



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

SHAREHOLDERS' RIGHTS

Subject to applicable laws and regulations, including but not limited to the Companies Law in the Cayman Islands, the Companies Ordinance (Chapter 32 of the laws of Hong Kong), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules"), and the Articles of Association of the Company as amended from time to time, shareholders of the Company ("Shareholders") may convene extraordinary general meetings, put forward proposals at general meetings, propose a person for election as a Director of the Company ("Director") and direct enquiries to the board of directors of the Company ("Board") in accordance with the following procedures:

1. Procedures for Convening Extraordinary General Meetings

Pursuant to Article 72 of the Articles of Association of the Company, any two or more members of the Company or any one member of the Company which is a recognised clearing house (or its nominee(s)) may convene a general meeting by depositing at the Company's principal place of business in Hong Kong at Rooms 3101-04, Tower 1, Lippo Centre, 89 Queensway, Hong Kong the written requisition specifying the objects of the meeting and signed by the requisitionist(s), provided that such requisitionist(s) hold(s) as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company.

If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionists by the Company.

2. Procedures for Putting Forward Proposals at General Meetings

To put forward proposals at general meetings, a Shareholder or Shareholders holding together, not less than one-tenth of the paid up capital of the Company which carries the right to vote at general meetings, should submit a written notice of those proposals, accompanied by a statement of not more than 1,000 words with respect to the matter referred to therein and their detailed contact information, to the Company Secretary at the Company's principal place of business in Hong Kong at Rooms 3101-04, Tower 1, Lippo Centre, 89 Queensway, Hong Kong. The request will be verified with the Company's Share Registrars and upon their confirmation that the request is proper and

in order, the Company Secretary will recommend the Board to include the proposed resolution in the agenda for the relevant general meetings. On the contrary, if the request has been verified as not in order, the Shareholder concerned will be advised of this outcome and accordingly, the proposed resolution will not be included in the agenda for the relevant general meetings.

The notice period to be given to all Shareholders for consideration of the proposal raised by the Shareholder concerned at the relevant general meetings varies according to the nature of the proposal, as follows:

- ◆ If the proposal constitutes ordinary resolution to be put forward in an extraordinary general meeting: 14 clear days' or 10 clear business days' notice in writing, whichever is longer
- ◆ If the proposal constitutes special resolution to be put forward in an extraordinary general meeting: 21 clear days' or 10 clear business days' notice in writing, whichever is longer
- ◆ If the proposal constitutes resolution to be put forward in an annual general meeting: 21 clear days' or 20 clear business days' notice in writing, whichever is longer

3. Procedures for Proposing a Person for Election as a Director

Pursuant to Article 120 of the Articles of Association of the Company, no person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director is given by member or members holding together, at the date of such notice, not less than one-tenth of the paid up capital of the Company which carries the right to vote at general meetings of the Company, and notice in writing by that person of his willingness to be elected shall have been given to the Company, provided that the minimum length of the period, during which such notices are given, shall be at least 7 days. Such notices shall be lodged within the seven-day period commencing on the day after the despatch of the notice of the general meeting appointed for such election (or such other period, being a period of not less than 7 days, commencing no earlier than the day after the despatch of the notice of such general meeting and ending no later than 7 days prior to the date appointed for such general meeting, as may be determined by the Directors from time to time).

Accordingly, if a Shareholder wishes to propose a person ("Candidate") for election as a Director at a general meeting, he/she can deposit a written notice to that effect at the Company's principal place of business in Hong Kong at Rooms 3101-04, Tower 1, Lippo Centre, 89 Queensway, Hong Kong for the attention of the Company Secretary within the timeframe stipulated in the Article 120 of the Articles of Association of the Company. In order for the Company to inform other Shareholders of that proposal, the written notice submitted by the Shareholder concerned must state the full name of the Candidate, include the biographical details of the Candidate as required by rule 13.51(2) of the Listing Rules and be signed by the Shareholder concerned, and attach a written notice signed by the Candidate indicating his/her willingness to be elected and consent to the publication of his/her biographical details as required by rule 13.51(2) of the Listing Rules.

To enable the Shareholders to make an informed decision on the election at a general meeting, the Company shall publish an announcement or issue a supplementary circular as soon as practicable after the receipt of the above notices. The Company shall include biographical details of the Candidate in the announcement or

supplementary circular.

The Company shall assess whether or not it is necessary to adjourn the general meeting of the election to give Shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

4. Procedures for Directing enquiries to the Board

To direct enquiries to the Board, the Shareholders should submit their enquiries in writing with detailed contact information to the Company Secretary at the Company's principal place of business in Hong Kong at Rooms 3101-04, Tower 1, Lippo Centre, 89 Queensway, Hong Kong or by electronic means via the Company's email at xinao@xinaogas.com.

26 June 2012