

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 licensed securities dealer or registered institution in securities 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)

**PROPOSED CHANGE OF COMPANY NAME
AND
CORRESPONDING AMENDMENT TO THE MEMORANDUM OF
ASSOCIATION AND THE ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used on this cover shall have the same meanings as those defined in the section headed “Definitions” in this Circular unless otherwise stated.

A letter from the Board is set out on pages 2 to 5 of this Circular.

A notice convening the EGM to be held at Suites 903–905, 9th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Wednesday, 15 January 2020 at 4:00 p.m. is set out on pages 6 to 7 of this Circular. A form of proxy for use by the Shareholders at the EGM is enclosed with this Circular. Whether or not you intend to attend and/or vote at the EGM or any adjourned meeting thereof (as the case may be) in person, you are requested to complete the form of proxy enclosed in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong at Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as practicable but in any event not later than 48 hours before the time for holding the EGM or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof (as the case may be) should you so wish and in such event, the form of proxy will be deemed to have been revoked.

24 December 2019

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DEFINITIONS

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

“Board”	the board of Directors
“Circular”	this circular
“Company”	Yuhua Energy 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 (stock code: 2728)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held and convened to consider and, if thought fit, approve the Proposed Change of Company Name and the corresponding amendment to the M&A
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“M&A”	the Memorandum of Association and Articles of Association of the Company
“Proposed Change of Company Name”	the proposal to change the English name of the Company from “Yuhua Energy Holdings Limited” to “Jintai Energy Holdings Limited” and the dual foreign name in Chinese from “裕華能源控股有限公司” to “金泰能源控股有限公司”
“Share(s)”	ordinary share(s) in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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. Chen Jinle (*Chairman of the Board*)
Mr. Lin Caihuo
Mr. Yuan Hongbing (*Chief Executive Officer*)

Registered office:

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

Non-executive Director:

Mr. Wang Shoulei

Principal place of business in Hong Kong:

Unit 1802, 18/F, Ruttonjee House
11 Duddell Street
Hong Kong

Independent non-executive Directors:

Mr. Liu Yang
Mr. Tche Heng Hou Kevin
Mr. Gao Han

24 December 2019

To all Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
CORRESPONDING AMENDMENT TO THE MEMORANDUM OF
ASSOCIATION AND THE ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 20 November 2019 in respect of the Proposed Change of Company Name.

The purpose of this Circular is to provide you with further information regarding the Proposed Change of Company Name and to give you the notice of the EGM at which special resolutions will be proposed to approve the Proposed Change of Company Name and the corresponding amendment to the M&A.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME AND CORRESPONDING AMENDMENT TO THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION

The Board proposed to change the English name of the Company from “Yuhua Energy Holdings Limited” to “Jintai Energy Holdings Limited” and the dual foreign name in Chinese of the Company from “裕華能源控股有限公司” to “金泰能源控股有限公司”. The relevant provisions of the M&A will be amended in relation to the Proposed Change of Company Name. The Proposed Change of Company Name and the corresponding amendment to the M&A are subject to the approval of the Shareholders by way of special resolutions at the EGM.

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name will be subject to the following conditions:

- (i) the passing of special resolutions by the Shareholders approving the Proposed Change of Company Name and the corresponding amendment to the M&A at the EGM; and
- (ii) the approval of the new name by the Registrar of Companies in the Cayman Islands.

The relevant filing(s) with the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolutions at the EGM. Subject to satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands certifying that the new English name and the dual foreign name in Chinese of the Company have been registered.

Reasons for the Proposed Change of Company Name

The Board considers that the proposed new Company name, Jintai Energy Holdings Limited 金泰能源控股有限公司, can better reflect its corporate image and identity, acknowledging the future expansion, growth and diversity of the Group and it is in the best interests of the Company and its Shareholders as a whole.

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any of the rights of the existing Shareholders. All existing share certificates of the Company in issue bearing the current name of the Company will, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to the Shares and will continue to be valid for trading, settlement, registration and delivery for the same number of Shares in the new name of the Company. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates printed in the new name of the Company. Upon the Proposed Change of Company Name becoming effective, any new share certificates will be issued in the new name of the Company.

LETTER FROM THE BOARD

In addition, subject to the confirmation by the Stock Exchange, the stock short name of the Company for trading in the Shares on the Stock Exchange will also be changed after the Proposed Change of Company Name becoming effective. Further announcement(s) will be made by the Company in relation to the effective date of the Proposed Change of Company Name and details of the change of the stock short name of the Company under which the Shares will be traded on the Stock Exchange.

Amendment to the M&A

The M&A will be amended in relation to the Proposed Change of Company Name. At the EGM, a special resolution will be proposed for the Shareholders to consider and, if thought fit, approve, subject to the approval of the new name by the Registrar of Companies in the Cayman Islands, an amendment to the M&A to replace all references to “Yuhua Energy Holdings Limited 裕華能源控股有限公司” with “Jintai Energy Holdings Limited 金泰能源控股有限公司” in order to reflect the new name.

THE EGM

The notice convening the EGM is set out on pages 6 to 7 of this Circular. The EGM will be held on Wednesday, 15 January 2020 at 4:00 p.m. at Suites 903–905, 9th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, to approve the Proposed Change of Company Name and the corresponding amendment to the M&A.

A form of proxy for use at the EGM is enclosed with this Circular.

Whether or not you intend to attend and/or vote at the EGM or any adjourned meeting thereof (as the case may be) in person, you are requested to complete the form of proxy enclosed in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong at Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as practicable but in any event not later than 48 hours before the time for holding the EGM or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof (as the case may be) should you so wish and in such event, the form of proxy will be deemed to have been revoked.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the special resolutions to be proposed at the EGM to approve the Proposed Change of Company Name and the corresponding amendment to the M&A.

The special resolutions proposed to be approved at the EGM will be taken by poll and an announcement on the results of the EGM will be made by the Company thereafter.

LETTER FROM THE BOARD

RECOMMENDATION

Having taken into account the reasons for the Proposed Change of Company Name as set out in this letter from the Board above, the Board considers that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the special resolutions to be proposed at the EGM to approve the Proposed Change of Company Name and the corresponding amendment to the M&A.

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
Yuhua Energy Holdings Limited
Yuan Hongbing
Executive Director

NOTICE OF THE EGM



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Yuhua Energy Holdings Limited (the “Company”) will be held at Suites 903–905, 9th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Wednesday, 15 January 2020 at 4:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions as special resolutions of the Company:

SPECIAL RESOLUTIONS

1. That subject to the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be and is hereby changed from “Yuhua Energy Holdings Limited” to “Jintai Energy Holdings Limited” and the dual foreign name in Chinese of the Company from “裕華能源控股有限公司” to “金泰能源控股有限公司” (the “**Proposed Change of Company Name**”);
2. That subject to the passing of special resolution 1 above and the new name being entered into the Register of Companies by the Registrar of Companies of the Cayman Islands, the memorandum of association and articles of association of the Company be amended to reflect the Proposed Change of Company Name, by replacing all references to “Yuhua Energy Holdings Limited 裕華能源控股有限公司” with “Jintai Energy Holdings Limited 金泰能源控股有限公司”; and
3. That any one director or officer of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised to execute all such other documents and agreements for and on behalf of the Company and do all such acts and things as he/she/they may in his/her/their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the Proposed Change of Company Name and the corresponding amendment to the memorandum of association and articles of association of the Company.

By Order of the Board
Yuhua Energy Holdings Limited
Yuan Hongbing
Executive Director

Hong Kong, 24 December 2019

NOTICE OF THE EGM

Registered office:

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

Principal place of business in Hong Kong:

Unit 1802, 18/F
Ruttonjee House
11 Duddell Street, Central
Hong Kong

Notes:

1. Any member entitled to attend and vote at the EGM (or at any adjournment thereof) is entitled to appoint another person as his proxy to attend and vote instead of him. A member may appoint a proxy in respect of only part of his holding of shares in the Company. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practise in Hong Kong), must be deposited with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the above meeting or any adjournment thereof.
4. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the EGM convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
7. As at the date of this notice, the Board has three executive Directors, namely Mr. Chen Jinle (Chairman), Mr. Lin Caihuo, and Mr. Yuan Hongbing, one non-executive Director, namely Mr. Wang Shoulei, and three independent non-executive Directors, namely Mr. Liu Yang, Mr. Tche Heng Hou Kevin and Mr. Gao Han.