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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

EXTENSION OF THE LATEST TIME FOR DESPATCH OF SCHEME DOCUMENT

Financial Adviser to ENN-NG and the Offeror



**CICC
中金公司**

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 (the “**Takeovers Code**”) in relation to, among others, the Proposal and the ENN Share Option Offer (the “**Rule 3.5 Announcement**”) and (ii)

the announcement dated April 16, 2025 issued by ENN in relation to the appointment of the Independent Financial Adviser. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Rule 3.5 Announcement.

EXTENSION OF TIME FOR DESPATCH OF SCHEME DOCUMENT

Pursuant to Rule 8.2 of the Takeovers Code, unless the Executive's consent is otherwise obtained, the Offeror and ENN are required to despatch the Scheme Document to the ENN Shareholders and the ENN Share Option Holders within 35 days of the date of the Rule 3.5 Announcement, which in this case would be on or before April 30, 2025.

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. Since the issue of the Rule 3.5 Announcement, steps have been taken in relation to the fulfilment of the Pre-Conditions. As at the date of this announcement, none of the Pre-Conditions have been satisfied. In addition, the Scheme will only become effective if, among other Conditions, the Scheme is approved at the Court Meeting. A court hearing is required for the Grand Court to issue its directions for convening the Court Meeting.

As additional time is required for (i) fulfilling the Pre-Conditions, (ii) accommodating the procedures of the Grand Court, and (iii) the preparation and finalization of certain information to be included in the Scheme Document, an application has been made to the Executive pursuant to Rule 8.2 of the Takeovers Code for, and the Executive has granted the consent to, an extension of the latest date for despatching the Scheme Document from April 30, 2025 to a date no later than December 1, 2025.

A detailed timetable for the Proposal and the Scheme will be set out in the Scheme Document and in the announcement to be jointly issued by ENN-NG, the Offeror and ENN upon the despatch of the Scheme Document. ENN-NG, the Offeror and/or ENN will also make further announcement(s) in accordance with the Listing Rules and the Takeovers Code (as the case may be) on the status and progress of the Proposal and the Scheme as 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 30, 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.