

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



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)

PROFIT WARNING FOR THE YEAR ENDED 31 DECEMBER 2015

This announcement is made by Yuhua Energy Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) in accordance with Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to inform the shareholders and potential investors of the Company that based on the preliminary review of the Group’s unaudited management accounts for the eleven months ended 30 November 2015 and the information currently available to the Board, the Group is expected to record a net loss for the year ended 31 December 2015, as compared with a net profit of approximately HK\$7,572,000 for the year ended 31 December 2014 (the “**Profit Warning**”). The estimated net loss was mainly attributable to the one-off share-based payment expenses in relation to the

share options granted by the Company on 19 June 2015, details of which were disclosed in the announcement of the Company dated 19 June 2015. The Board wishes to point out that such expenses were of non-cash nature.

As the Company is still in the process of finalizing the annual results of the Group for the year ended 31 December 2015, the information contained in this announcement represents only a preliminary assessment made by the Board based on the information and figures currently available, and such information or figure has not been audited nor reviewed by the Company's auditors. Details of the Group's annual financial results and performance will be disclosed in the Company's annual results announcement for the year ended 31 December 2015. Shareholders and investors are advised to read carefully the annual results announcement of the Company for the year ended 31 December 2015 to be published by the Company in accordance with the Listing Rules.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

Reference is made to the announcement of the Company dated 4 December 2015 in relation to, among other things, the subscription agreement entered into between Mr. Lin Caihuo (as subscriber) and the Company for the subscription of new shares of the Company (the "**Subscription**") and application for whitewash waiver (the "**Whitewash Waiver**"). Pursuant to Rule 10 of the Code on Takeovers and Mergers (the "**Takeovers Code**"), the Profit Warning constitutes a profit forecast and would need to be reported on by the Company's financial adviser and auditors, and their reports (the "**Profit Forecast Reports**") have to be lodged with the Executive. The Profit Warning must be repeated in full together with the Profit Forecast Reports to be included in the next document sent to the shareholders of the Company as stipulated under Rule 10.4 of the Takeovers Code. Taking into account (i) the practical difficulties to include the Profit Forecast Reports in this announcement pursuant to Rule 10.4 of the Takeovers Code in terms of the additional time required for the preparation of the Profit Forecast Reports by the Company's financial adviser and auditors; and (ii) the requirements of timely disclosures of the inside information under Rule 13.09 of the Listing Rules and Part XIVA of the SFO, the Company will not include the Profit Forecast Reports in this announcement. The Profit Warning will be reported on in compliance with the requirements of the Takeovers Code as soon as practicable and the Profit Forecast Reports will be contained in the circular to be issued by the Company in respect of, among others, the Subscription and the Whitewash Waiver.

Shareholders and potential investors of the Company should note that the Profit Warning does not meet the standard required by Rule 10 of the Takeovers Code and has not been reported on in accordance with the Takeovers Code, and thus they are advised to exercise caution in placing reliance on the Profit Warning in assessing the merits and demerits of the Subscription and the Whitewash Waiver and/or dealing in the securities of the Company.

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

Hong Kong, 4 January 2016

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.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement (other than that relating to the Subscriber and parties acting in concert with him) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than opinions expressed by the Subscriber and parties acting in concert with him) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

The Subscriber accepts full responsibility for the accuracy of information contained in this announcement (other than that relating to the Group) and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this announcement (other than opinions expressed by the Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.