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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Yuhua Energy Holdings Limited (the “**Company**”) will be held on Wednesday, 26 April 2017 at 11:00 a.m. at Room 2207, 22nd Floor, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

- (1) “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the approval for the listing of, and permission to deal in, the Subdivided Shares (as defined below), the Share Subdivision (as defined below) be approved in the following manner:
 - (a) each of the existing issued and unissued shares of HK\$0.005 each (the “**Shares**”) in the share capital of the Company be sub-divided (the “**Share Subdivision**”) into two (2) sub-divided shares of HK\$0.0025 each (the “**Subdivided Shares**”) and the Share Subdivision shall take effect on the next business day immediately following the day on which this resolution is passed;
 - (b) all of the Subdivided Shares will rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of shares contained in the memorandum and articles of association of the Company; and

- (c) any one of the directors or company secretary of the Company be and is hereby authorised to do all such acts, deed and things and to effect all necessary actions as he or she may consider necessary or desirable in order to effect, implement and complete any and all of the matters set out in this resolution.”
- (2) “**THAT** Ms. Wong Yan Ki, Angel be re-elected as an independent non-executive director of the Company.”

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

Hong Kong, 30 March 2017

Registered office:

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

*Head office and principal place
of business in Hong Kong:*

Room 2207, 22nd Floor
Harbour Centre
25 Harbour Road
Wanchai
Hong Kong

Notes:

1. Any member entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time for holding the Meeting or adjourned meeting. Completion and return of the form of proxy will not preclude members from attending and voting at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

3. For the purpose of identifying shareholders who are entitled to attend the Meeting, the register of members of the Company will be closed from Wednesday, 19 April 2017 to Wednesday, 26 April 2017 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending the Meeting, 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, Wan Chai, Hong Kong, not later than 4:30 p.m. on 18 April 2017.
4. In relation to proposed resolution (2) above, Ms. Wong Yan Ki, Angel will retire from her office at the Meeting pursuant to article 86(3) of the articles of association of the Company and, being eligible, will offer herself for re-election. Biographical details of Ms. Wong Yan Ki, Angel are set out in Appendix I to the circular of the Company dated 30 March 2017.
5. 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 Meeting, the chairman of the Meeting will exercise his power under article 66 of the articles of association of the Company to put the resolutions set out in this notice to be voted by way of poll.

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 Ms. Wong Yan Ki, Angel.