HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : <u>31/10/2016</u>

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | Yuan Heng Gas Holdings Limited |
|----------------|--------------------------------|
| Date Submitted | 02/11/2016 |

I. Movements in Authorised Share Capital

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

2. Preference Shares

| Stock code : | N/A | _Description : | N/ | /A |
|---------------------|-------------|------------------------|----|---|
| | | No. of prefe shares | | Authorised share capital (State currency) |
| Balance at close of | preceding n | nonth | | |
| Increase/(decrease) | | | | |
| Balance at close of | the month | | | |

3. Other Classes of Shares

| Stock code : | N/A Description : | | N/A | A |
|------------------------|-------------------|-------------------------------|------------------------------------|---|
| | | No. of other classes of share | Par value (State s currency) | Authorised share capital (State currency) |
| Balance at close of p | receding | month | | |
| Increase/(decrease) | | | | |
| Balance at close of th | he month | | | |

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

II. Movements in Issued Share Capital

| | No. of ordinary shares | | No of preference | No. of other classes | |
|--|------------------------|-----|------------------|----------------------|--|
| | (1) | (2) | shares | of shares | |
| Balance at close of | | | | | |
| preceding month | 5,683,635,248 | N/A | N/A | N/A | |
| Increase/ (decrease) during the month | N/A | N/A | N/A | N/A | |
| Balance at close of the month | 5,683,635,248 | N/A | N/A | N/A | |

III. Details of Movements in Issued Share Capital

| Particulars of share option scheme including AGM approval date (dd/mm/yyyy) and class of shares | | Movement duri | 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 | | |
|--|---------------|------------------|---|--|-----|-------|
| issuable | Granted | Exercised | Cancelled | Lapsed | | month |
| <u>1. N/A</u> | | | | | | |
| | | | | | | |
| (Note 1) | | | | | | |
| 2. | | | | | | |
| | | | | | | |
| (/ /) shares (Note 1) | | | | | | |
| | | | | | | |
| <u>3.</u> | | | | | | |
| (/ /) shares | | | | | | |
| (Note 1) | | Т | otal A. (Ordir | arv shares) | N/A | |
| | | - | | ence shares) | N/A | |
| | | | ((| Other class) | N/A | |
| Total funds raised dur options (HK\$) | ing the month | from exercise of | | N/A | | |

Share Options (under Share Option Schemes of the Issuer)

| Warrants to Issue Shares of the Is | suer which are t | o be Listed | | | | No. of new shares of issuer issued during the month | No. of new shares of issuer which may be issued pursuant |
|--|---------------------------------|---------------------------------|----------|---------------------------------|---|---|--|
| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of nominal value | Nominal v close preceding | of du | exercised uring the month | Nominal value at close of the month | pursuant thereto | thereto as at close of the month |
| <u>1. N/A</u> | _ | · • | | | | | |
| | - | | | | | | |
| | <u> </u> | | | | | | <u> </u> |
| (/ /) Stock code (if listed) | | | | | | | |
| Class of shares | | | | | | | |
| issuable (Note 1) | | | | | | | |
| Subscription price | | | | | | | |
| EGM approval date (if applicable) | | | | | | | |
| (dd/mm/yyyy) | (/ / |) | | | | | |
| 2. | _ | | | | | | |
| | _ | | | | | | |
| | | | | | | | |
| (/ /) Stock code (if listed) | | | | | | | |
| Class of shares | | | | | | | |
| issuable (Note 1) | | | | | | | |
| Subscription price | | | | | | | |
| EGM approval date (if applicable) | | | | | | | |
| (dd/mm/yyyy) | (/ / |) | | | | | |
| 3. | | | | | | | |
| | - | | | | | | |
| | . | | | | | | |
| (/ /) Stock code (if listed) | | | | | | | |
| Class of shares | | | | | | | |
| issuable (Note 1) | | | | | | | |
| Subscription price | | | | | | | |
| EGM approval date (if applicable) | | | | | | | |
| (dd/mm/yyyy) | (/ / |) | | | | | |
| 4. | _ | | | | | | |
| | - | | | | | | |
| | | | | | | | |
| (/ /) Stock code (if listed) | | | | | | | |
| Class of shares | | | | | | | |
| issuable (Note 1) | | | | | | | |
| Subscription price | | | | | | | |
| EGM approval date (if applicable) | | | | | | | |
| (dd/mm/yyyy) | (/ / |) | | | | | |
| | | | | | | | |
| | | | Total B. | | nary shares) ence shares) | N/A N/A | |
| | | | | | Other class) | N/A N/A | |
| | | | | C | | 11/A | |

| Convertibles (i.e. Convertible i | | 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) | | , | <u> </u> | | | . <u> </u> |
| Class of shares | | | | | | |
| issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| (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. (Ordin | | N/A | |
| | | | | nce shares) | N/A N/A | |
| | | | (| | 11/71 | |

| (other than under Share Option Schemes) | No. of new shares of issuer issued | No. of new shares of issuer which may be issued pursuant |
|--|--------------------------------------|--|
| Full particulars including AGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | during the month pursuant thereto | thereto as at close of the month |
| 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. | | |
| 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 | 4 | |
| fourth stage payment from 31 December 2015 to 30 June 2016. | - | |
| 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. | | |
| (For more details, please refer to the announcements dated 21 April | _ | |
| 2015, 22 April 2015, 2 July 2015, 30 September 2015, 30 | | |
| November 2015 and 30 June 2016) (22/00/2014) | - | |
| (23/09/2014) Ordinary shares (Note 1) | N/A | 34,102,724 |
| | 11/11 | 51,102,721 |
| 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. | - | |
| (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) | | |
| (23/09/2014) | 1 | |
| Ordinary shares (Note 1) | N/A | 120,000,000 |
| | | |
| 3. <u>N/A</u> | 4 | |
| | 4 | |
| | 4 | |
| | 1 | |
| shares (Note 1) | N/A | N/A |
| | | |
| Total D. (Ordinary shares) | N/A | |
| (Preference shares) | N/A | |
| (Other class) | 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)

* for identification purpose only

| | ner Movements in I | ssued Share Capital | | | | 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 |
|----|--------------------|---------------------|---|-------|---|---|---|
| | | | Class of shares | | | | |
| 1. | Rights issue | At price : State | issuable (<i>Note 1</i>) Issue and allotment | (/ / |) | | |
| 1. | Teights issue | At price currency | date : (dd/mm/yyyy) EGM approval date: | (/ / |) | | |
| | | | (dd/mm/yyyy) | | | N/A | N/A |
| | | | Class of shares issuable (<i>Note 1</i>) | | | | |
| 2. | Open offer | At price : State | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | N/A | N/A |
| | | | | | | | |
| | | | Class of shares issuable (<i>Note 1</i>) | | | | |
| 3. | Placing | At price : State | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | N/A | N/A |
| | | | | | | | |
| | | | Class of shares issuable (<i>Note 1</i>) | | | | |
| 4. | Bonus issue | | 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 |
|----|--|--|-------|---|---|---|
| | | Class of shares | | | | |
| | State | issuable (Note 1) | (/ / |) | | |
| 5. | Scrip dividend At price : State currency | Issue and allotment date : (dd/mm/yyyy) | | | | |
| | | EGM approval date: (dd/mm/yyyy) | (/ / |) | N/A | N/A |
| | | | | | | |
| | | Class of shares repurchased (Note 1) | | | | |
| 6. | Repurchase of shares | Cancellation date : (dd/mm/yyyy) | (/ / |) | | |
| | | EGM approval date: (dd/mm/yyyy) | (/ / |) | N/A | N/A |
| | | | | | | |
| | | Class of shares redeemed (Note 1) | | | | |
| 7. | Redemption of shares | Redemption date : (dd/mm/yyyy) | (/ / |) | | |
| | | EGM approval date: (dd/mm/yyyy) | (/ / |) | N7/4 | N T/ 4 |
| | | | | | N/A | <u>N/A</u> |
| | | Class of shares issuable (<i>Note 1</i>) | | | | |
| 8. | Consideration issue At price : State currency — | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | EGM approval date: (dd/mm/yyyy) | (/ / |) | N/A | N/A |
| | | | | | 1N/A | IN/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 |
|-----|---------------------------|------------------|--|--|---|---|
| | | | Class of shares issuable (<i>Note 1</i>) | | | |
| 9. | Capital reorganisation | | Issue and allotment (date : (dd/mm/yyyy) | (/ /) | | |
| | | | AGM approval date: (dd/mm/yyyy) | (//) | N/A | N/A |
| | | | | | N/A | |
| | | | Class of shares issuable (<i>Note 1</i>) | | | |
| 10. | Other (Please specify) | At price : State | Issue and allotment (date : (dd/mm/yyyy) | (//) | | |
| | | | EGM approval date: ((dd/mm/yyyy) | (//) | | |
| | | | | | N/A | N/A |
| | | | | dinary shares erence shares (Other class | s) N/A | |

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | N/A |
|--|-----|-----|
| | (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 |
| (These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").) | | |

Remarks (if any):

| Submitted by: | Wan Oi Ming Kevin for and on behalf of Yuan Heng Gas Holdings Limited |
|---------------|---|
| Title: | Company Secretary |
| (Direct | or, 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.