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新奥能源控股有限公司 ENN Energy Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2688)

(1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON AUGUST 8, 2018 AND (2) GRANT OF THE WHITEWASH WAIVER

POLL RESULTS OF THE EGM

The Board is pleased to announce that, on August 8, 2018, the Company held the EGM at which all Resolutions set out in the EGM Notice were duly passed by the Independent Shareholders by way of poll.

GRANT OF THE WHITEWASH WAIVER

On August 7, 2018, the Executive granted the Whitewash Waiver, subject to (i) the issue of Consideration Shares being approved by the Independent Shareholders on a vote taken by way of poll at the EGM and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights of the Company being made by any member of Mr. Wang Concert Group between the date of the Announcement and the Completion.

Reference is made to the circular (the “**Circular**”) and the notice of extraordinary general meeting (the “**EGM Notice**”) both dated July 16, 2018 and issued by the Company, in relation to (1) discloseable and connected transaction in relation to Acquisition of the entire issued share capital of the Target Company and Issuance of Consideration Shares and (2) application of Whitewash Waiver. Unless otherwise defined herein, terms used in this announcement shall have the same meaning as defined in the Circular.

POLL RESULTS OF THE EGM

The EGM was held at Tianshan and Lushan Rooms, Level 5, Island Shangri-La Hotel, Two Pacific Place, Supreme Court Road, Central, Hong Kong, on Wednesday, August 8, 2018 at 11:00 a.m., for the purpose of considering and, if thought fit, passing the resolutions set out in the EGM Notice (the “**Resolutions**”). The voting at the EGM was conducted by poll as required by the Listing Rules.

The Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM.

As at the date of the EGM:

- (1) the total number of Shares in issue was 1,085,426,224 Shares;
- (2) as disclosed in the Circular, Mr. Wang Concert Group, who directly or indirectly held 329,249,000 Shares representing approximately 30.33% of the total issued share capital of the Company as at the date of the EGM, would abstain from voting on the Resolutions at the EGM. Accordingly, only Independent Shareholders, holding a total number of 756,177,224 Shares representing approximately 69.67% of the total issued share capital of the Company as at the date of EGM were entitled to attend and vote for or against the Resolutions;
- (3) EGII, being the only Shareholder in Mr. Wang Concert Group, abstained from voting on the Resolutions at the EGM;
- (4) there was no person who stated his/her/its intention in the Circular to vote against any of the Resolutions at the EGM; and
- (5) there was no Share entitling the holder thereof to attend and vote only against any of the Resolutions at the EGM as set out in Rule 13.40 of the Listing Rules and no other Shareholder was required to abstain from voting at the EGM under the Listing Rules or the Takeovers Code.

Set out below are the poll results in respect of the Resolutions put to votes at the EGM:

ORDINARY RESOLUTIONS <i>(Note 1)</i>	Votes cast by Independent Shareholders either in person or by proxy	Votes cast by Independent Shareholders either in person or by proxy FOR the resolution	Votes cast by Independent Shareholders either in person or by proxy AGAINST the resolution
1(a). To approve, confirm and ratify the SPA and the transactions contemplated thereunder.	590,675,422 <i>(Note 2)</i>	554,318,521 (93.84%) <i>(Note 3)</i>	36,356,901 (6.16%) <i>(Note 3)</i>

1(b). To give a specific mandate to the Board to issue the Consideration Shares, being 39,926,534 new Shares, to the Vendor to settle the consideration under the SPA; such shares shall rank <i>pari passu</i> with all fully paid ordinary Shares; and this Specific Mandate is in addition to, and shall not prejudice or revoke any general and/or other specific mandate which have been granted to the Board.	590,878,422 (Note 4)	557,305,625 (94.32%) (Note 3)	33,572,797 (5.68%) (Note 3)
1(c). To specifically authorize the Board to allot and issue the Consideration Shares.	590,816,422 (Note 5)	557,243,625 (94.32%) (Note 3)	33,572,797 (5.68%) (Note 3)
1(d). To authorize the Board or a committee thereof to do all things and actions as they consider necessary, appropriate, desirable or expedient to give effect to the Acquisition, and to agree to any variation, amendments or waiver or other matters relating thereto (excluding which are fundamentally and materially different from the SPA) they deem to be in the interest of the Company and the Shareholders as a whole.	590,878,422 (Note 6)	557,305,625 (94.32%) (Note 3)	33,572,797 (5.68%) (Note 3)
2. Subject to (i) the passing of the resolutions numbered 1 in the Notice, and (ii) granting of the Whitewash Waiver by the Executive Director of Corporate Finance Division of the Securities and Futures Commission or any of his delegate(s) and any conditions that may be imposed thereon, to approve the Whitewash Waiver, and to authorize the Board or a committee thereof to do all things and actions as they consider necessary, appropriate, desirable or expedient to give effect to or to implement the Whitewash Waiver.	590,657,422 (Note 7)	554,723,134 (93.92%) (Note 3)	35,934,288 (6.08%) (Note 3)

Notes:

(1) The full text of each of the Resolutions is set out in the notice of the EGM dated July 16, 2018.

(2) Such number represents approximately 78.11% of the total number of Shares held by Independent Shareholders in issue.

(3) Such percentage number represents the percentage of the votes cast by Independent Shareholders either in person or by proxy.

(4) Such number represents approximately 78.14% of the total number of Shares held by Independent Shareholders in issue.

(5) Such number represents approximately 78.13% of the total number of Shares held by Independent Shareholders in issue.

(6) Such number represents approximately 78.14% of the total number of Shares held by Independent Shareholders in issue.

(7) Such number represents approximately 78.11% of the total number of Shares held by Independent Shareholders in issue.

Accordingly:

1. the ordinary resolution numbered as 1(a) above was duly passed by a simple majority of the votes cast by the Independent Shareholders voting in person or by proxy at the EGM;
2. the ordinary resolution numbered as 1(b) above was duly passed by a simple majority of the votes cast by the Independent Shareholders voting in person or by proxy at the EGM;
3. the ordinary resolution numbered as 1(c) above was duly passed by a simple majority of the votes cast by the Independent Shareholders voting in person or by proxy at the EGM;
4. the ordinary resolution numbered as 1(d) above was duly passed by a simple majority of the votes cast by the Independent Shareholders voting in person or by proxy at the EGM; and
5. the ordinary resolution numbered as (2) above was duly passed by a simple majority of the votes cast by the Independent Shareholders voting in person or by proxy at the EGM.

EFFECTS ON THE SHAREHOLDING STRUCTURE

Set out below for illustrative purposes is the shareholding structure of the Company (i) as at the date of the EGM; (ii) immediately after Completion (assuming no change in the issued share capital of the Company from the date of the EGM and up to Completion other than the issue of Consideration Shares); and (iii) immediately after Completion (assuming no change in the issued share capital of the Company from the date of the EGM and up to Completion other than the issue of Consideration Shares and assuming all outstanding share options of the Company are exercised).

Shareholders	As at the date of the EGM		Immediately after Completion (assuming no change in the issued share capital of the Company from the date of the EGM and up to Completion other than the issue of the Consideration Shares)		Immediately after Completion (assuming no change in the issued share capital of the Company from the date of the EGM and up to Completion other than the issue of the Consideration Shares and assuming all outstanding share options of the Company are exercised)	
	Number of Shares	Approximate % (Note 5)	Number of Shares	Approximate % (Note 5)	Number of Shares	Approximate % (Note 5)
Mr. Wang Concert Group						
Mr. Wang	329,249,000 (Note 1)	30.33	329,249,000	29.26	329,829,000 (Note 3)	29.13
Ms. Zhao	329,249,000 (Note 1)	30.33	329,249,000	29.26	329,829,000 (Note 4)	29.13
EGII	329,249,000 (Note 1)	30.33	329,249,000	29.26	329,249,000	29.08
The Vendor	0	0	39,926,534	3.55	39,926,534	3.53
Mr. Wang Zizheng	0	0	0	0.00	60,000	0.01
Subtotal	329,249,000 (Note 1)	30.33	369,175,534	32.81	369,815,534	32.66

The Capital Group Companies, Inc.	175,334,136 (Note 2)	16.15	175,334,136	15.58	175,334,136	15.48
Commonwealth Bank of Australia	72,439,717	6.67	72,439,717	6.44	72,439,717	6.40
Public Shareholders	508,403,371	46.84	508,403,371	45.18	514,773,121	45.46
Total	<u>1,085,426,224</u>	<u>100.00</u>	<u>1,125,352,758</u>	<u>100.00</u>	<u>1,132,362,508</u>	<u>100.00</u>

Notes:

- (1) *The three references to 329,249,000 Shares relate to the same block of Shares. Such Shares are held by EGII, which is owned as to 50% by Mr. Wang and 50% by Ms. Zhao. As at the date of this announcement, the Company has share options granted under its share option schemes entitling the holders thereof to subscribe for an aggregate of 7,009,750 Shares, of which share options entitling the holders thereof to subscribe for an aggregate of 640,000 Shares are held by certain members of Mr. Wang Concert Group (being 580,000 Shares for Mr. Wang and 60,000 Shares for Mr. Wang Zizheng).*
- (2) *Of these Shares, 175,334,136 Shares are held by Capital Research and Management Company (a company which is wholly owned by The Capital Group Companies, Inc.).*
- (3) *The 329,829,000 Shares comprise the 329,249,000 Shares held by EGII referred to in Note 1 above and 580,000 Shares which Mr. Wang is entitled to under the share option scheme of the Company.*
- (4) *The 329,829,000 Shares comprise the 329,249,000 Shares held by EGII referred to in Note 1 above and 580,000 Shares of Mr. Wang referred to in Note 3 above which Ms. Zhao, being Mr. Wang's spouse, is deemed as holding these interests.*
- (5) *The percentage figures have been subject to rounding adjustments. Accordingly, figures shown in totals may not be an arithmetic aggregation of the figures preceding them.*

GRANT OF WHITEWASH WAIVER

The Executive has granted the Whitewash Waiver on August 7, 2018, subject to (i) the issue of Consideration Shares being approved by the Independent Shareholders on a vote taken by way of poll at the EGM and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights of the Company being made by any member of Mr. Wang Concert Group between the date of the Announcement and the Completion. The Transactions, including the Issuance of Consideration Shares, have been approved by the Independent Shareholders by simple majority by way of poll at the EGM. Accordingly, no mandatory general offer under Rule 26 of the Takeovers Code will be required to be made by Mr. Wang Concert Group as a result of the Acquisition and Issuance of Consideration Shares pursuant to the SPA. As at the date of this announcement, the aforementioned condition (i) has been satisfied.

CONDITIONS PRECEDENT OF THE SPA

As at the date of this announcement, Conditions (a) and (b) in the sub-section headed "THE SPA – Conditions Precedent" in the "Letter from the Board" in the Circular have been fulfilled, and the

Completion remains conditional upon fulfilment or waiver, as applicable, of the Conditions (c) and (d) as set out therein.

Shareholders and potential investors of the Company should note that the Completion is still subject to the fulfilment or waiver (as the case may be) of Conditions (c) and (d) set out under the sub-section headed “THE SPA - Conditions Precedent” in the “Letter from the Board” in the Circular. Further announcement(s) will be made by the Company upon the Completion.

On behalf of the Board
ENN Energy Holdings Limited
Wong Chui Lai
Company Secretary

Hong Kong, August 8, 2018

As at the date of this announcement, the Board comprises the following directors:

Executive Directors:

Mr. Wang Yusuo (Chairman)
Mr. Cheung Yip Sang (Vice Chairman)
Mr. Wang Zizheng (Executive Chairman)
Mr. Han Jishen (Chief Executive Officer)
Mr. Liu Min (President)
Mr. Wang Dongzhi

Independent non-executive Directors:

Mr. Ma Zhixiang
Mr. Yuen Po Kwong
Mr. Law Yee Kwan, Quinn

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.