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**ENN  
新奥**

**新奥天然气股份有限公司**  
ENN Natural Gas Co., Ltd.

**ENN Natural Gas Co., Ltd.**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 600803)**



**ENN 新奥**

**ENN Energy Holdings Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2688)**

**Xinneng (Hong Kong) Energy Investment  
Limited**

**新能(香港)能源投资有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(1) PRE-CONDITIONAL PROPOSAL TO PRIVATIZE ENN ENERGY HOLDINGS  
LIMITED BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 86  
OF THE COMPANIES ACT; AND**

**(2) PROPOSED WITHDRAWAL OF LISTING OF ENN ENERGY HOLDINGS LIMITED**

**UPDATE ON PROGRESS IN RELATION TO THE ENN-NG GENERAL MEETING**

**Financial Adviser to ENN-NG and the Offeror**



**Independent Financial Adviser to the Independent Board Committee**

**ALTUS CAPITAL LIMITED**

References are made to (i) the announcement dated March 26, 2025 jointly issued by ENN Natural Gas Co., Ltd. (“**ENN-NG**”), Xinneng (Hong Kong) Energy Investment Limited 新能(香港)能源投资有限公司(the “**Offeror**”) and ENN Energy Holdings Limited (“**ENN**”) pursuant to Rule 3.5 of the Code on Takeovers and Mergers in relation to, among others, the Proposal and the ENN Share Option Offer (the “**Rule 3.5 Announcement**”), (ii) the announcement dated April 16, 2025 issued by ENN in relation to the appointment of the Independent Financial Adviser and (iii) the announcement dated April 17, 2025 jointly issued by ENN-NG, the Offeror and ENN in relation to completion of the consultation with the Anti-trust Bureau of SAMR with respect to the Proposal and the ENN Share Option Offer. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Rule 3.5 Announcement.

## **PROGRESS IN RELATION TO THE CONVENTION OF THE ENN-NG GENERAL MEETING**

As disclosed in the Rule 3.5 Announcement, the making of the Proposal and the ENN Share Option Offer is subject to the satisfaction of the Pre-Conditions, including, amongst others, at least two-thirds of the voting rights of the ENN-NG Independent Shareholders present at the ENN-NG General Meeting having approved and voted in favor of the requisite resolution(s).

ENN-NG and the Offeror are pleased to announce that the ENN-NG General Meeting, where the Proposal and the transactions contemplated thereunder, amongst other resolutions, will be considered and voted on, will be convened on May 28, 2025.

Since the issue of the Rule 3.5 Announcement, ENN-NG and the Offeror have taken steps in relation to the fulfilment of the Pre-Conditions. As at the date of this announcement, none of the Pre-Conditions have been satisfied. Further announcement(s) will be made in relation to the satisfaction of the Pre-Conditions if and when appropriate.

**WARNINGS: Shareholders of ENN-NG and ENN, ENN Share Option Holders, ENN Share Award Holders and potential investors of ENN-NG and ENN should be aware that the Proposal and the ENN Share Option Offer are subject to the Pre-Conditions being satisfied and the Conditions being satisfied or (where applicable) waived. Accordingly, the Proposal and the ENN Share Option Offer may or may not be made or implemented and the Scheme may or may not be effective. Shareholders of ENN-NG and ENN, ENN Share Option Holders, ENN Share Award Holders and potential investors of ENN-NG and ENN are advised to exercise caution when dealing in the securities of ENN-NG and ENN. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

By order of the board of directors of  
ENN Natural Gas Co., Ltd.  
**JIANG Chenghong**  
*Director*

By order of the board of directors of  
ENN Energy Holdings Limited  
**GONG Luojian**  
*Director*

By order of the board of directors of  
Xinneng (Hong Kong) Energy Investment  
Limited  
**JIANG Chenghong**  
*Director*

Hong Kong, April 25, 2025

*As at the date of this announcement, the directors of the Offeror are Mr. Wang Yusuo, Mr. Yu Jianchao and Mr. Jiang Chenghong.*

*As at the date of this announcement, the ENN-NG Board comprises Mr. Wang Yusuo, Mr. Yu Jianchao, Mr. Han Jishen, Mr. Jiang Chenghong, Mr. Zhang Yuying, Ms. Zhang Jin and Mr. Wang Zizheng as directors, and Mr. Tang Jiasong, Mr. Zhang Yu, Mr. Chu Yuansheng and Ms. Wang Chunmei as independent directors.*

*The directors of the Offeror and the directors of ENN-NG jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to ENN Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the directors of ENN in their capacity as such) 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.*

*As at the date of this announcement, the ENN Board comprises Mr. WANG Yusuo (Chairman), Mr. ZHANG Yuying (Chief Executive Officer), Mr. GONG Luojian (President), Mr. WANG Dongzhi (Chief Financial Officer), Ms. ZHANG Jin and Ms. SU Li as executive directors; Mr. WANG Zizheng as non-executive director; and Mr. MA Zhixiang, Mr. YUEN Po Kwong, Mr. LAW Yee Kwan, Quinn and Ms. WONG Lai, Sarah as independent non-executive directors.*

*The directors of ENN jointly and severally accept full responsibility for accuracy of the information contained in this announcement relating to ENN Group and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement by the directors of ENN in their capacity as such 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.*