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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)

(Website: www.ennenergy.com)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of ENN Energy Holdings Limited (the “Company”) will be held on Monday, 30 December 2013 at 11 a.m., at Ballroom, 3/F, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong, for the purpose of considering, and, if thought fit, passing the following resolution (with or without modifications) as ordinary resolution of the Company:

ORDINARY RESOLUTION

1. **“THAT:**

- (a) the following be and are hereby approved, confirmed and/or ratified:
 - (i) the supplemental deed of non-competition dated 21 November 2013 (the “**Supplemental Deed of Non-Competition**”) entered into between the Company, Mr. Wang Yusuo, Ms. Zhao Baoju, ENN Group International Investment Limited and 新奥集团股份有限公司 (Xinao Group Company Limited*), a copy of the Supplemental Deed of Non-Competition is tabled at the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose; and
 - (ii) any one director of the Company or (if the affixation of the common seal is necessary, any two directors of the Company) be and is/are hereby authorized for and on behalf of the Company to sign, seal, execute, perfect, perform and deliver all such agreements, instruments, documents and deeds and do all such acts, matters and things and take all such steps as they may in

* for identification purpose only

their discretion consider necessary, desirable or expedient to implement and/or to give effect to the Supplemental Deed of Non-Competition and the transaction contemplated thereunder.”

On behalf of the Board
ENN Energy Holdings Limited
WONG CHUI LAI
Company Secretary

Hong Kong, 9 December 2013

Notes:

- (1) Every shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more than one proxy to attend and, on a poll, vote on his/her/its behalf in accordance with the articles of association of the Company. A proxy needs not be a shareholder of the Company.
- (2) In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude a shareholder of the Company from attending and voting at the EGM if the shareholder of the Company so desires.
- (3) Where there are joint registered holders of any share in the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he/she/it was solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present being the most or, as the case maybe, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members in respect of the relevant joint holding.
- (4) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all votes of the shareholders at the EGM will be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be noted on a show of hands.
- (5) As at the date hereof, the executive directors of the Company are Mr. Wang Yusuo (Chairman), Mr. Cheung Yip Sang (Chief Executive Officer), Mr. Zhao Jinfeng, Mr. Yu Jianchao, Mr. Han Jishen, Mr. Zhao Shengli and Mr. Wang Dongzhi (Chief Financial Officer); the non-executive directors of the Company are Ms. Zhao Baoju and Mr. Jin Yongsheng; and the independent non-executive directors of the Company are Mr. Wang Guangtian, Ms. Yien Yu Yu, Catherine, Mr. Kong Chung Kau, Mr. Zhang Gang and Mr. Lim Haw Kuang.