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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of the shareholders of Yuhua Energy Holdings Limited (the “**Company**”) will be held at Basement 2, the Wharney Guang Dong Hotel Hong Kong, 57-73 Lockhart Road, Wanchai, Hong Kong, on Friday, 20 November 2015 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions of the Company:

ORDINARY RESOLUTIONS

- (a) “**THAT** the sale and purchase framework agreement entered into between Yuhua Energy (China) Limited (as supplier) and Fujian Yuhua Petrochemical Company Limited (福建裕華石油化工有限公司) and Fujian Yuhua Energy Company Limited (福建裕華能源有限公司) (or any one or more of their subsidiaries) (as purchasers) dated 7 September 2015 (the “**Sale and Purchase Framework Agreement**”) and the transactions contemplated thereunder be approved, ratified and confirmed, and the annual caps in respect of the Sale and Purchase Framework Agreement for the three years ending 31 December 2015, 31 December 2016 and 31 December 2017, respectively, be and are hereby approved and confirmed, and any one director of the Company be and is hereby authorised to do all such acts and things, negotiate, approve, sign, initial, ratify and/or execute all documents which may in his/her opinion be necessary, desirable or expedient to implement and give effect to any matters arising from, relating to or incidental to the Sale and Purchase Framework Agreement and the transactions contemplated thereunder.”

- (b) “**THAT** the acquisition agreements entered into between Xiamen Yuhua Energy Company Limited (裕華能源(廈門)有限公司) (as purchaser) and Xiamen Ocean Star Shipping Company Limited (廈門海之星航運有限公司) (as vendor) dated 7 September 2015 (the “**Acquisition Agreements**”) and the transactions contemplated thereunder be approved, ratified and confirmed, and any one director of the Company be and is hereby authorised to do all such acts and things, negotiate, approve, sign, initial, ratify and/or execute all documents which may in his/her opinion be necessary, desirable or expedient to implement and give effect to any matters arising from, relating to or incidental to the Acquisition Agreements and the transactions contemplated thereunder.”
- (c) “**THAT** Mr. Zhang Jiping be re-elected as an independent non-executive director of the Company.”

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

Hong Kong, 3 November 2015

As at the date of this notice, 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.

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.
2. 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.
3. 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.

4. 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.
5. 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.
6. The register of members of the Company will be closed from 18 November 2015 to 20 November 2015 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attending the EGM, 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 17 November, 2015.
7. In relation to proposed resolution (c) above, Mr. Zhang Jiping will retire from his office at the EGM pursuant to article 86(3) of the articles of association of the Company and, being eligible, will offer himself for re-election. Biographical details of Mr. Zhang Jiping are set out in Appendix III to the circular of the Company dated 3 November 2015.
8. 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 20 November 2015, it will be proposed that the EGM will not be held on that day. An announcement will be made in such event.
9. 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.