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)

Xinneng (Hong Kong) Energy Investment Limited

新能(香港)能源投資有限公司

(Incorporated in Hong Kong with limited liability)

ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE

Reference is made to 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)能源投資有限公司(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**"). Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Rule 3.5 Announcement.

UPDATE ON THE NUMBER OF RELEVANT SECURITIES ISSUED BY ENN-NG

Pursuant to Rule 3.8 of the Takeovers Code, the respective board of ENN-NG and the Offeror jointly announce the following changes in the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) issued by ENN-NG.

An aggregate of 952,500 and 50,000 ENN-NG restricted A Shares under the initial grant and reserved grant, respectively, of the restricted share incentive scheme adopted by ENN-NG on March 26, 2021 (the "**ENN-NG 2021 Restricted Share Incentive Scheme**") were proposed to be repurchased and cancelled by ENN-NG in accordance with the rules of the ENN-NG 2021 Restricted Share Incentive Scheme by reason of the performance of certain grantees or the cessation of employment of certain grantees with the ENN-NG Group (as the case may be). In addition, 200,000 ENN-NG restricted A Shares under the initial grant of the restricted share incentive scheme adopted by ENN-NG on February 18, 2025 (the "**ENN-NG 2025 Restricted Share Incentive Scheme**") were proposed to be repurchased and cancelled by ENN-NG in accordance with the rules of the ENN-NG 2025 Restricted Share Incentive Scheme by reason of the cessation of employment of one grantee with the ENN-NG Group. The foregoing proposed repurchase and cancellation of ENN-NG restricted A Shares were approved by the ENN-NG Board on August 27, 2025 and by the shareholders of ENN-NG at an extraordinary general meeting held on November 3, 2025.

In addition, 100,000 ENN-NG restricted A Shares under the initial grant of the ENN-NG 2025 Restricted Share Incentive Scheme were proposed to be repurchased and cancelled by ENN-NG by reason of an adjustment to the job position of one grantee in accordance with the rules of the ENN-NG 2025 Restricted Share Incentive Scheme. The foregoing proposed repurchase and cancellation of ENN-NG restricted A Shares were approved by the ENN-NG Board on October 17, 2025 and by the shareholders of ENN-NG at an extraordinary general meeting held on November 3, 2025.

On January 19, 2026, ENN-NG completed the registration procedures with regard to the repurchases and cancellations as described above, and the total share capital of ENN-NG was changed to 3,095,785,107 shares.

Following the cancellation of 1,302,500 ENN-NG A Shares as described above, the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) issued by ENN-NG comprise 3,095,785,107 ENN-NG A Shares.

DEALING DISCLOSURE

The respective associates (as defined in the Takeovers Code) of the Offeror, ENN-NG and ENN (including any person who owns or controls 5% or more of any class of the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of ENN or ENN-NG) are hereby reminded to disclose their dealings in any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of ENN or ENN-NG under Rule 22 of the Takeovers Code during the offer period.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

"Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities, on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7-day period is less than $1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities, should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation."

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 Listing, 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 on or before the Scheme Long Stop Date.

Accordingly, the Proposal and the ENN Share Option Offer may or may not be made or implemented, the Scheme may or may not be effective, and the Listing may or may not be completed. 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
Xinneng (Hong Kong) Energy Investment Limited
YU Jianchao
Director

Hong Kong, January 20, 2026

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

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