
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Shinhint Acoustic Link Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or the transfer was effected for transmission to the purchaser(s) or the transferee(s).

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**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 GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES
AND BUY-BACK BY THE COMPANY OF ITS OWN SHARES;**
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED CHANGE OF COMPANY NAME;
(4) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL; AND
(5) NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of the Company to be held at Room 2402, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 29th May, 2015 at 9:30 a.m. is set out on pages 21 to 26 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to 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, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

17th April, 2015

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting” or “Meeting”	the annual general meeting of the Company to be held at Room 2402, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 29th May, 2015 at 9:30 a.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended from time to time, and “Article” shall mean an article of the Articles of Association
“Board”	the board of Directors
“Buy-back Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to buy-back Shares up to a maximum of 10% of the aggregate number of the Shares in issue as at the date of passing of such resolution
“Change of Company Name”	the proposed change of English name of the Company from “Shinhint Acoustic Link Holdings Limited” to “Yuhua Energy Holdings Limited” and the dual foreign name in Chinese of the Company from “成謙聲匯控股有限公司” to “裕華能源控股有限公司”
“close associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Company”	Shinhint Acoustic Link Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange
“core connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company from time to time

DEFINITIONS

“General Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue and deal with further new Shares up to a maximum of 20% of the aggregate number of the Shares in issue at the date of the passing of such resolution
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Increase in Authorised Share Capital”	the proposed increase in authorised share capital of the Company from HK\$5,000,000 divided into 500,000,000 Shares to HK\$20,000,000 divided into 2,000,000,000 Shares by the creation of an additional 1,500,000,000 Shares
“Latest Practicable Date”	13th April, 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Lin Caihuo (*Chairman of the Board*)
Ms. Kang Guiping
Mr. Wang Enguang

Non-Executive Director:

Mr. Yip Yat Ming

Independent Non-Executive Directors:

Mr. Liu Yang
Mr. Lum Pak Sum
Mr. Tsui Man Yin

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:*

Unit 1105, 11th Floor
Jubilee Centre
18 Fenwick Street
Wanchai
Hong Kong

17th April, 2015

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES
AND BUY-BACK BY THE COMPANY OF ITS OWN SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED CHANGE OF COMPANY NAME;
(4) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL; AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The primary purposes of this circular are to give you details of the following proposals which, together with other ordinary business, will be proposed at the Annual General Meeting for consideration and, where appropriate, approval of the Shareholders:

- (a) to re-elect the Directors;

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- (b) to grant the General Mandate to the Directors;
- (c) to grant the Buy-back Mandate to the Directors;
- (d) to increase the number of Shares to be allotted and issued under the General Mandate by an additional number representing such number of Shares bought-back under the Buy-back Mandate;
- (e) to propose the Change of Company Name; and
- (f) to propose the Increase in Authorised Share Capital.

The notice of the Annual General Meeting is set out on pages 21 to 26 of this circular.

GENERAL MANDATE AND BUY-BACK MANDATE

At the annual general meeting of the Company held on 23rd May, 2014, resolutions were passed by the Shareholders, among other things, to grant general and unconditional mandates to the Directors to exercise the power to allot, issue and otherwise deal with Shares and to buy-back Shares. Such general mandates will lapse at the conclusion of the Annual General Meeting. Accordingly, the Company proposes to seek approval of the Shareholders at the Annual General Meeting to grant fresh general mandates to the Directors to exercise the above powers.

The General Mandate and the Buy-back Mandate shall be effective until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, or any other applicable law of the Cayman Islands to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution to renew the grant to the Directors of the Buy-back Mandate. The explanatory statement required by the Listing Rules to be included in this circular is set out in Appendix I to this circular.

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General Mandate

As at the Latest Practicable Date, the Company had in issue an aggregate of 322,445,564 Shares. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company would be allowed to allot and issue up to a maximum of 64,489,112 Shares, representing 20% of the issued Shares at the time of passing of the resolution approving the General Mandate assuming that no further Shares will be issued or bought-back by the Company prior to the Annual General Meeting.

Subject to the passing of the proposed resolutions for the approval of the General Mandate and the Buy-back Mandate, an ordinary resolution will also be proposed to authorise the Directors to extend the General Mandate so granted to the Directors by adding thereto any Shares bought-back by the Company pursuant to the Buy-back Mandate.

As at the Latest Practicable Date, the Directors have no immediate plans to issue any new Shares other than any Shares which may fall to be issued under the share option scheme or any scrip dividend scheme which may be approved by the Shareholders.

Buy-back Mandate

At the Annual General Meeting, and as part of the special business of the Annual General Meeting, an ordinary resolution will be proposed to grant the Buy-back Mandate to the Directors. Subject to the passing of the proposed resolution for the approval of the Buy-back Mandate and in accordance with the terms therein, the Company would be allowed to buy-back up to a maximum of 32,244,556 Shares, representing 10% of the issued Shares at the time of passing of the resolution approving the Buy-back Mandate assuming that no further Shares will be issued or bought-back by the Company prior to the Annual General Meeting.

RE-ELECTION OF DIRECTORS

According to Article 87, one-third of the Directors for the time being, or if their number is not a multiple of three, then the number nearest to but not less than one-third shall retire from office by rotation at every annual general meeting. A retiring Director shall be eligible for re-election.

In accordance with Article 87, Mr. Yip Yat Ming shall retire from his office by rotation at the Annual General Meeting. Being eligible, Mr. Yip Yat Ming will offer himself for re-election at the Annual General Meeting.

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According to Article 86(3), the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company (in the case of an addition to the existing Board) or until the next following general meeting of the Company (in the case of filling a casual vacancy) and shall then be eligible for re-election.

In accordance with Article 86(3), the office of each of the following directors shall end at the Annual General Meeting and, being eligible, will offer himself or herself for re-election.

Mr. Lin Caihuo	(appointed on 21st November, 2014)
Ms. Kang Guiping	(appointed on 21st November, 2014)
Mr. Wang Enguang	(appointed on 1st December, 2014)
Mr. Lum Pak Sum	(appointed on 1st December, 2014)
Mr. Tsui Man Yin	(appointed on 1st December, 2014)
Mr. Liu Yang	(appointed on 16th March, 2015)

At the Annual General Meeting, separate ordinary resolutions will be proposed to re-elect Mr. Yip Yat Ming, Mr. Lin Caihuo, Ms. Kang Guiping, Mr. Wang Enguang, Mr. Lum Pak Sum, Mr. Tsui Man Yin and Mr. Liu Yang respectively as Directors of the Company.

Particulars relating to Mr. Yip Yat Ming, Mr. Lin Caihuo, Ms. Kang Guiping, Mr. Wang Enguang, Mr. Lum Pak Sum, Mr. Tsui Man Yin and Mr. Liu Yang are set out in Appendix II to this circular.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Shinhint Acoustic Link Holdings Limited” to “Yuhua Energy Holdings Limited” and the dual foreign name in Chinese of the Company from “成謙聲匯控股有限公司” to “裕華能源控股有限公司”.

Conditions for the Change of Company Name

The Change of Company Name is subject to the following conditions:

1. the passing of a special resolution by the Shareholders at the Annual General Meeting to approve the Change of Company Name; and

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- the entry of “Yuhua Energy Holdings Limited” as the new English name of the Company and “裕華能源控股有限公司” as the new dual foreign name in Chinese of the Company in the register of companies maintained by Registrar of Companies in the Cayman Islands.

Subject to satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands. Thereafter, the Company will carry out the necessary filing procedures in Hong Kong as required under the applicable laws, rules and regulations of Hong Kong including those with the Companies Registry in Hong Kong.

Reasons for the Change of Company Name

The Board considers the Change of Company Name will better reflect the direction of the Group’s business development and the Company’s commitment to attain the goal of diversification and expansion of the Group’s business. The Board believes that the new company name can provide the Company with a more appropriate corporate identification and image which will benefit the Company’s future business development and is in the interests of the Company and the Shareholders as a whole.

Effects of the proposed Change of Company Name

The Change of Company Name will not affect any rights of the Shareholders. All existing share certificates in issue bearing the Company’s existing name will continue to be evidence of title to the Shares and valid for trading, settlement, registration and delivery purposes. There will not be any arrangements for free exchange of existing share certificates for new share certificates bearing the new name of the Company.

Once the Change of Company Name becomes effective, the Shares will be traded under the new stock short name and any issue of share certificates will be under the new name of the Company.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$5,000,000 divided into 500,000,000 shares of which 322,445,564 Shares were in issue.

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In order to accommodate future expansion and growth of the Group and to provide the Company with greater flexibility to raise funds by allotting and issuing Shares in the future as and when necessary, the Board proposes to increase the authorised share capital of the Company to HK\$20,000,000 divided into 2,000,000,000 Shares by the creation of an additional 1,500,000,000 Shares which shall rank equally with each other in all respects, such that following the increase, the authorised share capital of the Company shall become HK\$20,000,000 divided into 2,000,000,000 Shares.

As at the Latest Practicable Date, the Board had no present intention to issue any part of the proposed increased authorised share capital of the Company. Further announcement(s) will be made by the Company if it proposes to issue any new Shares in the future.

The Increase in Authorised Share Capital is conditional upon the passing of an ordinary resolution by the Shareholders at the Annual General Meeting. The Board is of the view that the Increase in Authorised Share Capital will provide flexibility to the Company for future investment opportunities and facilitate the Company in determining its future business plan and development, and is therefore in the interests of the Company and the Shareholders taken as a whole.

POLL VOTING AT ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, at the Annual General Meeting, the chairman of the Meeting will exercise his power under Article 66 of the Articles of Association to put each of the resolutions set out in the notice of Annual General Meeting to be voted by way of poll.

RECOMMENDATION

The Directors believe that the proposed grant of the General Mandate and the Buy-back Mandate, the extension of the General Mandate to the Shares bought-back pursuant to the Buy-back Mandate, the proposed re-election of Directors, the Change of Company Name and the Increase in Authorised Share Capital are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the above resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

DIRECTORS' RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

GENERAL

Your attention is drawn to the information set out in the appendices to this circular.

Yours faithfully,
By Order of the Board
Shinhint Acoustic Link Holdings Limited
Lin Caihuo
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the Buy-back Mandate.

1. BUY-BACK OF SHARES FROM CORE CONNECTED PARTIES

The Listing Rules prohibit a company from knowingly purchasing shares on the Stock Exchange from a “connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates and a connected person is prohibited from knowingly selling his/her/its securities to the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Buy-back Mandate is approved by the Shareholders.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 322,445,564 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Buy-back Mandate and on the basis that no further Shares are issued or bought-back by the Company prior to the Annual General Meeting, the Company will be allowed under the Buy-back Mandate to buy-back a maximum of 32,244,556 Shares.

3. REASONS FOR THE BUY-BACK

The Directors believe that the Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Buy-back Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a buy-back will benefit the Company and the Shareholders as a whole.

4. FUNDING OF BUY-BACKS

Pursuant to the Buy-back Mandate, buy-backs would be funded entirely from the Company’s available cash flow or working capital facilities which will be funds legally available under the laws of the Cayman Islands, the memorandum of association of the Company and the Articles of Association for such purpose.

5. GENERAL

An exercise of the Buy-back Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31 December 2014, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any buy-back in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares had traded on the Stock Exchange in each of the previous twelve calendar months were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
April	0.75	0.60
May	0.71	0.60
June	0.67	0.60
July	0.75	0.63
August	1.12	0.70
September	1.15	0.89
October	1.38	0.89
November	1.45	1.08
December	1.22	1.00
2015		
January	1.09	0.92
February	1.00	0.87
March	0.92	0.71
April (up to the Latest Practicable Date)	1.21	0.78

7. UNDERTAKING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares if the Buy-back Mandate is approved at the Annual General Meeting and exercised.

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make buy-backs pursuant to the Buy-back Mandate in accordance with the Listing Rules, the memorandum of association of the Company, the Articles of Association and the applicable laws of the Cayman Islands.

8. TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to buy-back Shares pursuant to the Buy-back Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Lin Caihuo, a Director and a substantial shareholder of the Company, was interested in a total of 91,239,473 Shares, representing approximately 28.30% of the issued Shares of the Company.

In the event that the Directors exercise in full the power to buy-back Shares in accordance with the Buy-back Mandate, then (if the present shareholdings otherwise remained the same) the total interests of Mr. Lin Caihuo in the Company would be increased to approximately 31.44% of the issued Shares of the Company. As such, an exercise of the Buy-back Mandate in full will result in Mr. Lin Caihuo becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no present intention to exercise any of the Buy-back Mandate to such an extent that will result in a requirement of Mr. Lin Caihuo to make a mandatory offer under the Takeovers Code.

Accordingly, save as disclosed above, the Directors are not aware of any consequences which may arise under the Takeovers Code as consequences of any buy-back(s) made under the Buy-back Mandate. In addition, the Company may not buy-back Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

9. SHARES BUY-BACKS MADE BY THE COMPANY

No buy-back of Shares had been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The particulars of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out below:

Mr. Yip Yat Ming

Mr. Yip Yat Ming, aged 60, has been a non-executive Director since April 2014. He has over 30 years experience in corporate management. Since 1981, Mr. Yip has been in the management of agriculture and fisheries, entertainment and tourism industry. During 2004 – 2005, Mr. Yip was appointed as a board member of the Fish Marketing Advisory Board. During 2005 – 2010, Mr. Yip was invited to be a general manager of Sino Union Petroleum & Chemical International Limited (currently known as Yanchang Petroleum International Limited), a company whose shares are listed on the Stock Exchange. His focus was mainly on the development of oil and mineral sectors. Mr. Yip also has a rich operational experience and relationship in the Greater China region.

Save as disclosed, Mr. Yip does not hold any directorship in any public listed companies in the last three years.

As at the Latest Practicable Date, Mr. Yip did not have any interest in Shares within the meaning of Part XV of the SFO.

Mr. Yip does not have any relationship with any Directors, senior management, substantial or controlling shareholder of the Company.

Mr. Yip has entered into a letter of appointment with the Company commencing from 7th April, 2014 for a term of three years. Mr. Yip is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. He is entitled to receive an annual emolument of HK\$120,000 and for his other work positions with the Group (which was determined with reference to his qualification, experience, the scope of responsibilities within the Group and the prevailing market conditions).

In relation to the proposed re-election of Mr. Yip and so far as the Directors are aware, there are no other matters that need to be brought to the attention of the Shareholders nor other information relating to Mr. Yip that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Lin Caihuo

Mr. Lin Caihuo, aged 43, has been the Chairman of the Board and an Executive Director since November 2014. He also serves as a member of the remuneration committee and the nomination committee of the Board. He has been engaging in the business of trading, warehousing, transporting and distributing oil products since 2003 and has gained an extensive experience in the industry. He has been an executive director and the General Manager of Fujian Yuhua Petrochemical Company Limited (福建裕華石油化工有限公司) since February 2003, Xiamen Star of Sea Shipping Company Limited (廈門海之星航運有限公司) since July 2010, Fujian Yuhua Energy Company Limited (福建裕華能源有限公司) since April 2013, Fujian Yuhua Group Company Limited (福建裕華集團有限公司) since April 2013, Fujian Yuhua Property Management Limited (福建裕華物業管理有限公司) since February 2014 and Fujian Yuhua Shipping Company Limited (福建裕華船務有限公司) since March 2014.

Mr. Lin has also been the vice-president of Fujian Oil and Gas Association (福建省油氣商會副會長) since 2014. In July 2014, he was elected as the executive vice-president of the Chamber of Commerce of Zhangzhou Xiamen (廈門市漳州商會常務副會長). Mr. Lin was appointed as a representative of Zhangzhou City at Fifteenth People's Congress (漳州市第十五屆人民代表大會代表) and was the honorary president of the Chamber of Zhangzhou oil (第三屆漳州市石油商會名譽會長). In addition, Mr. Lin was appointed as the first vice president of the Federation of Enterprises and Entrepreneurs of Dongshan County (第一屆東山縣企業與企家聯合會副會長) and the vice-chairman of the Ninth Dongshan County Chamber of Commerce (第九屆東山縣工商聯合會(商會)副主席). Since August 2012, he has been the honorary president of Charity of Dongshan County (東山縣慈善總會榮譽會長). He had been an executive director of Sino Haijing Holdings Limited (中國海景控股有限公司), a company whose shares are listed on the Main Board of the Stock Exchange (stock code:1106) during the period from 10 July 2014 to 2 November 2014.

Save as disclosed, Mr. Lin does not hold any directorship in any public listed companies in the last three years.

As at the Latest Practicable Date, Mr. Lin was a substantial shareholder of the Company and had personal interest in 91,239,473 Shares, representing approximately 28.30% of the entire issued share capital of the Company. Save as disclosed, Mr. Lin did not have, directly or indirectly, any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Lin does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Lin has entered into a service contract with the Company commencing from 21 November 2014. Mr. Lin is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Mr. Lin is entitled to receive an annual emolument of HK\$1,200,000 and for his other work positions with the Group (which was determined with reference to his qualification, experience, the scope of responsibilities within the Group and the prevailing market conditions).

In relation to the proposed re-election of Mr. Lin and so far as the Directors are aware, there are no other matters that need to be brought to the attention of the Shareholders nor other information relating to Mr. Lin that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Ms. Kang Guiping

Ms. Kang Guiping, aged 29, has been an executive Director since November 2014. She holds a Bachelor degree in Accountancy from Xiamen University. Prior to July 2014, Ms. Kang acted as the vice-president of T&S (Xiamen) Investment Management and Consultancy Company Limited* (時位(廈門)投資管理諮詢有限公司). From 2008 to 2011, she was an auditor and senior auditor of Ernst & Young Hua Ming LLP, and thereafter, she worked with Xiamen Allied Most Investment and Consultancy Limited* (廈門聯萃投資諮詢有限公司) as a senior manager. Ms. Kang has rich experience in auditing, management and investment.

Save as disclosed, Ms. Kang does not hold any directorship in any public listed companies in the last three years.

Ms. Kang does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Kang did not have, directly or indirectly, any interest in Shares within the meaning of Part XV of the SFO

Ms. Kang has entered into a service contract with the Company for a term of three years commencing from 21st November, 2014. Ms. Kang is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Ms. Kang is entitled to receive an annual emolument of HK\$500,000 and for her other work positions with the Group (which was determined with reference to her qualification, experience, the scope of responsibilities within the Group and the prevailing market conditions).

In relation to the proposed re-election of Ms. Kang and so far as the Directors are aware, there are no other matters that need to be brought to the attention of the Shareholders nor other information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Wang Enguang

Mr. Wang Enguang, aged 64, has been an executive Director since December 2014. He completed the Basic Courses for Officials of Chinese Government and Communist Party* (黨政幹部基礎專科) from Liaoning Radio and TV University* (遼寧廣播電視大學) in 1986. For the period from 1972 to 1999, he worked in Liaoning Petrochemical Fiber Company* (遼寧石油化纖公司). He was a vice-manager of raw material supply before leaving. Mr Wang began serving PetroChina Company Limited* (中國石油天然氣股份有限公司) in 1999 until retirement in July 2010. Before his retirement, he was a manager of the sales company in Jiangxi, the PRC. Mr Wang has decades of rich experience in the areas of sales and management.

Save as disclosed, Mr. Wang does not hold any directorship in any public listed companies in the last three years.

Mr. Wang does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Wang did not have, directly or indirectly, any interest in Shares within the meaning of Part XV of the SFO.

Mr. Wang has entered into a service contract with the Company for a term of three years commencing from 1st December, 2014. Mr. Wang is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Mr. Wang is entitled to receive an annual emolument of HK\$200,000 (which was determined with reference to his qualification, experience, the scope of responsibilities within the Group and the prevailing market conditions).

In relation to the proposed re-election of Mr. Wang and so far as the Directors are aware, there are no other matters that need to be brought to the attention of the Shareholders nor other information relating to Mr. Wang that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Lum Pak Sum

Mr. Lum Pak Sum, aged 54, has been an independent non-executive Director since December 2014. He also serves as the chairman of the audit committee and a member of the remuneration committee and the nomination committee of the Board. He obtained a master's degree in business administration from The University of Warwick in 1994 and a bachelor's degree in laws from University of Wolverhampton in 2002. He is currently a fellow member of the Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants.

Mr. Lum was an independent non-executive director of Energy International Investments Holdings Limited (stock code: 353), Bestway International Holdings Limited (stock code: 718), Radford Capital Investments Limited (stock code: 901), Pak Tak International Limited (stock code: 2668), Sinogreen Energy International Group Limited (stock code:1159) and Asia Resources Holdings Limited (stock code: 899), those shares are listed on the Main Board of the Stock Exchange, for the period from September 2005 to July 2011, from March 2010 to May 2013, from May 2010 to November 2013, from June 2014 to November 2014, from April 2009 to November 2014 and from November 2010 to January 2015 respectively.

Since August 2007 and January 2014, Mr. Lum has been an independent non-executive director of Great China Properties Holdings Limited (stock code: 21) and Beautiful China Holdings Company Limited (stock code: 706), those shares are listed on the Main Board of the Stock Exchange, respectively. Mr. Lum has been a non-executive director of Orient Securities International Holdings Limited (stock code: 8001), listed on the GEM of the Stock Exchange, since January 2014. He has also been an independent director of Asia Green Agriculture Corporation, a company trading on the Over-the-Counter Bulletin Board in the United States of America, since September 2011. Save as disclosed, Mr. Lum does not hold any directorship in any public listed companies in the last three years.

Mr. Lum does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Lum did not have, directly or indirectly, any interest in Shares within the meaning of Part XV of the SFO.

Mr. Lum has entered into a letter of appointment with the Company for a term of three years commencing from 1st December, 2014. Mr. Lum is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Mr. Lum is entitled to receive an annual emolument of HK\$120,000 and for his other work positions with the Group (which was determined with reference to his qualification, experience, the scope of responsibilities within the Group and the prevailing market conditions).

Based on the information contained in the annual confirmation on independence provided by Mr. Lum to the Company pursuant to Rule 3.13 of the Listing Rules, the Board had reviewed and evaluated the independence of Mr. Lum and was and is satisfied that Mr. Lum remains to be independent, and have the character, integrity, independence and experience required to fulfil and discharge the role and duties of an independent non-executive Director in the event that he is re-elected at the Annual General Meeting.

In relation to the proposed re-election of Mr. Lum and so far as the Directors are aware, there are no other matters that need to be brought to the attention of the Shareholders nor other information relating to Mr. Lum that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Tsui Man Yin

Mr. Tsui Man Yin, aged 35, has been an independent non-executive Director of the Company since December 2014. He also serves as the chairman of the nomination committee and a member of the audit committee and the remuneration committee of the Board. He graduated from HKU SPACE majored in Archives and Financial Planning. He established HAMMER INVESTMENT LIMITED in 2012 and held the position of chief investment officer. Mr. Tsui has more than ten years of experience in finance market. With his in-depth knowledge acquired on financial market and identification of new investment projects, he held numerous investment talks and programmes with over a thousand of people enrolled.

Save as disclosed, Mr. Tsui does not hold any directorship in any public listed companies in the last three years.

Mr. Tsui does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Tsui did not have, directly or indirectly, any interest in Shares within the meaning of Part XV of the SFO.

Mr. Tsui has entered into a letter of appointment with the Company for a term of three years commencing from 1st December, 2014. Mr. Tsui is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Mr. Tsui is entitled to receive an annual emolument of HK\$120,000 and for his other work positions with the Group (which was determined with reference to his qualification, experience, the scope of responsibilities within the Group and the prevailing market conditions).

Based on the information contained in the annual confirmation on independence provided by Mr. Tsui to the Company pursuant to Rule 3.13 of the Listing Rules, the Board had reviewed and evaluated the independence of Mr. Tsui and was and is satisfied that Mr. Tsui remains to be independent, and have the character, integrity, independence and experience required to fulfil and discharge the role and duties of an independent non-executive Director in the event that he is re-elected at the Annual General Meeting.

In relation to the proposed re-election of Mr. Tsui and so far as the Directors are aware, there are no other matters that need to be brought to the attention of the Shareholders nor other information relating to Mr. Tsui that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Liu Yang

Mr. Liu Yang, aged 33, has been an independent non-executive Director since March 2015. He also serves as the chairman of the remuneration committee and a member of the audit committee and the nomination committee of the Board. He graduated from Xian Jiaotong University (西安交通大學) with a bachelor degree in bio-medical engineering in July 2004 and graduated from Xiamen University (廈門大學) with a master degree in bio-medical engineering in June 2007. He was the project manager and senior manager at GF Securities Company Limited (Guangzhou) (廣發證券股份有限公司(廣州)) from July 2007 to April 2011. He has also been serving as the business director at Industrial Securities Company Limited (Fuzhou) (興業證券股份有限公司(福州)) since April 2011. He was also an independent non-executive director of Sino Haijing Holdings Limited, whose shares are listed on the Main Board of Stock Exchange, during the period from 12 August 2014 to 3 November 2014.

Save as disclosed, Mr. Liu does not hold any directorship in any public listed companies in the last three years.

Mr. Liu does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Liu did not have, directly or indirectly, any interest in Shares within the meaning of Part XV of the SFO.

Mr. Liu has entered into a letter of appointment with the Company for a term of three years commencing from 16th March, 2015. Mr. Liu is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Mr. Liu is entitled to receive an annual emolument of HK\$120,000 and for his other work positions with the Group (which was determined with reference to his qualification, experience, the scope of responsibilities within the Group and the prevailing market conditions).

Based on the information contained in the confirmation on independence provided by Mr. Liu to the Company pursuant to Rule 3.13 of the Listing Rules prior to his appointment as independent non-executive Director, the Board had reviewed and evaluated the independence of Mr. Liu and was and is satisfied with his independence, and that Mr. Liu has the character, integrity, independence and experience required to fulfil and discharge the role and duties of an independent non-executive Director in the event that he is re-elected at the Annual General Meeting.

In relation to the proposed re-election of Mr. Liu and so far as the Directors are aware, there are no other matters that need to be brought to the attention of the Shareholders nor other information relating to Mr. Liu that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Shinhint Acoustic Link Holdings Limited (the “Company”) will be held at Room 2402, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 29th May, 2015 at 9:30 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “Directors”) and the auditor (the “Auditor”) of the Company for the year ended 31st December, 2014.
2. To consider, each as a separate resolution, the re-election of each of the following retiring Directors and to authorise the board of Directors (the “Board”) to fix the remuneration of the Directors:
 - (a) Mr. Yip Yat Ming;
 - (b) Mr. Lin Caihuo;
 - (c) Ms. Kang Guiping;
 - (d) Mr. Wang Euguang;
 - (e) Mr. Lum Pak Sum;
 - (f) Mr. Tsui Man Yin; and
 - (g) Mr. Liu Yang.
3. To consider the re-appointment of Cheng and Cheng Limited as the Auditor for the year ending 31 December 2015 and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

To consider, as special business and, if thought fit, passing the following resolutions, with or without amendment, as ordinary resolutions:

4. **“THAT:**
- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the unissued shares (the “Shares”) in the share capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, notes or other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes or other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme or similar arrangement of the Company from time to time; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company and other applicable regulations in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed 20 per cent. of the aggregate number of Shares in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands or any applicable laws of the Cayman Islands to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all powers of the Company to buy-back shares (the “Shares”) in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “Securities and Futures Commission”) and the Stock Exchange for such

NOTICE OF ANNUAL GENERAL MEETING

purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the “Companies Law”) and all other applicable laws as amended from time to time in this regard, be and the same is hereby generally and unconditionally approved;

- (b) the aggregate number of Shares which may be bought-back or agreed to be bought-back by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate number of Shares in issue as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
 - (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law or any other applicable law of the Cayman Islands to be held; or
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
6. “**THAT** conditional upon the ordinary resolution nos. 4 and 5 above being duly passed, the unconditional general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with unissued shares in the share capital of the Company pursuant to resolution no. 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares (the “Shares”) in the Company bought-back by the Company under the authority granted pursuant to resolution no. 5, provided that such amount shall not exceed 10 per cent. of the aggregate number of Shares in issue as at the date of passing of resolution no. 5.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT:**
- (a) the authorised share capital of the Company be and is hereby increased from HK\$5,000,000 divided into 500,000,000 shares of HK\$0.01 each to HK\$20,000,000 divided into 2,000,000,000 shares of HK\$0.01 each by the creation of an additional of 1,500,000,000 new shares of HK\$0.01 each (the “Increase in Authorised Share Capital”); and
 - (b) the directors of the Company be and are hereby authorised to do all such acts and things and execute and deliver all such documents which they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”

By way of special business, to consider, and if thought fit, to pass the following resolution, with or without modification, as special resolution:

8. “**THAT** subject to the entry of “Yuhua Energy Holdings Limited” as the new English name of the Company and “裕華能源控股有限公司” as the new dual foreign name in Chinese of the Company in the register of companies maintained by the Registrar of Companies in the Cayman Islands, the English name of the Company be and is hereby changed from “Shinhint Acoustic Link Holdings Limited” to “Yuhua Energy Holdings Limited” and the dual foreign name in Chinese of the Company be changed from “成謙聲匯控股有限公司” to “裕華能源控股有限公司” with effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands and the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents as they consider necessary or expedient to give effect to the aforesaid change of name and dual foreign name of the Company.”

By Order of the Board
Shinhint Acoustic Link Holdings Limited
Lin Caihuo
Chairman

Hong Kong, 17th April, 2015

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:*
Unit 1105, 11th Floor
Jubilee Centre
18 Fenwick Street
Wanchai
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member entitled to attend and vote at a meeting of the Company 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 a general meeting of the Company. 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, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. The register of members of the Company will be closed from 27th May, 2015 to 29th May, 2015 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attending the annual general 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, Wanchai, Hong Kong, not later than 4:30 p.m. on 26th May, 2015.
4. In relation to proposed resolution no. 2 above, Mr. Yip Yat Ming will retire from his office at the above meeting pursuant to article 87 of the articles of association of the Company and, being eligible, will offer himself for re-election. Mr. Lin Caihuo, Ms. Kang Guiping, Mr. Wang Enguang, Mr. Lum Pak Sum, Mr. Tsui Man Yin and Mr. Liu Yang will retire from their offices at the above meeting pursuant to article 86(3) of the articles of association of the Company and, being eligible, will offer themselves for re-election.
5. In relation to proposed resolution nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange. The Directors have no immediate plans to issue any new Shares.
6. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to buy-back shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to this circular.
7. In relation to proposed resolution no. 7, the Directors have no present intention of issuing any part of the proposed increased authorised share capital of the Company.
8. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, at the annual general meeting, 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.

As at the date of this notice, the Company has three executive directors, namely Mr. Lin Caihuo (Chairman), Ms. Kang Guiping and Mr. Wang Enguang, one non-executive director, namely Mr. Yip Yat Ming and three independent non-executive directors, namely Mr. Liu Yang, Mr. Lum Pak Sum and Mr. Tsui Man Yin.