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元亨燃氣

YUANHENG GAS

YUAN HENG GAS HOLDINGS LIMITED

元亨燃氣控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 332)

CLOSURE OF REGISTER OF MEMBERS AND NOTICE OF SPECIAL GENERAL MEETING

CLOSURE OF REGISTER OF MEMBERS

The register of members of Yuan Heng Gas Holdings Limited (the “**Company**”) will be closed from Monday, 11 February 2019 to Thursday, 14 February 2019 (both days inclusive) during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the special general meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 8 February 2019. Only shareholders registered as a member of the Company on Thursday, 14 February 2019 shall be entitled to vote at the meeting.

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of the Company will be held at Theatre A, 22nd Floor, United Centre, 95 Queensway, Hong Kong on Thursday, 14 February 2019 at 10:45 a.m. for considering and, if thought fit, passing (with or without amendment) the following resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the sale and purchase agreement dated 7 December 2018 (the “**Agreement**”) entered into between Guangzhou Yuanheng Gas Co. Ltd. (the “**Vendor**”) as the vendor and Mr. Zhu Ya Chen (the “**Purchaser**”) as the purchaser (a copy of the Agreement is produced to the Meeting and marked “**A**” and initialled by the Chairman of the Meeting for identification purpose) in relation to the sale by the Company via the Vendor (which is a wholly owned subsidiary of the Company) to the Purchaser of all the equity interests in Guangzhou Ju Yuan Investment Development Co. Ltd. at the total consideration of RMB423,000,000.00 and the transactions contemplated thereunder be and is hereby approved, confirmed and ratified; and
- (b) the directors of the Company be and are hereby authorized to do all such acts, deeds and things and to sign, execute and deliver all such documents as they may, in their absolute discretion, consider necessary, desirable or expedient to give effect, determine, revise, supplement or complete any matters relating to or in connection with the Agreement and the transactions contemplated thereunder respectively.”

Yours faithfully,

By the order of the Board

YUAN HENG GAS HOLDINGS LIMITED

Wang Jianqing

Chairman and Chief Executive Officer

Hong Kong, 25 January 2019

Registered Office:

Clarendon House
Church Street
Hamilton HM 11
Bermuda

Principal place of business:

Room 4102, 41/F
Far East Finance Centre
16 Harcourt Road
Hong Kong

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.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
- (3) In the case of joint holders of a share if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
- (4) In order to be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or their authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) A member may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual, or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
- (6) Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish.
- (7) Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll. Therefore, the Chairman of the meeting will demand that all resolutions will be voted by way of poll at the meeting.

As at the date of this announcement, the executive Directors are Mr. Wang Jianqing, Mr. Bao Jun and Mr. Zhou Jian; and the Independent non-executive Directors are Dr. Leung Hoi Ming, Mr. Wong Chi Keung and Mr. Tom Xie.