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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)

LIN CAIHUO

JOINT ANNOUNCEMENT

DESPATCH OF THE COMPOSITE OFFER AND RESPONSE DOCUMENT RELATING TO MANDATORY CONDITIONAL CASH OFFERS BY



億聲證券有限公司
Brilliant Norton
Securities Company Limited

ON BEHALF OF THE OFFEROR TO ACQUIRE ALL THE ISSUED SHARES OF YUHUA ENERGY HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY THE OFFEROR AND PARTIES ACTING IN CONCERT WITH HIM) AND CANCEL ALL OUTSTANDING SHARE OPTIONS OF YUHUA ENERGY HOLDINGS LIMITED

Financial adviser to the Offeror



**Lego Corporate
Finance Limited**
力高企業融資有限公司

**Independent Financial Adviser to the
Independent Board Committee**



Gram Capital Limited
嘉林資本有限公司

Reference are made to the joint announcements issued by Yuhua Energy Holdings Limited (the “**Company**”) and Mr. Lin Caihuo (the “**Offeror**”) dated 23 May 2016, 26 May 2016, 13 June 2016 and 22 June 2016 and the composite offer and response document jointly issued by the Offeror and the Company dated 11 July 2016 (the “**Composite Document**”). Capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document unless the context herein requires otherwise.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document, accompanied by the Forms of Acceptance, setting out, among other things, (i) the expected timetable in respect of the Offers; (ii) the letter from Brilliant Norton; (iii) the letter from the Board; (iv) the letter of recommendation from the Independent Board Committee; and (v) the letter of advice from Gram Capital, have been despatched to the Independent Shareholders and Optionholders on 11 July 2016.

EXPECTED TIMETABLE OF THE OFFERS

The expected timetable set out below is indicative only and may be subject to changes. Further announcement(s) will be made in the event of any changes to the timetable as and when appropriate. All time and date references contained in this Composite Document refer to Hong Kong time and dates.

Event	Time & Date
Despatch date of the Composite Document and the Form(s) of Acceptance (<i>Note 1</i>)	Monday, 11 July 2016
Offers open for acceptance (<i>Note 1</i>).	Monday, 11 July 2016
Latest time and date for acceptance of Offers on the Offers Closing Date (<i>Note 2</i>).	4:00 p.m. on Monday, 1 August 2016

Event**Time & Date**

Announcement of the results of the Offers

as at the Offers Closing Date on the website of

the Stock Exchange (*Note 2*) not later than 7:00 p.m. on
Monday, 1 August 2016

Latest date for posting of remittances in respect of

valid acceptances received under the Offers (*Note 3*) Wednesday, 10 August 2016

Latest time and date by which the Offers

can become or be declared unconditional in all respects

as to acceptances (*Note 4*) Friday, 9 September 2016

Notes:

1. The Offers, which are conditional, are made on the date of posting of the Composite Document, and are capable of acceptance on and from that date until 4:00 p.m. on the Offers Closing Date, unless the Offeror revised or extended the Offers in accordance with the Takeovers Code. Subject to the condition of the Offers set out in the “Letter from Brilliant Norton” contained in the Composite Document, acceptances of the Offers shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the section headed “Right of withdrawal” in Appendix I to the Composite Document.
2. In accordance with the Takeovers Code, the Offers must initially be open for acceptance for at least 21 days following the date on which the Composite Document is posted. The latest time and date for acceptance of the Offers is 4:00 p.m. on Monday, 1 August 2016 unless the Offeror revises or extends the Offers in accordance with the Takeovers Code. An announcement will be issued on the website of the Stock Exchange by 7:00 p.m. on the Offers Closing Date, stating whether the Offers have been extended, revised or expired or have become or are declared unconditional in all respects. If the Offers become unconditional in all respects on the Offers Closing Date, an announcement in respect of the result of the Offers will be issued on the website of the Stock Exchange by 7:00 p.m. on the Offers Closing Date. In the event that the Offeror decides to extend the Offers and the announcement does not specify the next closing date, at least 14 days’ notice by way of an announcement will be given before the Offers are closed to those Independent Shareholders and Optionholders who have not accepted the Offers.

If there is a tropical cyclone warning signal number 8 or above or a “black” rainstorm warning signal in force on the Offers Closing Date and (i) not cancelled in time for trading on the Stock Exchange to resume in the afternoon, the time and date of the close of the Offers will be postponed to 4:00 p.m. on the next business day (as defined under the Takeovers Code) which does not have either of those warnings in force in Hong Kong or such other day as the Executive may approve; or (ii) cancelled in time for trading on the Stock Exchange to resume in the afternoon, the time and date of the close of the Offers will be the same day, i.e. 4:00 p.m. on the Offers Closing Date.

3. Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty) payable for the Offer Shares and/or the Share Options tendered under the Offers will be despatched to the Independent Shareholders and/or the Optionholders accepting the Offers by ordinary post at their own risk as soon as possible, but in any event within seven (7) business days (as defined under the Takeovers Code) following the later of the date the Offers become unconditional in all respects and the date of receipt of all relevant documents (receipt of which renders such acceptance complete and valid) in accordance with the Takeovers Code. An acceptor of the Offers shall be entitled to withdraw his/her/its acceptance after 21 days from the Offers Closing Date if the Offers have not by then become unconditional as to acceptances. This entitlement to withdraw shall only be exercisable until such time as the Offers become or are declared unconditional in all respects as to acceptances: however, on the 60th day (or any date beyond which the Offeror has stated that the Offers will not be extended) the final time for the withdrawal must coincide with the final time for the lodgement of acceptance set out in Rule 15.5 of the Takeovers Code, and this time must not be later than 4:00 p.m..
4. In accordance with the Takeovers Code, except with the consent of the Executive, the Offers may not become or be declared unconditional in all respects as to acceptances after 7:00 p.m. on the 60th day after posting of the Composite Document. Where a period laid down by the Takeovers Code ends on a day which is not a business day, the period is extended until the next business day. Accordingly, unless the Offers have previously become or is declared unconditional in all respects as to acceptance, the Offers will lapse after 7:00 p.m. on Friday, 9 September 2016, unless extended with the consent of the Executive.

Save as mentioned above, if the latest time for the acceptance of the Offers and the posting of remittances do not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

IMPORTANT

Independent Shareholders and Optionholders are encouraged to read the Composite Document and the Forms of Acceptance carefully, including the recommendation from the Independent Board Committee to the Independent Shareholders and the Optionholders in respect of the Offers and the letter of advice from Gram Capital to the Independent Board Committee in respect of the Offers, before deciding whether or not to accept the Offers.

Shareholders and/or potential investors of the Company should note that the Offers are subject to the satisfaction of a condition as disclosed in the section headed “Condition to the Offers” in the letter from Brilliant Norton of the Composite Document. The Offers may or may not become unconditional in all respects. Shareholders, Optionholders and/or potential investors of the Company should therefore exercise caution when dealing in the Shares and Options. Persons who are in doubt as to the action to be taken, they should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

By order of the board of
Yuhua Energy Holdings Limited
Wang Enguang
Executive Director

Lin Caihuo

Hong Kong, 11 July 2016

As at the date of this joint 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 the information contained in this joint announcement (other than that relating to the Offeror and parties acting in concert with him) and confirm that, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror 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 joint announcement, the omission of which would make any statements in this joint announcement misleading.

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