



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 29/02/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Yuan Heng Gas Holdings Limited

Date Submitted 02/03/2016

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></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>
Increase/(decrease)	<u></u>	<u></u>	<u></u>
Balance at close of the month	<u></u>	<u></u>	<u></u>

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) _____ 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)

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. (For more details, please refer to the announcements dated 21 April 2015, 22 April 2015, 2 July 2015, 30 September 2015 and 30 November 2015)</p> <p style="text-align: right;">(23/09/2014)</p> <p style="text-align: right;">Ordinary shares (<i>Note 1</i>)</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. (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 style="text-align: right;">(23/09/2014)</p> <p style="text-align: right;">Ordinary shares (<i>Note 1</i>)</p>	N/A	120,000,000
<p>3. N/A</p> <p style="text-align: right;">(/ /)</p> <p style="text-align: right;">shares (<i>Note 1</i>)</p>	N/A	N/A
Total D. (Ordinary shares)	N/A	
(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) (/ /)	<u> N/A </u> <u> N/A </u>
6.	Repurchase of shares	Class of shares repurchased (<i>Note 1</i>) _____ Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	<u> N/A </u> <u> N/A </u>
7.	Redemption of shares	Class of shares redeemed (<i>Note 1</i>) _____ Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	<u> N/A </u> <u> N/A </u>
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) (/ /)	<u> N/A </u> <u> N/A </u>

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 (<i>Note 1</i>) _____ 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 (<i>Note 1</i>) _____ 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)	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
<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.*