

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



# 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)**

**(Debt Stock Code: 5242, 5235 and 40383)**

## ANNOUNCEMENT IN RELATION TO THE WITHHOLDING AND PAYMENT OF ENTERPRISE INCOME TAX FOR NON-RESIDENT ENTERPRISES

The Company has recently received the approval from the Hebei Provincial Tax Service of the SAT, confirming that the Company is to be treated as a Resident Enterprise and the relevant enterprise income tax policies shall be applicable to the Company starting from 1 January 2022. Accordingly, the Company will:

- (a) implement enterprise income tax withholding arrangement for the 2021 Final Dividend and any dividend payment in respect of its shares in subsequent years; and
- (b) withhold enterprise income tax and value-added tax on interests payable to non-resident holders of the Notes by the Company. In accordance with the terms and conditions governing the relevant Notes, the Company will, subject to certain exceptions, pay such additional amounts as would result in receipt by a holder of the Notes of such amounts as would have been received by the holder had no such withholding been required.

After becoming a Resident Enterprise, the Company's onshore funds can be remitted tax-free by way of dividends payment. Not only will this increase the Company's distributable reserves, but also, it is conducive to optimising the onshore and offshore financing structure and costs so as to improve the Company's financial stability.

**Shareholders, noteholders and investors of the Company who are in any doubt as to how they may be affected (including their tax position) as a result of the Company's withholding and payment of enterprise income tax for non-Resident Enterprise are recommended to seek their own professional advice.**

The Company is an investment holding company, and its management is based in, and sources of income mainly derived from, the PRC, which meets the definition of Resident Enterprise. The Company has recently received the approval from the Hebei Provincial Tax Service of the SAT, confirming that the Company is to be treated as a Resident Enterprise and the relevant

enterprise income tax policies shall be applicable to the Company starting from 1 January 2022.

After becoming a Resident Enterprise, the dividends, bonuses and other income received from equity investments in PRC enterprises by the Company would be exempted from enterprise income tax. Accordingly, onshore funds can be remitted tax-free by way of dividends payment. Not only will this increase the Company's distributable reserves, but also, it is conducive to optimising the onshore and offshore financing structure and costs so as to improve the Company's financial stability.

### **Withholding and Payment of Enterprise Income Tax for Non-Resident Enterprises in respect of the 2021 Final Dividend**

Pursuant to the (i) Notice, (ii) the Enterprise Income Tax Law and the Implementation Rules, and (iii) the Hebei Provincial Tax Service of SAT approval, the Company is required to withhold 10% enterprise income tax when it distributes the 2021 Final Dividend to its non-Resident Enterprise shareholders and any dividend payment on its shares in subsequent years.

Reference is made to (i) the annual results announcement for the year ended 31 December 2021 dated 18 March 2022, (ii) the notice of AGM dated 6 April 2022, and (iii) the poll results announcement of the AGM dated 18 May 2022 in relation, inter alia, the 2021 Final Dividend which has been approved by the shareholders of the Company.

In respect of all shareholders whose names appear on the Company's register of members as at the Record Date who are not individuals (including HKSCC Nominees Limited ("HKSCC"), corporate nominees or trustees such as securities companies and banks, and other entities or organisations, which are all considered as non-Resident Enterprise shareholders), the Company will distribute the 2021 Final Dividend after deducting an enterprise income tax of 10%. The Company will not withhold and pay the individual income tax in respect of the 2021 Final Dividend payable to any natural person shareholders whose names appear on the Company's register of members as at the Record Date.

If any Resident Enterprise listed on the Company's register of members does not desire to have the Company withholding and paying the said 10% enterprise income tax, it shall lodge with Computershare Hong Kong Investor Services Limited documents from its governing tax authority confirming that the Company is not required to withhold and pay the enterprise income tax in respect of the dividends that it is entitled to, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, at or before 4:00 p.m. on Friday, 15 July 2022. The Company will refund the withholding tax as soon as practicable.

All investors who invest in the shares of the Company through the Shanghai Stock Exchange or the Shenzhen Stock Exchange (the Shanghai-Hong Kong Stock Connect or the Shenzhen-Hong Kong Stock Connect investors), whether natural persons or enterprises, are investors who hold shares of the Company through HKSCC, and the Company will pay to HKSCC the relevant amount of the 2021 Final Dividend after withholding 10% enterprise income tax in accordance with the abovementioned requirements.

**Investors should read this announcement carefully.** If anyone would like to change the identity of the shareholders in the register of members, please enquire about the relevant procedures with the nominees or trustees. The Company will withhold and pay the enterprise income tax for its non-Resident Enterprise shareholders strictly in accordance with the relevant

laws and requirements of the relevant government departments and adhere strictly to the information set out in the Company's register of members on the Record Date. The Company assumes no liability whatsoever in respect of and will not entertain any claims arising from any delay in, or inaccurate determination of, the status of the shareholders or any disputes over the mechanism of withholding and payment of the enterprise income tax.

### **Withholding and Payment of PRC Tax for Non-Resident Holders in respect of Interest Payment of the Notes**

Pursuant to the Enterprise Income Tax Law, the Individual Income Tax Law and Circular 36 and the relevant implementation regulations, the Company will withhold enterprise income tax or value-added tax on interests payable by the Company to non-resident holders of the Notes. However, in accordance with the terms and conditions governing the relevant Notes, the Company will, subject to certain exceptions, pay such additional amounts as would result in receipt by a holder of the Notes of such amounts as would have been received by the holder had no such withholding been required.

**Shareholders, noteholders and investors of the Company who are in any doubt as to how they may be affected (including their tax position) as a result of the Company's withholding and payment of enterprise income tax for non-Resident Enterprise are recommended to seek their own professional advice.**

### **Definitions**

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

“2021 Final Dividend”	a final dividend of HK\$2.11 per share payable to shareholders whose names are on the register of members of the Company on the Record Date, and is expected to be paid to shareholders of the Company on or before Friday, 22 July 2022;
“AGM”	annual general meeting of the Company held on 18 May 2022;
“Board”	the board of Directors;
“Circular 36”	Notice on Comprehensively Carrying out the Pilot Project of the Value added Tax-for-Business Tax Reform of the People's Republic of China, as implemented from 1 May 2016;
“Company”	ENN Energy Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2688.HK);
“Director(s)”	the director(s) of the Company;

“Enterprise Income Tax Law”	Enterprise Income Tax Law of the People’s Republic of China, as amended;
“Implementation Rules”	Detailed Rules for the Implementation of the Enterprise Income Tax Law of the People’s Republic of China, as implemented from 1 January 2008;
“Individual Income Tax Law”	Individual Income Tax Law of the People’s Republic of China, as amended;
“Notes”	the US\$600,000,000 3.25% Bonds due 2022 issued by the Company and listed on the Stock Exchange (debt stock code: 5242), the US\$550,000,000 4.625% Green Senior Notes due 2027 issued by the Company and listed on the Stock Exchange (debt stock code: 5235) and the US\$750,000,000 2.625% Green Senior Notes due 2030 issued by the Company and listed on the Stock Exchange (debt stock code: 40383);
“Notice”	Notice Regarding Matters on Determination of Tax Residence Status of Chinese-Controlled Offshore Incorporated Enterprises under Rules of Effective Management, as issued by the SAT on 22 April 2009 and implemented retrospectively from 1 January 2008;
“PRC”	the People’s Republic of China, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan;
“Record Date”	Thursday, 26 May 2022;
“Resident Enterprise”	an enterprise which was duly incorporated in the PRC or under the law of foreign country (or region) but with PRC-based de facto management body (as defined in the Enterprises Income Tax Law);
“SAT”	the State Administration of Taxation of the People’s Republic of China;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

By order of the Board  
**ENN ENERGY HOLDINGS LIMITED**  
**WANG Yusuo**  
*Chairman*

Hong Kong, 30 June 2022

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

Executive Directors:

*Mr. Wang Yusuo (Chairman)*

*Mr. Zheng Hongtao (Vice Chairman)*  
*Ms. Wu Xiaojing (President)*  
*Mr. Wang Dongzhi*

*Non-executive Directors:*

*Mr. Wang Zizheng*  
*Mr. Jin Yongsheng*  
*Mr. Zhang Yuying*

*Independent Non-executive Directors:*

*Mr. Ma Zhixiang*  
*Mr. Yuen Po Kwong*  
*Mr. Law Yee Kwan, Quinn*  
*Ms. Yien Yu Yu, Catherine*