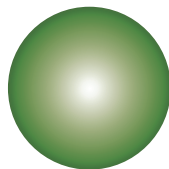

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 adviser.

If you have sold or transferred all your shares in Yuan Heng Gas Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Hong Kong Exchange and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

(1) APPOINTMENT OF AUDITOR AND (2) NOTICE OF SPECIAL GENERAL MEETING

A notice convening the SGM to be held on Thursday, 25 March 2021 at 3:30 p.m. at Theatre R4&R5, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong is set out on pages 7 to 9 of this circular. A form of proxy for use at the SGM is enclosed with this circular. Such form of proxy is also published on the HKExnews website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.yuanhenggas.com.

Whether or not you are able to attend the SGM, you are requested to complete and return the enclosed form of proxy to the Share Registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible together with a power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, and in any event not less than 48 hours before the time fixed for holding the SGM or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

PRECAUTIONARY MEASURES FOR THE SGM

In view of the ongoing COVID-19 pandemic and with a view to minimize the Shareholders' and attendees' risk of infection, the Company will implement the following precautionary measures at the SGM:

- (1) Compulsory temperature screening/checks and compulsory health declaration
- (2) Compulsory wearing of surgical face mask prior to admission and throughout the SGM — no mask will be provided at the SGM venue
- (3) Seat will be assigned at the SGM venue to ensure social distancing
- (4) No distribution of corporate gifts
- (5) No provision of refreshments or drinks or refreshment packs
- (6) Hand sanitizers will be provided at the SGM venue

Attendees who do not comply with the above precautionary measures may be denied entry into the SGM venue, at the absolute discretion of the Company as permitted by law.

For the health and safety of Shareholders, the Company encourages Shareholders to exercise their right to vote at the SGM by appointing the Chairman of the SGM as their proxy and to return their proxy forms by the time specified herein, or through HKSCC Nominees Limited by giving instructions to their brokers and custodians, instead of attending the SGM in person.

The Company will keep the evolving COVID-19 situation under review and may implement additional measures which it will announce closer to the date of the SGM (if any).

9 March 2021

CONTENTS

	<i>Page</i>
Precautionary Measures for the SGM	1
Expected Timetable	2
Definitions	3
Letter from the Board	4-6
Notice of SGM	7-9

Accompanying document — Form of Proxy for the SGM

PRECAUTIONARY MEASURES FOR THE SGM

For the health and safety of Shareholders, the Company encourages Shareholders to exercise their right to vote at the SGM by appointing the Chairman of the SGM as their proxy and to return their proxy forms by the time specified herein, or through HKSCC Nominees Limited by giving instructions to their brokers and custodians, instead of attending the SGM in person.

In view of the ongoing COVID-19 pandemic and with a view to minimize the Shareholders' and attendees' risk of infection, the Company will implement the following precautionary measures at the SGM:

- (1) Compulsory temperature screening/checks and compulsory health declaration. Anyone with a body temperature above the reference range quoted by the Department of Health, Hong Kong from time to time, or is exhibiting flu-like symptoms may be denied entry into the SGM venue and be requested to leave the SGM venue;
- (2) Compulsory wearing of surgical face mask prior to admission and throughout the SGM. Please note that no mask will be provided at the SGM venue;
- (3) A seat will be assigned to each attendee at the SGM venue to ensure social distancing;
- (4) There is no distribution of corporate gifts;
- (5) No provision of refreshments or drinks or refreshment packs at the SGM venue; and
- (6) Hand sanitizers will be provided at the SGM venue.

Attendees who do not comply with the above precautionary measures may be denied entry into the SGM venue, at the absolute discretion of the Company as permitted by law. To the extent permitted under law, the Company reserves the right to deny entry into the SGM venue or require any person to leave the SGM venue in order to ensure the safety of other attendees at the SGM.

The Company will keep the evolving COVID-19 situation under review and may implement additional measures which it will announce closer to the date of the SGM (if any). Shareholders should check the website of the Company (www.yuanhenggas.com) for future announcements and updates on the SGM arrangements.

EXPECTED TIMETABLE

2021

Closure of Register (both dates inclusive)	Wednesday, 24 March to Thursday, 25 March
Latest time for lodging the proxy forms for use at the SGM	3:30 p.m. on Tuesday, 23 March
Record Date for determination of entitlements to the SGM	Thursday, 25 March
Date and time of SGM	3:30 p.m. on Thursday, 25 March
Announcement of the poll results of the SGM to be posted on the HKExnews website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.yuanhenggas.com	After 4:00 p.m. on Thursday, 25 March

Notes:

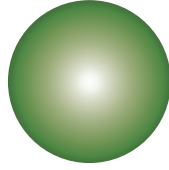
1. All dates and time set out in this circular refer to Hong Kong dates and time.
2. Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders by way of announcement(s) at the HKExnews website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.yuanhenggas.com as and when appropriate and in accordance with the Listing Rules.
3. The SGM will be held on Thursday, 25 March 2021 as scheduled regardless of whether or not an amber or red rainstorm warning signal is in force in Hong Kong at any time on that day. However, if Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect at any time after 9:30 a.m. and before the above meeting time, the SGM will be postponed. The Company will post an announcement at the HKExnews website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.yuanhenggas.com to notify shareholders of the date, time and place of the rescheduled meeting.

DEFINITIONS

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

“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company for the time being
“Company”	Yuan Heng Gas Holdings Limited, an exempted company incorporated in Bermuda with limited liability and the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Register”	the register of members of the Company
“SGM”	the special general meeting of the Company to be held at Theatre R4&R5, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 25 March 2021 at 3:30 p.m., notice of which is set out on pages 7 to 9 of this circular, or any adjournment thereof
“SGM Notice”	the notice dated 9 March 2021 convening the SGM set out on pages 7 to 9 of this circular
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Registrar”	Tricor Tengis Limited, being the branch share registrar and transfer office of the Company in Hong Kong, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (or other share registrar as the Company may from time to time appoint)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Board of Directors:

Executive Directors

Mr. Wang Jianqing (*Chairman and Chief Executive Officer*)

Mr. Bao Jun

Mr. Zhou Jian (*Chief Operating Officer*)

Independent Non-Executive Directors

Dr. Leung Hoi Ming

Mr. Wong Chi Keung

Mr. Tom Xie

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

9 March 2021

To the Shareholders

Dear Sir or Madam,

**(1) APPOINTMENT OF AUDITOR
AND
(2) NOTICE OF SPECIAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in relation to the resolution to be proposed at the SGM for appointment of SHINEWING (HK) CPA Limited (“SHINEWING”) as the auditor of the Company and to give you the SGM Notice.

LETTER FROM THE BOARD

2. APPOINTMENT OF AUDITOR

Reference is made to the announcement of the Company dated 3 March 2021 in relation to the change of auditor of the Company.

Deloitte Touche Tohmatsu has resigned as the auditor of the Company with effect from 3 March 2021.

With the recommendation from the audit committee of the Company, the Board has resolved to propose the appointment of SHINEWING as the auditor of the Company to fill the casual vacancy following the resignation of Deloitte Touche Tohmatsu.

Pursuant to the Bye-laws, the proposed appointment of SHINEWING as the auditor of the Company is subject to approval by the Shareholders at the SGM.

3. THE SGM

The SGM will be held at Theatre R4&R5, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 25 March 2021 at 3:30 p.m.

The SGM Notice is set out on pages 7 to 9 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the SGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the SGM is enclosed with this circular. Such form of proxy is also published on the HKExnews website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.yuanhenggas.com.

Whether or not you are able to attend the SGM, you are requested to complete and return the enclosed form of proxy to the Share Registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible together with a power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, and in any event not less than 48 hours before the time fixed for holding the SGM or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

The Register will be closed from Wednesday, 24 March 2021 to Thursday, 25 March 2021 (both days inclusive) in order to determine the Shareholders' entitlements to attend and vote at the SGM, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the SGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Share Registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 23 March 2021.

LETTER FROM THE BOARD

4. RECOMMENDATIONS

The Directors consider the proposed appointment of SHINEWING as the auditor of the Company is in the best interests of the Company and its Shareholders and recommend the Shareholders to vote for the relevant resolution set out in the SGM Notice.

5. RESPONSIBILITY STATEMENT

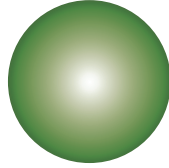
This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best 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.

6. FURTHER INFORMATION

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

This circular is in English and Chinese. In the case of any inconsistency, the English version shall prevail.

Yours faithfully,
By the order of the Board of
YUAN HENG GAS HOLDINGS LIMITED
Wang Jianqing
Chairman and Chief Executive Officer



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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Yuan Heng Gas Holdings Limited (the “**Company**”) will be held at Theatre R4&R5, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 25 March 2021 at 3:30 p.m. for the purpose of considering and, if thought fit, passing with or without amendments the following resolution of the Company:

ORDINARY RESOLUTION

1. To consider and appoint SHINEWING (HK) CPA Limited as the auditor of the Company with immediate effect and to hold office until the conclusion of the forthcoming annual general meeting of the Company, and to authorise the board of directors of the Company to fix their remuneration.

Yours faithfully,

By the order of the Board

YUAN HENG GAS HOLDINGS LIMITED

Wang Jianqing

Chairman and Chief Executive Officer

Hong Kong, 9 March 2021

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

NOTICE OF SGM

Notes:

- (1) In view of the ongoing COVID-19 pandemic and with a view to minimize the shareholders' and attendees' risk of infection, the Company will implement the following precautionary measures at the Special General Meeting ("SGM"), (a) compulsory temperature screening/checks and compulsory health declaration; (b) compulsory wearing of surgical face mask prior to admission and throughout the SGM and no mask will be provided at the SGM venue; (c) seat will be assigned at the SGM venue to ensure social distancing; (d) no distribution of corporate gifts; (e) no provision of refreshments or drinks or refreshment packs; and (f) hand sanitizers will be provided at the SGM venue.
- (2) For the health and safety of Shareholders, the Company encourages Shareholders to exercise their right to vote at the SGM by appointing the Chairman of the SGM as their proxy and to return their proxy forms by the time specified herein, or through HKSCC Nominees Limited by giving instructions to their brokers and custodians, instead of attending the SGM in person.
- (3) The Company will keep the evolving COVID-19 situation under review and may implement additional measures which it will announce closer to the date of the SGM (if any).
- (4) 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.
- (5) 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.
- (6) 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.
- (7) 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 54, 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.
- (8) 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.
- (9) 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.
- (10) 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.

NOTICE OF SGM

- (11) The Register of Members of the Company will be closed from Wednesday, 24 March 2021 to Thursday, 25 March 2021 (both days inclusive) in order to determine the shareholders' entitlements to attend and vote at the SGM, during which no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the SGM, all transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 23 March 2021.
- (12) The SGM will be held on Thursday, 25 March 2021 as scheduled regardless of whether or not an amber or red rainstorm warning signal is in force in Hong Kong at any time on that day. However, if Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect at any time after 9:30 a.m. and before the above meeting time, the SGM will be postponed. The Company will post an announcement at the HKExnews website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.yuanhenggas.com to notify shareholders of the date, time and place of the rescheduled meeting.