

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 28/02/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Yuan Heng Gas Holdings Limited

Date Submitted 01/03/2017

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code :	<u>332</u>	Description :	<u>YUANHENG GAS</u>	
			No. of ordinary shares	Par value (HK\$)
				Authorised share capital (HK\$)
Balance at close of preceding month	<u>10,000,000,000</u>	<u>0.10</u>	<u>1,000,000,000.00</u>	
Increase/(decrease)	<u>Nil</u>	<u>Nil</u>		
Balance at close of the month	<u>10,000,000,000</u>	<u>0.10</u>	<u>1,000,000,000.00</u>	
(2) Stock code :	<u>N/A</u>	Description :	<u>N/A</u>	
			No. of ordinary shares	Par value (State currency)
				Authorised share capital (State currency)
Balance at close of preceding month	<u></u>	<u></u>	<u></u>	<u></u>
Increase/(decrease)	<u></u>	<u></u>	<u></u>	<u></u>
Balance at close of the month	<u></u>	<u></u>	<u></u>	<u></u>

2. Preference Shares

Stock code : _____	Description : _____		
	No. of preference shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

3. Other Classes of Shares

Stock code : _____	Description : _____		
	No. of other classes of shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month (*HK\$*) : _____ 1,000,000,000.00

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
(/ /)						
Stock code (if listed) _____						
Class of shares issuable (<i>Note 1</i>) _____						
Subscription price _____						
EGM approval date (if applicable) (dd/mm/yyyy) _____		(/ /)				
2.						
(/ /)						
Stock code (if listed) _____						
Class of shares issuable (<i>Note 1</i>) _____						
Subscription price _____						
EGM approval date (if applicable) (dd/mm/yyyy) _____		(/ /)				
3.						
(/ /)						
Stock code (if listed) _____						
Class of shares issuable (<i>Note 1</i>) _____						
Subscription price _____						
EGM approval date (if applicable) (dd/mm/yyyy) _____		(/ /)				
4.						
(/ /)						
Stock code (if listed) _____						
Class of shares issuable (<i>Note 1</i>) _____						
Subscription price _____						
EGM approval date (if applicable) (dd/mm/yyyy) _____		(/ /)				
Total B. (Ordinary shares) _____ N/A (Preference shares) _____ N/A (Other class) _____ N/A						

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A _____ _____ _____						
Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	_____	_____	_____	_____	_____	_____
2. _____ _____ _____						
Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	_____	_____	_____	_____	_____	_____
3. _____ _____ _____						
Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	_____	_____	_____	_____	_____	_____
4. _____ _____ _____						
Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	_____	_____	_____	_____	_____	_____
Total C. (Ordinary shares) (Preference shares) (Other class)					_____ _____ _____	N/A N/A N/A

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including AGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<p>1. On 21 April 2015, after trading hours, Guangzhou Yuanheng Gas Co., Limited* (“Purchaser C”) and Dazhou Hui Xin Energy Co., Limited* (“Purchaser D”), two subsidiaries of the Company, entered into the Agreement with Guizhou Gas (Group) Co., Ltd* (“Seller A”) and Guizhou Jinqiao Zhongxin Investments Limited* (“Seller B”) to acquire an aggregate 50% interests in Guizhou Gas (Group) Xishui Jinqiao Gas Co., Limited*. A total of 34,102,724 Consideration Shares will be issued to Seller B at HK\$0.60 each and in accordance with the terms of the Agreement.</p> <p>On 30 November 2015, Seller A, Seller B, Purchaser C and Purchaser D entered into the Third Supplemental Agreement and have agreed to revise and amend one of the conditions precedent and to extend the specified time set out in the Agreement (as extended by the First Supplemental Agreement and the Second Supplemental Agreement) for fulfilment of the conditions precedent and the respective time limits for making the second stage payment and the fourth stage payment from 31 December 2015 to 30 June 2016.</p> <p>On 30 June 2016 Seller A, Seller B, Purchaser C and Purchaser D entered into a further supplemental agreement to extend the specified time set out in the Agreement (as previously revised) for fulfilment of the conditions precedent and the respective time limits for making the fourth stage payment from 30 June 2016 to 31 December 2016.</p> <p>On 30 December 2016, Seller A, Seller B, Purchaser C and Purchaser D entered into a further supplemental agreement to extend the specified time set out in the Agreement (as previously revised) for fulfilment of the conditions precedent and the respective time limits for making the fourth stage payment from 31 December 2016 to 31 December 2017.</p> <p>(For more details, please refer to the announcements dated 21 April 2015, 22 April 2015, 2 July 2015, 30 September 2015, 30 November 2015, 30 June 2016, 30 December 2016 and 9 January 2017)</p> <p>(23/09/2014)</p> <p>Ordinary shares (Note 1)</p>	N/A	34,102,724
<p>2. On 21 September 2015, the Company and Kylin Offshore Engineering Pte Ltd (“the CB Subscriber”) entered into the CB Subscription Agreement, pursuant to which the Company has conditionally agreed to issue, and the CB Subscriber has conditionally agreed to subscribe for, the Convertible Bond in the aggregate principal amount of USD10,000,000, equivalent to approximately HK\$78,000,000. Based on the initial Conversion Price of HK\$0.65 per Conversion Share, a maximum number of 120,000,000 Conversion Shares will be allotted and issued.</p> <p>(For more details, please refer to the announcements dated 22 September 2015, 25 September 2015, 29 September 2015, 6 October 2015, 9 October 2015 and 22 October 2015)</p> <p>(23/09/2014)</p> <p>Ordinary shares (Note 1)</p>	N/A	120,000,000

* for identification purpose only

Full particulars including AGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
3. On 13 February 2017, after trading hours, the Company entered into the Subscription Agreement with Eight International Group Limited. A total of 331,000,000 Subscription Shares were allotted and issued by the Company under the Subscription at the Subscription Price of HK\$0.68 per Subscription Share on 24 February 2017. (For more details, please refer to the announcements dated 13 February 2017 and 24 February 2017.) Allotment Date: 24 February 2017 <div style="text-align: right;">(23/09/2016)</div>		
Ordinary shares (<i>Note 1</i>)	331,000,000	N/A
Total D. (Ordinary shares)	331,000,000	
(Preference shares)	N/A	
(Other class)	N/A	

* for identification purpose only

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price : State currency _____	Class of shares issuable (<i>Note 1</i>) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A
2.	Open offer	At price : State currency _____	Class of shares issuable (<i>Note 1</i>) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A
3.	Placing	At price : State currency _____	Class of shares issuable (<i>Note 1</i>) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A
4.	Bonus issue		Class of shares issuable (<i>Note 1</i>) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A

Type of Issue			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
5.	Scrip dividend	At price : State currency _____	Class of shares _____ issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A
6.	Repurchase of shares		Class of shares _____ repurchased (<i>Note 1</i>) Cancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A
7.	Redemption of shares		Class of shares _____ redeemed (<i>Note 1</i>) Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A
8.	Consideration issue	At price : State currency _____	Class of shares _____ issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) AGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A
10. Other (Please specify)	At price : State currency _____ Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A
Total E. (Ordinary shares)		N/A	
(Preference shares)		N/A	
(Other class)		N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	331,000,000
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

Submitted by: Wan Oi Ming Kevin for and on behalf of Yuan Heng Gas Holdings Limited

Title: Company Secretary
(Director, Secretary or other duly authorised officer)



Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*