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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of ENN Energy Holdings Limited (“Company”) will be held at 11:00 a.m. on Wednesday, August 8, 2018 at Tianshan and Lushan Rooms, Level 5, Island Shangri-La Hotel, Two Pacific Place, Supreme Court Road, Central, Hong Kong, or at any adjournment thereof for the purpose of considering and, if thought fit, passing each of the following resolutions, with or without amendments, as an ordinary resolution of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the sale and purchase agreement dated June 25, 2018 and entered into between the Company, as purchaser, and Essential Investment Holding Company Limited as vendor (the “SPA”, a copy of which marked “A” and signed by the chairman of the EGM for identification purpose has been tabled at the EGM) and the acquisition of the entire issued share capital (the “Sale Shares”) of Excellence Award Holding Company Limited by the Company and all other transactions contemplated under the SPA in accordance with the terms and conditions set forth therein be and are hereby approved, confirmed and ratified;
- (b) the board of directors of the Company (the “Board”) be and are hereby granted a specific mandate (the “Specific Mandate”) to exercise the powers of the Company to allot and issue 39,926,534 ordinary shares (the “Shares”) of HK\$0.10 each in the share capital of the Company (the “Consideration Shares”) to settle the consideration for the Sale Shares pursuant to the terms and conditions of the SPA (subject to the fulfilment of the conditions precedent set forth therein); and **THAT** the Consideration Shares, when issued and fully paid,

shall rank *pari passu* among themselves in all respects and with all fully paid ordinary shares of the Company in issue as at the date of allotment and issue; and **THAT** the Specific Mandate is in addition to, and shall not prejudice nor revoke any general and/or other specific mandate(s) which has/have been granted or may from time to time be granted to the Board prior to the passing of this resolution;

- (c) the Board or a committee thereof be and is hereby specifically authorized to allot and issue the Consideration Shares in accordance with the terms and conditions of the SPA; and
- (d) the Board or a committee thereof be and is authorized to do all such acts and things, to sign and execute such documents or agreements or deed on behalf of the Company and to do such other things and to take all such actions as they consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Acquisition (as defined in the circular of the Company dated July 16, 2018 (“**Circular**”)) and to agree to such variation, amendments or waiver or matters relating thereto (excluding any variation, amendments or waiver of such documents or any terms thereof, which are fundamentally and materially different from those as provided for in the SPA and which shall be subject to approval of the shareholders of the Company) as are, in the opinion of the Board or a committee thereof, in the interest of the Company and its shareholders as a whole.”

2. “**THAT** subject to and conditional upon:

- (a) the passing of the resolution numbered 1 in the notice of the EGM; and
- (b) the grant of the waiver by the Executive Director of Corporate Finance Division of the Securities and Futures Commission or any delegate of the Executive Director of any obligation on the part of Essential Investment Holding Company Limited (“**Vendor**”) to make a mandatory general offer to the holders of securities of the Company to acquire securities of the Company other than those already owned or agreed to be subscribed by the Vendor, Mr. Wang Concert Group (as defined in the Circular), a copy of which marked “B” and signed by the chairman of the EGM for identification purpose has been tabled at the EGM) which would otherwise arise under Rule 26.1 of the Takeovers Code (as defined in the Circular) (“**Whitewash Waiver**”) as a result of the allotment and issue of the Consideration Shares to the Vendor under the Acquisition (as defined in the Circular) and the satisfaction of any conditions that may be imposed thereon,

the Whitewash Waiver be and is hereby approved and the Board or a committee thereof be and is hereby authorized to do all such acts and things, to sign and execute such documents or agreements or deed on behalf of the Company and to do such other things and to take all such actions as it considers necessary, appropriate,

desirable or expedient for the purposes of giving effect to or to implement the Whitewash Waiver.”

On behalf of the Board
ENN Energy Holdings Limited
Wang Yusuo
Chairman

Hong Kong, July 16, 2018

Registered office:

P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands
British West Indies

Principal place of business in

Hong Kong:
Rooms 3101–04, 31st Floor
Tower 1, Lippo Centre
No. 89 Queensway
Hong Kong

Notes:

1. For determining the entitlement of shareholders of the Company to attend and vote at the EGM, the register of members of the Company will be closed from Friday, August 3, 2018 to Wednesday, August 8, 2018 (both days inclusive) during which period no transfer of Shares will be effected. In order to qualify for the entitlement to attend and vote at the EGM, all transfer of shares accompanied by the relevant shares certificates must be lodged with the Company’s branch share registrar and transfer office in Computershare Hong Kong Investor Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 4:30 p.m. (Hong Kong time) on Thursday, August 2, 2018.
2. A member entitled to attend and vote at the EGM convened by the above notice shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company.
3. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority (if any) under which it is signed, or a certified copy of that power or authority, at the office of the Company’s branch share registrar and transfer office in Computershare Hong Kong Investor Limited at 17M Floor Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time for holding the EGM or any adjourned meeting.
4. EGII, being a concert party of the Vendor, which is interested in 329,249,000 Shares as at the date hereof, will abstain from voting on the above ordinary resolutions to be proposed at the EGM to approve Transactions (as defined in the Circular).
5. As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Code on Takeovers and Mergers, the above resolutions will be decided by way of poll.

As at the date of this notice, the Board comprises the following members:

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