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

If you have sold or transferred all your shares in Yuhua Energy Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser, the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**(1) PROPOSED SHARE SUBDIVISION
(2) PROPOSED RE-ELECTION OF DIRECTOR
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” of this circular.

A notice convening the EGM to be held at Room 2207, 22nd Floor, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong at 11:00 a.m. on Wednesday, 26 April 2017 is set out on pages 13 to 15 of this circular. A form of proxy for use by the Shareholders at the EGM is enclosed herein.

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

30 March 2017

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DEFINITIONS

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

| | |
|---------------------------|--|
| “Announcement” | the announcement of the Company dated 13 March 2017 in relation to the Share Subdivision |
| “Board” | the board of Directors |
| “CCASS” | the Central Clearing and Settlement System established and operated by HKSCC |
| “Company” | Yuhua Energy Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose Shares are listed on the Stock Exchange |
| “Director(s)” | the director(s) of the Company |
| “EGM” | the extraordinary general meeting of the Company to be convened to consider and, if thought fit, to approve the Share Subdivision and the proposed re-election of Director |
| “HK\$” | Hong Kong dollar(s), 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 |
| “Latest Practicable Date” | 24 March 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Record Date” | the date for determining Shareholders’ voting rights at the EGM |
| “Share(s)” | existing ordinary share(s) of a par value of HK\$0.005 each in the share capital of the Company |

DEFINITIONS

| | |
|-----------------------|---|
| “Shareholder(s)” | holder(s) of the Share(s) or Subdivided Share(s), as the case may be |
| “Share Option(s)” | option(s) to subscribe for Shares granted by the Company in accordance with the Share Option Scheme |
| “Share Option Scheme” | the share option scheme adopted by the Company on 25 June 2005 |
| “Share Subdivision” | the proposed subdivision of every one (1) existing issued and unissued Share into two (2) Subdivided Shares |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Subdivided Share(s)” | ordinary share(s) of a par value of HK\$0.0025 each in the share capital of the Company upon the Share Subdivision becoming effective |

EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Subdivision is set out below:

| Event | Time and Date |
|---|--|
| Latest time for lodging transfers of Shares to qualify for attending the EGM | 4:30 p.m. on Tuesday, 18 April 2017 |
| Closure of register of members for the purpose of determining members who are entitled to attend the EGM (both dates inclusive) | Wednesday, 19 April 2017 to Wednesday, 26 April 2017 |
| Latest time for lodging proxy form for the EGM (not less than 48 hours prior to the time of EGM) | 11:00 a.m. on Monday, 24 April 2017 |
| Record Date | Wednesday, 26 April 2017 |
| Expected date and time of the EGM. | 11:00 a.m. on Wednesday, 26 April 2017 |
| Announcement of poll results of the EGM. | Wednesday, 26 April 2017 |
| The following events are conditional on the fulfilment of the conditions for the implementation of the Share Subdivision as set out in the paragraph headed “Conditions of the Share Subdivision” in the Letter from the Board of this circular. | |
| Effective date of the Share Subdivision | Thursday, 27 April 2017 |
| First day of free exchange of existing share certificates for new share certificates for the Subdivided Shares | Thursday, 27 April 2017 |
| Dealings in the Subdivided Shares commence | 9:00 a.m. on Thursday, 27 April 2017 |
| Original counter for trading in the existing Shares (in board lots of 4,000 existing Shares) temporarily closes | 9:00 a.m. on Thursday, 27 April 2017 |

EXPECTED TIMETABLE

Temporary counter for trading in the Subdivided Shares
in board lots of 8,000 Subdivided Shares
(in the form of existing share certificates in pink colour) opens 9:00 a.m. on Thursday,
27 April 2017

Original counter for trading in the Subdivided Shares
in board lots of 4,000 Subdivided Shares
(in the form of new share certificates in blue colour) re-opens 9:00 a.m. on Monday,
15 May 2017

Parallel trading in existing Shares and the Subdivided Shares
(in the form of existing share certificates in pink colour
and new share certificates in blue colour) commences 9:00 a.m. on Monday,
15 May 2017

Temporary counter for trading in the Subdivided Shares
in board lots of 8,000 Subdivided Shares
(in the form of existing share certificates in pink colour) closes 4:00 p.m. on Monday,
5 June 2017

Parallel trading in existing Shares and the Subdivided Shares
(in the form of existing share certificates in pink colour
and new share certificates in blue colour) ends 4:00 p.m. on Monday,
5 June 2017

Free exchange of existing share certificates for
new share certificates in blue colour ends Wednesday, 7 June 2017

Note: All times and dates in this circular refer to Hong Kong local times and dates.

Dates or deadlines specified in this circular 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.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Lin Caihuo (*Chairman*)

Mr. Wang Enguang

Independent non-executive Directors:

Mr. Liu Yang

Mr. Lum Pak Sum

Ms. Wong Yan Ki, Angel

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

30 March 2017

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED SHARE SUBDIVISION
(2) PROPOSED RE-ELECTION OF DIRECTOR
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement in relation to the Board's proposal to subdivide every one (1) existing issued and unissued Share of a par value of HK\$0.005 each into two (2) Subdivided Shares of a par value of HK\$0.0025 each.

LETTER FROM THE BOARD

Reference is also made to the announcement of the Company dated 1 November 2016 in respect of, among other things, the appointment of Ms. Wong Yan Ki, Angel as an independent non-executive Director,

The purpose of this circular is to provide you with (i) further information in relation to details of the Share Subdivision; (ii) information regarding the re-election of Director; and (iii) the notice of the EGM.

PROPOSED SHARE SUBDIVISION

Basis of Share Subdivision

The Board proposes to subdivide every one (1) existing issued and unissued Share of a par value of HK\$0.005 each into two (2) Subdivided Shares of a par value of HK\$0.0025 each. The Share Subdivision will become effective upon the fulfilment of the conditions set out in the paragraph headed “Conditions of the Share Subdivision” below. No fractional Subdivided Shares will arise.

Conditions of the Share Subdivision

The Share Subdivision is conditional upon:

- (i) the passing of an ordinary resolution to approve the Share Subdivision by the Shareholders at the EGM; and
- (ii) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Subdivided Shares.

The Share Subdivision will become effective after the conditions of the Share Subdivision above are fulfilled.

Listing application

An application has been made by the Company to the Stock Exchange for the listing of and the permission to deal in the Subdivided Shares. Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants 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 Operational Procedures in effect from time to time.

No part of the equity or debt securities of the Company is listed or dealt in on any other stock exchanges other than the Stock Exchange and no such listing or permission to deal in is being or is currently proposed to be sought on any other stock exchanges other than the Stock Exchange.

LETTER FROM THE BOARD

Effects of the Share Subdivision

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$20,000,000 divided into 4,000,000,000 Shares of par value of HK\$0.005 each, of which 773,629,352 Shares have been issued and are fully paid.

Upon the Share Subdivision becoming effective and on the basis that no further Shares will be allotted and issued or repurchased prior thereto, the authorised share capital of the Company will be HK\$20,000,000 divided into 8,000,000,000 Subdivided Shares of par value of HK\$0.0025 each, of which 1,547,258,704 Subdivided Shares will be in issue and fully paid or credited as fully paid. All Subdivided Shares will rank pari passu with each other in all respects with the Shares in issue and the Share Subdivision will not result in any change in the relevant rights of the Shareholders.

The Shares are currently traded in board lot size of 4,000 Shares. Upon the Share Subdivision becoming effective, the board lot size of the Subdivided Shares for trading on the Stock Exchange will remain unchanged with 4,000 Subdivided Shares for each board lot.

As at the Latest Practicable Date, the Company has outstanding Share Options entitling the holders thereof to subscribe for a total of 30,800,000 Shares at an exercise price of HK\$2.565 per Share (subject to adjustment, if any). Under the relevant terms and conditions of the Share Option Scheme, the Share Subdivision may lead to adjustments to the exercise price and/or the number of Subdivided Shares falling to be issued upon the exercise of the Share Options. The Company will make further announcement(s) on such adjustments as and when appropriate.

Exchange of share certificates

Upon the Share Subdivision becoming effective, the Shareholders can submit their existing share certificates for the existing Shares to 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, in exchange, at the expense of the Company, for the new share certificates for the Subdivided Shares during the business hours from 9:00 a.m. to 4:30 p.m. on any business day from 27 April 2017 to 7 June 2017 (both days inclusive). After the expiry of such period, existing share certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each existing share certificate cancelled or new share certificate issued (whichever number of share certificates involved is higher). Nevertheless, existing share certificates for Shares will continue to be good evidence of legal title and may be exchanged for share certificates for Subdivided Shares at any time after 4:00 p.m. on 5 June 2017 but are not accepted for trading, settlement and registration purpose.

LETTER FROM THE BOARD

It is expected that the new share certificates for the Subdivided Shares will be available for collection within a period of 10 business days after the submission of the existing share certificates for the Shares to Computershare Hong Kong Investor Services Limited for exchange.

The new share certificates for the Subdivided Shares will be issued in blue colour to distinguish from the existing share certificates for the Shares which are in pink colour.

ODD LOT ARRANGEMENT

As it is expected that no odd lot of the Shares will be created as a result of the Share Subdivision, no odd lot arrangement to match the sale and purchase of odd lots will be made.

REASONS FOR THE SHARE SUBDIVISION

Upon the proposed Share Subdivision becoming effective, the par value of each share of the Company will decrease and the total number of shares of the Company in issue will increase. The Share Subdivision will result in a downward adjustment to the trading price of the shares of the Company. Based on the closing price of HK\$1.4 per Share as quoted on the Stock Exchange on the Latest Practicable Date, the market value per board lot of 4,000 existing Shares is HK\$5,600. The market value per board lot of 4,000 Subdivided Shares will theoretically be reduced to HK\$2,800 immediately upon the Share Subdivision becoming effective. The Board believes that the reduced market value of each board lot of Subdivided Shares allows the Subdivided Shares to be perceived as more attractive and therefore helps entice new investors, and in turn may help improve the liquidity in trading of the Subdivided Shares. In fact, during the period from 1 September 2016 to the Latest Practicable Date, the monthly average closing price of the Shares increased from approximately HK\$0.95 in September 2016 to approximately HK\$1.38 in March 2017 (up to the Latest Practicable Date), while the monthly average trading volume decreased from 1,909,143 Shares in September 2016 to 370,889 Shares in March 2017 (up to the Latest Practicable Date). The Directors consider that as the Share price gets higher and higher, some investors may feel the price is too high for them to buy, or small investors may feel it is unaffordable.

Other than the expenses to be incurred in relation to the Share Subdivision, such as professional fees and printing charges, the implementation of the Share Subdivision will not alter the underlying assets, business operations, management or financial position of the Company or the shareholdings, rights and interests of the Shareholders. In addition, the Share Subdivision will not create odd lot. While the expenses to be incurred in relation to the Share Subdivision is expected to be insignificant, the Directors consider the aforesaid benefits of the proposal outweigh the costs. In view of the foregoing, the Directors (including the independent non-executive Directors) considers that the Share Subdivision is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Board currently has no fund raising plans in the next twelve months.

PROPOSED RE-ELECTION OF DIRECTOR

Pursuant to article 86(3) of the article of association of the Company, 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.

On 1 November 2016, Ms. Wong Yan Ki, Angel has been appointed as an independent non-executive Director in place of a resigned Director with effect on the same date. As such, the office of Ms. Wong Yan Ki, Angel shall end at the EGM and, being eligible, Ms. Wong Yan Ki, Angel will offer herself for re-election. At the EGM, a separate ordinary resolution will be proposed to re-elect Ms. Wong Yan Ki, Angel as an independent non-executive Director.

Biographical details of Ms. Wong Yan Ki, Angel are set out in Appendix I to this circular.

EGM

A notice convening the EGM to 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 the purpose of considering, and if thought fit, approving, inter alia (1) the Share Subdivision; and (2) the proposed re-election of Ms. Wong Yan Ki, Angel as the independent non-executive Director are set out on pages 13 to 15 of this circular.

The resolutions put to vote at the EGM will be decided by way of poll. None of the Shareholders will be required to abstain from voting at the EGM.

A proxy form for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM in person, you are requested to complete and return the proxy form 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, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting at the EGM or any adjournment thereof (as the case may be) should you so wish and in such event, the instrument appointing the proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

WARNING

Shareholders and potential investors should be aware of and take note that the Share Subdivision is conditional upon satisfaction of the conditions precedent set out in the paragraph headed “Conditions of the Share Subdivision” above in this circular. Accordingly, the Share Subdivision may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

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.

RECOMMENDATION

The Directors are of the opinion that (1) the Share Subdivision and (2) the proposed re-election of Ms. Wong Yan Ki, Angel as independent non-executive Director are in the interests of the Company and the Shareholders as a whole, and accordingly the Board recommends the Shareholders to vote in favour of the ordinary resolutions to be proposed at the EGM to approve the Share Subdivision and the re-election of Director.

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

Ms. Wong Yan Ki, Angel

Ms. Wong Yan Ki, Angel, aged 45, has been appointed as an independent non-executive Director since November 2016. She also served as the chairlady of the nomination committee and a member of each of the audit committee and the remuneration committee of the Board. She obtained a Bachelor of Arts degree, majoring in international accounting, from Xiamen University in July 1994, a postgraduate certificate in professional accounting from the City University of Hong Kong in November 2000 and a master degree of business administration from Cheung Kong Graduate School of Business in the PRC in October 2009. Ms. Wong also obtained a certificate in taxation and accounting in the PRC from the China Business Centre of The Hong Kong Polytechnic University in October 2002. Ms. Wong has been admitted as fellow member of the Institute of Financial Accountants in the United Kingdom since October 2003, full member of the Society of Registered Financial Planners in Hong Kong since November 2003, full member of the Singapore Institute of Directors since October 2009, member of the Hong Kong Institute of Directors since November 2014, fellow member (FIPA, Australia) of the Institute of Public Accountants since April 2015 and founding member of the Hong Kong Independent Non-Executive Director Association since October 2015. Ms. Wong was also the honorary secretary from 2007 to 2008 and council member of Institute of Financial Accountants in the United Kingdom from 2007 to 2009, and a part-time professor at Xiamen University from 2006 to 2009.

Ms. Wong worked for Deloitte Touche Tohmatsu from September 1995 to November 1999. She later served a number of roles at Great East Packaging Holdings Limited from October 1999 to March 2003, including group financial controller, financial controller, finance manager and assistant finance manager. Between April 2003 and December 2007, she held various positions at Benefit Capital Limited including vice president and executive director. From April 2005 to November 2005, she also acted as the chief financial officer of Shengda (Group) Holdings Ltd. Since January 2008 Ms. Wong has been the president and executive director of Advanced Capital Limited, where she provides consultancy services for both listed companies and companies preparing for listing. Ms. Wong was appointed as a non-executive and non-independent director of Duty Free International Limited, a company listed on SESDAQ of the Singapore Exchange Limited (Stock Code: DutyFree) from August 2009 to January 2011, during which she acted as the chairman of the board from February 2010 to January 2011. Ms. Wong was appointed as an independent non-executive director of China Best Group Holdings Limited, a company listed on the Stock Exchange (Stock Code: 370) from June 2011 to September 2014. She was appointed as an independent non-executive director of Oriental Unicorn Agricultural Group Limited (currently known as China

Demeter Investments Limited), a company listed on the Growth Enterprise Market of the Stock Exchange (Stock Code: 8120) from October 2011 to May 2013. She was also appointed as an independent non-executive director of China Shengda Packaging Group Inc. (NASDAQ: CPGI) from August 2014 to September 2015. Between March 2013 and December 2015, Ms. Wong was an independent non-executive director of Hengxing Gold Holding Company Limited (Stock Code: 2303) and China Public Procurement Limited (Stock Code: 1094) respectively, whose shares are listed on the Stock Exchange. Since November 2015, Ms. Wong has been an independent non-executive director of 500.com Limited (NYSE: WBAI).

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

Ms. Wong does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company as defined in the Listing Rules.

As at the Latest Practicable Date, Ms. Wong did not have, directly or indirectly, any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance (Cap 571, Laws of Hong Kong).

Ms. Wong has entered into a letter of appointment with the Company for a term of three years commencing from 1st November, 2016, pursuant to which Ms. Wong is subject to retirement by rotation and re-election at the next following general meeting of the Company in accordance with the provisions of articles of association of the Company. Ms. Wong is entitled to receive an annual emolument of HK\$120,000 and for her other work positions within the Company and its Subsidiaries (collectively, 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. Wong 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 Ms. Wong that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF EGM



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 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 resolution 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

NOTICE OF EGM

- (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.

NOTICE OF EGM

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.