealings in the Subdivided Shares respectively on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the equity or debt securities of the Company is listed or dealt in or listing or permission to deal is being or proposed to be sought on other stock exchanges other than the Stock Exchange.

### **REASONS FOR AND BENEFITS OF SHARE SUBDIVISION**

The Share Subdivision (when effective) will decrease the nominal value and increase the total number of shares in issue and correspondingly result in downward adjustment to the trading price of the shares so that the market value per board lot of shares can be reduced to appeal to more investors. The Board is of the view that the Share Subdivision may improve the trading liquidity of the Subdivided Shares and thereby would attract more investors and broaden its Shareholders' base. Accordingly, the Board considers that the implementation of the Share Subdivision is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### **EGM**

A notice convening the EGM to be held on 7 July 2015 at 10:30am at Garden Room A-B, 2/F, New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong for the purpose of considering, and if thought fit, approving the Share Subdivision is set out on pages 8 to 10 of this circular.

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## LETTER FROM THE BOARD

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The resolution put to vote at the EGM will be decided by way of poll. None of the Shareholders will be required to abstain from voting at the EGM.

A proxy form for use at the EGM is enclosed herewith. Whether or not you are able to attend the EGM in person, you are requested to complete and return the proxy form to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investors Services Ltd. at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting at the EGM or any adjournment thereof (as the case may be) should you so wish and in such event, the instrument appointing the proxy shall be deemed to be revoked.

### GENERAL

The Company is an investment holding company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange since 2005. The Group is principally engaged in the business of the sale of speaker units mainly comprising of speaker drivers for automotive, flat-panel TV and audio applications and energy trading mainly comprising of fuel oil, oil and natural gas.

### RECOMMENDATION

The Directors are of the opinion that the Share Subdivision is in the interests of the Company and the Shareholders as a whole, and accordingly the Board recommends you to vote in favour of the relevant ordinary resolution to be proposed at the EGM.

### 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.

By order of the Board  
**Shinhint Acoustic Link Holdings Limited**  
**Lin Caihuo**  
*Chairman*

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## NOTICE OF EGM

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### SHINHINT ACOUSTIC LINK HOLDINGS LIMITED 成謙聲匯控股有限公司

*(name to be changed to 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 IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Shinhint Acoustic Link Holdings Limited (the “**Company**”) will be held on 7 July 2015 at 10:30am at Garden Room A-B, 2/F, New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolution as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

1. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the approval for the listing of, and permission to deal in, the Subdivided Shares (as defined below), the Share Subdivision (as defined below) be approved in the following manner:
  - (a) each of the existing issued and unissued shares of the Company of HK\$0.01 each (the “**Shares**”) in the share capital of the Company be sub-divided (the “**Share Subdivision**”) into two (2) sub-divided shares of HK\$0.005 each (the “**Subdivided Shares**”) and the Share Subdivision shall take effect on the next business day immediately following the day on which this resolution is passed;
  - (b) all of the Subdivided Shares will rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of shares contained in the memorandum and articles of association of the Company; and

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## NOTICE OF EGM

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- (c) any one of the directors or company secretary of the Company be and is hereby authorised to do all such acts, deed and things and to effect all necessary actions as he or she may consider necessary or desirable in order to effect, implement and complete any and all of the matters set out in this resolution.”

By order of the Board  
**Shinhint Acoustic Link Holdings Limited**  
**Lin Caihuo**  
*Chairman*

Hong Kong, 19 June 2015

*As at the date of this notice, the Company has (i) three executive Directors, namely Mr. Lin Caihuo (Chairman), Ms Kang Guiping and Mr. Wang Enguang; (ii) one non-executive Director, namely Mr. Yip Yat Ming and (iii) three independent non-executive Directors, namely Mr. Liu Yang, Mr. Lum Pak Sum and Mr. Tsui Man Yin.*

*Notes:*

1. Every shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote in his stead. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy. A proxy need not be a shareholder of the Company. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
2. In the case of a joint holding, any one of such persons may vote at the EGM, either in person or by proxy; but if more than one joint holders are present at the EGM in person or by proxy, the said person whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
3. 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 certified copy of such power or authority must be delivered to the office of Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
4. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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## NOTICE OF EGM

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5. If a “black” rainstorm warning signal or a tropical cyclone warning signal number 8 or above is in force in Hong Kong at any time between 5:00 a.m. and 9:00 a.m. on 7 July 2015, it will be proposed that the EGM will not be held on that day. An announcement will be made in such event.
6. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange, any vote of shareholders at a general meeting must be taken by poll. Accordingly, at the EGM, 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.
7. The Company is registered in the Cayman Islands under the new name Yuhua Energy Holdings Limited (裕華能源控股有限公司) as from 2 June 2015. The Company is now in the process of obtaining the Certificate of Registration of Change of Corporate Name of Non-Hong Kong Company from the Registrar of Companies in Hong Kong and will make further announcement when the change of name and change of stock short name of the Company take effect; for details, please refer to the announcements of the Company dated 23 March 2015 and 29 May 2015.