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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)**

**(1) PROPOSED BONUS ISSUE OF SHARES**  
**(2) PROPOSED CHANGE IN BOARD LOT SIZE**  
**AND**  
**(3) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**

### **PROPOSED BONUS ISSUE**

The Board proposes a Bonus Issue to Qualifying Shareholders on the basis of two (2) Bonus Shares for every one (1) existing Share held by the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date. The Bonus Shares to be allotted and issued will be credited as fully paid at par by way of capitalisation of an amount standing to the credit of the share premium account of the Company. The register of members of the Company will be closed from Tuesday, 3 November 2015 to Thursday, 5 November 2015, both days inclusive, to ascertain the entitlement of the Shareholders under the Bonus Issue.

Application will be made to the Listing Committee of the Stock Exchange for the approval for the listing of, and permission to deal in, the Bonus Shares.

## **PROPOSED CHANGE IN BOARD LOT SIZE**

The Board announces that the board lot size for trading in the Shares will be changed from 4,000 Shares to 18,000 Shares with effect from 9:00 a.m. on Friday, 13 November 2015, subject to the fulfillment of the conditions of the Bonus Issue as set out in the section headed “Conditions of the Bonus Issue” in this announcement.

## **PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY**

The current authorised share capital of the Company is HK\$20,000,000 divided into 4,000,000,000 Shares, whereas 773,629,352 Shares have been issued as of the date of this announcement. In order to provide the Company with greater flexibility for future development, the Board proposes to increase the authorised share capital of the Company to HK\$250,000,000 divided into 50,000,000,000 shares of par value HK\$0.005 each, by the creation of an additional 46,000,000,000 shares of HK\$0.005 each.

The additional shares shall rank *pari passu* in all respects with the existing shares except that they will not rank for the Bonus Shares.

## **GENERAL**

A circular containing, among other things, details of the Bonus Issue, Change in Board Lot Size and the Increase in Authorised Share Capital will be despatched to the Shareholders on or before 8 October 2015.

## **PROPOSED BONUS ISSUE**

The Board proposes a Bonus Issue to Qualifying Shareholders on the basis of two (2) Bonus Shares for every one (1) existing Share held by the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date. The Bonus Shares will be credited as fully paid by way of capitalisation of an amount standing to the credit of the share premium account. The principal terms of the Bonus Issue are set out below.

## **Basis of Bonus Issue**

Subject to the conditions as set out under the section headed “**Conditions of Bonus Issue**” below, the Bonus Shares will be issued and credited as fully paid at par on the basis of two (2) Bonus Shares for every one (1) existing Share held on the Record Date by the Qualifying Shareholders.

On the basis of 773,629,352 existing Shares in issue as at the date of this announcement, and assuming no further Shares will be issued or repurchased before the Record Date, it is anticipated that 1,547,258,704 Bonus Shares will be issued under the Bonus Issue. The Bonus Shares will be credited as fully paid by way of capitalisation of an amount standing to the credit of the share premium account of the Company. After the completion of the Bonus Issue, there will be a total of 2,320,888,056 Shares in issue as enlarged by the Bonus Issue.

## **Record Date and closure of register of members of the Company**

The Bonus Shares will be issued to the Qualifying Shareholders. Arrangement for the Non-Qualifying Shareholders are further elaborated below under the section headed “**Overseas Shareholders**”.

The register of members of the Company will be closed from Tuesday, 3 November 2015 to Thursday, 5 November 2015 (both days inclusive), during which no transfer of Shares will be registered, in order to determine the entitlement of the Shareholders under the Bonus Issue.

Shareholders are reminded that in order to qualify for the Bonus Issue, they must ensure that all transfers accompanied by the relevant share certificates are 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 for registration not later than 4:30 pm on Monday, 2 November 2015.

The exact total number of Bonus Shares to be issued under the Bonus Issue will not be capable of determination until after the Record Date.

## **Reasons for the Bonus Issue**

The Board proposes the Bonus Issue in recognition of the continual support of the Shareholders and the Bonus Issue will 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. Accordingly, the trading liquidity of the Shares in the market may be enhanced. The Directors are of the view that the Bonus Issue is in the interests of the Company and the Shareholders as a whole.

## **Overseas Shareholders**

If as at the close of business on the Record Date, a Shareholder's address as recorded on the register of members of the Company is in a place outside Hong Kong, the Board will make enquiries as to whether extending the Bonus Issue to the Overseas Shareholders may contravene the applicable securities legislation of the relevant overseas places or the requirements of the relevant regulatory body or stock exchange. If, after making such enquiry, the Board is of the opinion that there is no legal restriction(s) under the laws of the relevant place or any requirement of the relevant regulatory body or stock exchange in that place, such Overseas Shareholders will be permitted to participate in the Bonus Issue. If, however, after making such enquiry, the Board is of the opinion that it would be necessary or expedient, on account either of the legal restriction(s) under the laws of the relevant place or any requirement of the relevant regulatory body or stock exchange in that place, to exclude such Overseas Shareholders, no issue of the Bonus Shares will be made to such Overseas Shareholders.

Overseas Shareholders receiving a copy of the circular concerning the Bonus Issue may not treat the same as an invitation to participate in the Bonus Issue unless such invitation could lawfully be made to him/her/it without having to comply with any registration or other legal requirements in the relevant territory.

In circumstances where any Overseas Shareholders are not permitted to participate in the Bonus Issue, arrangements will then be made for the Bonus Shares which would otherwise have been issued to those Overseas Shareholders to be sold in the market as soon as practicable after dealings in Bonus Shares commence. Any net proceeds of such sale, after deduction of expenses, of HK\$100 or more will be distributed in Hong Kong dollars to the Non-Qualifying Shareholders, if any, pro rata to the respective shareholding and remittances will be posted to them, at their own risk, unless the amount falling to be distributed to any such person is less than HK\$100, in which case it will be retained for the benefit of the Company.

## **Status of Bonus Shares**

The Bonus Shares, upon issued, will rank *pari passu* with the Shares then existing in all respects, including the entitlement of receiving dividends and other distributions the record date for which is on or after the date of allotment and issue of those Bonus Shares except that they will not rank for the bonus issue of shares mentioned herein.

## **Adjustments of Share Options**

As at the date of this announcement, there are 46,200,000 Share Options outstanding. The Bonus Issue may lead to adjustments to the exercise price and the number of Shares which may fall to be issued upon exercise of the outstanding Share Options. Other than the outstanding Share Options, the Company does not have any warrants, options, or other securities exchangeable or convertible into Shares as at the date of this announcement. The Company will make further announcement upon the aforesaid adjustments to the Share Options, if any adjustment is required to be made.

## **Conditions of Bonus Issue**

The completion of Bonus Issue is conditional upon:

- (i) the approval of the Bonus Issue by the Shareholders at the EGM;
- (ii) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Bonus Shares; and
- (iii) compliance with the relevant legal procedures and requirements (if any) under the applicable laws of the Cayman Islands and the articles of association of the Company to effect the Bonus Issue.

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 Bonus Shares. Apart from making listing application to the Listing Committee of the Stock Exchange, the Board does not propose to make application to any other stock exchanges for the listing of, and permission to deal in, the Bonus Shares. In addition, no new class of securities is to be listed pursuant to the Bonus Issue and that all necessary arrangements will be made to enable the Bonus Shares to be admitted into CCASS established and operated by HKSCC.

Subject to the grant of listing of, and permission to deal in, the Bonus Shares on the Stock Exchange, the Bonus Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealing in the Bonus Shares or such other date as may be determined by HKSCC. Settlement of transactions between members 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 Operation procedures in effect from time to time.

### **Certificates for Bonus Shares**

It is expected that certificates for the Bonus Shares will be despatched on or before Thursday, 12 November 2015 after all the conditions have been fulfilled at the risk of the Shareholders entitled thereto to their respective addresses shown on the register of members of the Company on the Record Date. Dealings in the Bonus Shares are expected to commence at 9:00 am on Friday, 13 November 2015.

### **PROPOSED CHANGE IN BOARD LOT SIZE**

In order to comply with the Listing Rules for the minimum value of each board lot of the Shares upon completion of the Bonus Issue, the Board proposes to change the board lot size for trading in the Shares from 4,000 Shares to 18,000 Shares with effect from 9:00 a.m. on Friday, 13 November 2015, subject to the fulfillment of the conditions of the Bonus Issue as set out in the section headed “**Conditions of the Bonus Issue**” above.

Based on the closing price of HK\$1.49 per Share as quoted on the Stock Exchange as at the date of this announcement (equivalent to a theoretical ex-entitlement price of approximately HK\$0.497 per Share upon the allotment of the Bonus Shares), the market value of each board lot of 4,000 Shares is estimated to be approximately HK\$ 1,988 upon the allotment of the Bonus Shares. With the change in board lot size to be implemented, the market value of each board lot of 18,000 Shares (instead of 4,000 Shares) is estimated to be approximately HK\$8,946 based on the theoretical ex-entitlement price of approximately HK\$ 0.497 per Share.

The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders. The Directors consider such change in board lot size is in the interests of the Company and the Shareholders as a whole.

## **Odd Lot Arrangements**

In order to alleviate the difficulties arising from the existence of odd lots of the Shares as a result of the Bonus Issue and the Change in Board Lot Size of the Shares, the Company has appointed Computershare Hong Kong Investor Services Limited as an agent to provide matching services on a best effort basis to the Shareholders who wish to top up or sell their holdings of odd lots of the Shares during the period from 9:00 a.m. on Friday, 13 November 2015 to 4:00 p.m. on Thursday, 3 December 2015, both days inclusive. Holders of the Shares in odd lots represented by the existing share certificates for the Shares who wish to take advantage of this facility either to dispose of their odd lots of the Shares or to top up their odd lots to a full new board lot may directly or through their brokers to contact Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or at telephone number (852) 2862 8555 during office hours (i.e. 9:00 a.m. to 6:00 p.m. within such period).

Holders of the Shares in odd lots should note that successful matching of the sale and purchase of odd lots of the Shares is not guaranteed. The Shareholders are recommended to consult their professional advisers if they are in doubt about the above arrangement.

## **PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY**

The current authorised share capital of the Company is HK\$20,000,000 divided into 4,000,000,000 Shares, whereas 773,629,352 Shares have been issued as of the date of this announcement. In order to provide the Company with greater flexibility for future development, the Board proposes to increase the authorised share capital of the Company to HK\$250,000,000 divided into 50,000,000,000 shares of par value HK\$0.005 each, by the creation of an additional 46,000,000,000 shares of HK\$0.005 each. The additional shares shall rank *pari passu* in all respects with the existing shares except that they will not rank for the Bonus Shares. The Increase in Authorised Share Capital is conditional upon the approval of the Shareholders of the Company by way of an ordinary resolution.

## GENERAL

A circular containing, among other things, details of the Bonus Issue, Change in Board Lot Size and Increase in Authorised Share Capital will be despatched to the Shareholders on or before Thursday, 8 October 2015.

No Shareholder is required to abstain from voting on the ordinary resolutions to approve the Bonus Issue and the Increase in Authorised Share Capital at the EGM.

## EXPECTED TIMETABLE

Set out below is the expected timetable of the Bonus Issue:

**2015**

Despatch of the circular and notice of the EGM . . . . . on or before Thursday, 8 October

Latest time for lodging transfer of Shares

for registration in order to be entitled to attend the EGM . . . 4:30 pm on Friday, 23 October

Latest time to return form of proxy for the EGM . . . . . 10:30 am on Monday, 26 October

Closure of register of members of the Company

for attending the EGM. . . . . Monday, 26 October –  
Wednesday, 28 October  
(both days inclusive)

Record date for attending and voting at the EGM. . . . . Wednesday, 28 October

Date and time of EGM . . . . . 10:30 am on  
Wednesday 28 October

Publication of the poll results announcement of the EGM. . . . . Wednesday 28 October

Last day of dealings in Shares cum-entitlements

to the Bonus Shares. . . . . Thursday, 29 October



First day of dealings in Shares ex-entitlements to the Bonus Shares . . . . .	Friday, 30 October
Latest time for lodging transfers of Shares for registration in order to qualify for the Bonus Issue . . . . .	4:30 pm on Monday, 2 November
Closure of register of members of the Company for determining entitlement to the Bonus Shares . . . . .	Tuesday, 3 November – Thursday, 5 November (both days inclusive)
Record Date for determination of entitlement to the Bonus Shares . . . . .	Thursday, 5 November
Register of members of the Company re-opens . . . . .	Friday, 6 November
Certificates for the Bonus Shares expected to be dispatched on or before . . . . .	Thursday, 12 November
Last day for trading of the Shares in board lot of 4,000 Shares . . . . .	Thursday, 12 November
Dealings in Bonus Shares commence . . . . .	9:00 am on Friday, 13 November
Effect date of change of board lot size from 4,000 Shares to 18,000 Shares . . . . .	9:00 am on Friday, 13 November
Designated broker starts to stand in the market to provide matching services for sale and purchase of odd lots of Shares . . . . .	9:00 am on Friday, 13 November
Designated broker ceases to stand in the market to provide matching services for sale and purchase of odd lots of Shares . . . . .	4:00 pm on Thursday, 3 December

*Note:* All times refer to Hong Kong local time in this announcement.

Dates or deadlines specified in this announcement are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Board”	the board of Directors from time to time
“Bonus Issue”	the proposed allotment and issue of Bonus Shares on the basis of two (2) Bonus Shares for every one (1) existing Share held by the Qualifying Shareholders
“Bonus Shares”	the new Shares to be issued under the Bonus Issue
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the proposed change in board lot size for trading in the Shares from 4,000 Shares to 18,000 Shares
“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) (Stock code: 2728), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company from time to time
“EGM”	the extraordinary general meeting of the Company to be convened and held to approve, inter alia, the Bonus Issue and the Increase in Authorised Share Capital
“Group”	the Company and its subsidiaries

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Increase in Authorised Share Capital”	proposed increase in the authorised share capital of the Company from HK\$20,000,000 divided into 4,000,000,000 Shares to HK\$250,000,000 divided into 50,000,000,000 Shares
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Non-Qualifying Shareholders”	Overseas Shareholders who are excluded from participating in the Bonus Issue
“Overseas Shareholders”	holders of Shares whose addresses as shown on the register of members of the Company at the close of business on the Record Date are outside Hong Kong
“Qualifying Shareholders”	Shareholders, not being Non-Qualifying Shareholders, whose names appear on the register of members of the Company on the Record Date and are entitled to the Bonus Issue
“Record Date”	5 November 2015, Thursday, being the record date for determination of entitlements to the Bonus Issue
“Shareholders”	holders of the Shares from time to time

“Shares”	share(s) of par value HK\$0.005 each in the share capital of the Company
“Share Options”	the options granted under the share option scheme adopted by the Company which entitle the holders thereof to subscribe for Shares in accordance with the terms of the share option scheme
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 17 September 2015

*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.*