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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in ENN Energy Holdings Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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This circular includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to ENN Energy Holdings Limited. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.



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)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES
AND
TO REPURCHASE ITS OWN SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of ENN Energy Holdings Limited to be held at Tianshan and Lushan Rooms, Level 5, Island Shangri-La Hong Kong, Pacific Palace, Supreme Court Road, Hong Kong, on Tuesday, 21 May 2013 at 11:00 a.m. is set out on pages 18 to 22 of this Circular.

Whether or not you propose to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to 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 as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude shareholders from attending and voting at the meeting, or any adjourned meeting, should they so wish.

18 April 2013

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held at Tianshan and Lushan Rooms, Level 5, Island Shangri-La Hong Kong, Pacific Palace, Supreme Court Road, Hong Kong on Tuesday, 21 May 2013 at 11:00 a.m.
“Articles of Association”	the articles of association of the Company, as originally adopted or as from time to time altered in accordance with the Companies Law (Chapter 22) of the Cayman Islands or any applicable laws
“Board”	the board of Directors
“Buyback Mandate”	the proposed general mandate authorising the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of the resolution approving the Buyback Mandate
“Company”	ENN Energy Holdings Limited, an exempted company incorporated in the Cayman Islands on 20 July 2000 with limited liability which listed on the Main Board
“Director(s)”	the director(s) of the Company
“EGII”	ENN Group International Investment Limited
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the purposed general mandate authorising the Directors to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the resolution approving the Issue Mandate
“Latest Practicable Date”	15 April 2013, being the latest practicable date of ascertaining certain information contained in this circular prior to its publication

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Shareholder(s)”	registered holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers and Share Repurchases
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



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)

Executive Directors:

Mr. WANG Yusuo (*Chairman*)
Mr. CHEUNG Yip Sang (*Chief Executive Officer*)
Mr. ZHAO Jinfeng
Mr. YU Jianchao
Mr. HAN Jishen
Mr. ZHAO Shengli
Mr. WANG Dongzhi (*Chief Financial Officer*)

Registered Office:

Ugland House
P O Box 309
South Church Street
George Town
Grand Cayman
Cayman Islands
British West Indies

Non-executive Directors:

Ms. ZHAO Baoju
Mr. JIN Yongsheng

Principal place of business

in Hong Kong:
Rooms 3101-04, 31st Floor
Tower One, Lippo Centre
89 Queensway
Hong Kong

Independent Non-executive Directors:

Mr. WANG Guangtian
Ms. YIEN Yu Yu, Catherine
Mr. KONG Chung Kau
Mr. ZHANG Gang
Mr. LIM Haw Kuang

Head office in the PRC:

Building A, ENN Industrial Park
Xinyuan DongDao Road
Economic and Technological
Development Zone
Langfang City
Hebei Province
The PRC

18 April 2013

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES
AND
TO REPURCHASE ITS OWN SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with information regarding (i) the proposed renewal of the general mandates to allot, issue and deal with Shares and to repurchase its own Shares and (ii) the proposed re-election of retiring Directors, and to seek your approval of the relevant ordinary resolutions relating to (i) and (ii) at the Annual General Meeting.

ISSUE MANDATE

Ordinary resolutions will be proposed at the Annual General Meeting to grant to the Directors the Issue Mandate, and authorise the extension of the Issue Mandate, details of which are set out in ordinary resolutions numbered 5 and 7 respectively in the notice of Annual General Meeting.

Subject to the passing of the ordinary resolution granting the Issue Mandate to issue new Shares and on the basis that no further Shares are issued or repurchased prior the Annual General Meeting, the Company would be allowed under such Issue Mandate to issue a maximum of 216,571,879 Shares representing 20% of the issued share capital of the Company as at the date of passing of the ordinary resolution approving the Issue Mandate.

BUYBACK MANDATE

On 26 June 2012, the Shareholders passed an ordinary resolution to give a general mandate to the Directors to exercise the powers of the Company to repurchase its own Shares. Such general mandate will lapse at the conclusion of the Annual General Meeting. It is therefore proposed to renew such general mandate at the Annual General Meeting.

An ordinary resolution will be proposed at the Annual General Meeting to grant to the Directors the Buyback Mandate, details of which are set out in ordinary resolution numbered 6 in the notice of Annual General Meeting. On the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Shares which may be repurchased pursuant to the Buyback Mandate are limited to a maximum of 108,285,939 Shares representing 10% of the issued share capital of the Company as at the date of passing of the ordinary resolution approving the Buyback Mandate.

An explanatory statement as required under the Listing Rules, giving certain information regarding the Buyback Mandate, is set out in Appendix I to this circular.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors were Mr. WANG Yusuo, Mr. CHEUNG Yip Sang, Mr. ZHAO Jinfeng, Mr. YU Jianchao, Mr. Han Jishen, Mr. ZHAO Shengli and Mr. WANG Dongzhi; and the Non-executive Directors were Ms. ZHAO Baoju and Mr. JIN Yongsheng; and the Independent Non-executive Directors were Mr. WANG Guangtian, Ms. YIEN Yu Yu, Catherine, Mr. KONG Chung Kau, Mr. ZHANG Gang and Mr. LIM Haw Kuang.

In accordance with Article 99 of the Article of Association, Mr. ZHANG Gang, Mr. HAN Jishen and Mr. LIM Haw Kuang shall retire at the Annual General Meeting, while in accordance with Article 116 of the Articles of Association, Ms. ZHAO Baoju, Mr. JIN Yongsheng, Mr. CHEUNG Yip Sang, Mr. ZHAO Shengli and Mr. WANG Dongzhi shall retire by rotation at the Annual General Meeting. All the retiring Directors are eligible and offer themselves for re-election at the Annual General Meeting.

Details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting is set out on pages 18 to 22 of this circular to consider the ordinary resolutions relating to the Issue Mandate, the Buyback Mandate, the extension of the Issue Mandate and the re-election of retiring Directors.

ACTION TO BE TAKEN

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you propose to attend the Annual General Meeting, you are requested to complete the accompanying proxy form and return it to 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 and not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting if you so desire.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the granting of the Issue Mandate and the Buyback Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors are all in the best interests of the Company as well as the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders should vote in favour of all the relevant ordinary resolutions to be proposed at the Annual General Meeting. So far as the Directors are aware, as at the Latest Practicable Date, no Shareholder is required to abstain from voting under the Listing Rules in respect of the resolutions to be proposed at the Annual General Meeting.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

By order of the Board
ENN ENERGY HOLDINGS LIMITED
WANG Yusuo
Chairman

18 April 2013

As at the date of this circular, the Board comprises 14 Directors, of whom Wang Yusuo, Cheung Yip Sang, Zhao Jinfeng, Yu Jianchao, Han Jishen, Zhao Shengli and Wang Dongzhi are Executive Directors; Zhao Baoju and Jin Yongsheng are Non-executive Directors; Wang Guangtian, Yien Yu Yu, Catherine, Kong Chung Kau, Zhang Gang and Lim Haw Huang are Independent Non-executive Directors.

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide you with requisite information for your consideration of the Buyback Mandate.

1. EXERCISE OF THE BUYBACK MANDATE

Exercise in full of the Buyback Mandate, on the basis of 1,082,859,397 Shares in issue at the Latest Practicable Date could result in up to 108,285,939 Shares being repurchased by the Company during the period up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the revocation, variation or renewal of the Buyback Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

2. REASONS FOR REPURCHASES

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association and the applicable laws of the Cayman Islands. The law of the Cayman Islands provides that the amount to be repaid in connection with a Share repurchase may be paid from the profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase or out of capital, if the Company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business. The Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the 2012 annual report of the Company) in the event that the Buyback Mandate is exercised in full. However, the Directors do not propose to exercise the Buyback Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buyback Mandate in accordance with the Listing Rules, the memorandum and articles of association of the Company and the applicable laws of the Cayman Islands.

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective associates (as defined in the Listing Rules), have any present intention, if the Buyback Mandate is exercised, to sell Shares to the Company.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell Shares to the Company or has undertaken not to do so.

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. WANG Yusuo and Ms. ZHAO Baoju (the spouse of Mr. WANG Yusuo), directors of the Company, together with EGII (a company which is beneficially owned as to 50% by Mr. WANG Yusuo and 50% by Ms. ZHAO Baoju) were beneficially interested in an aggregate of 326,691,000 Shares, representing approximately 30.17% of the issued share capital of the Company. Based on such shareholdings and in the event that the Directors exercised in full the power to repurchase Shares under the Buyback Mandate, the shareholdings of Mr. WANG Yusuo and Ms. ZHAO Baoju together with EGII would be increased to approximately 33.52% of the issued share capital of the Company. Then, Mr. WANG Yusuo and Ms. ZHAO Baoju together with EGII could be required under Rule 26 of the Takeovers Code to make a mandatory offer in respect of all the issued shares of the Company by reason of such increase.

Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any purchases made under the Buyback Mandate. The Directors will use their best endeavours to ensure that the Buyback Mandate will not be exercised to the extent that the number of Shares held by the public would be reduced to less than 25% of the issued share capital of the Company. The Directors have no intention to exercise the Buyback Mandate which may result in possible mandatory offer being made under the Takeovers Code.

5. SHARE PURCHASED BY THE COMPANY

The Company had not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

6. SHARE PRICES

The table below is a summary of the monthly highest and lowest traded prices in each of the previous twelve months prior to the Latest Practicable Date and for the month of April 2013 up to the Latest Practicable Date:-

	Highest Traded Price <i>HK\$</i>	Lowest Traded Price <i>HK\$</i>
2012		
April	28.05	25.65
May	30.10	26.65
June	30.70	26.20
July	29.90	26.75
August	31.25	28.00
September	32.75	30.40
October	35.00	31.05
November	35.10	31.90
December	37.20	32.50
2013		
January	38.80	32.80
February	40.50	36.50
March	44.60	37.80
April (up to Latest Practicable Date)	44.05	43.05

The following are the particulars of the retiring Directors proposed to be re-elected at the Annual General Meeting:

Mr. ZHANG Gang

Mr. ZHANG Gang, aged 62, is an Independent Non-executive Director of the Company. He is a Senior Engineer who has extensive experience in quality, safety management and construction of energy-related projects. From August 1999 to April 2001, he worked in the State Administration of Quality and Technical Supervision, and served as a Deputy Director and Director subsequently in Boiler and Pressure Vessel Safety Supervision Bureau in the PRC. Mr. Zhang was then appointed as the Director in Special Equipment Safety Supervision Bureau of General Administration of Quality Supervision, Inspection and Quarantine (“AQSIQ”) of the PRC. In 2008, Mr. Zhang was appointed as the Chief Engineer of AQSIQ till June 2011.

Save as disclosed above, Mr. Zhang has not held any other positions with any members of the Group in the last three years, he had not held any other directorships or major appointments in any other listed public companies.

Mr. Zhang has entered into a service agreement with the Company for a period of 3 years from 17 December 2012. The contract will be automatically renewed 3 years upon expiry until terminated by either party by the way of giving the other party a written notice not less than six months in advance. The appointment is subject to retirement or retirement by rotation and re-election at the annual general meeting in accordance with the articles of association of the Company.

As at the Latest Practicable Date, Mr. Zhang does not have any interests in the shares of the Company within the meanings of Part XV of the SFO, and neither is he connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

The remunerations of Independent Non-executive Directors are determined by reference to his responsibilities and duties with the Company, the remuneration benchmark in the industry and the prevailing market conditions. Pursuant to the terms of the service agreement, Ms. Zhang is entitled to an annual remuneration of RMB200,000 for the year ended 31 December 2012 in a pro-rata basis.

Save as disclosed above, Mr. Zhang has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there are no information that should be disclosed pursuant to rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. HAN Jishen

Mr. HAN Jishen, aged 48, is an Executive Director and the President of the Company responsible for assisting the Chief Executive Officer in business expansion. He joined the Group in 1993 and was graduated from Baoding Staff University in 1990 and obtained an executive master's degree in business administration from the Nanyang Technological University in Singapore in 2007. He has over 20 years of experience in the gas fuel industry in the PRC. Mr. Han worked at the senior managerial level for over 10 years at the subsidiary level of the Company.

Save as disclosed above, Mr. Han had not held any other directorships or major appointments in any other listed public companies in the last three years.

Mr. Han has entered into a service agreement with the Company for the period of one year commencing from 26 March 2013. The contract will be automatically renewed every year upon expiry until terminated by either party by giving the other party a written notice not less than six months in advance. The appointment is subject to retirement or retirement by rotation and re-election at the annual general meeting in accordance with the articles of association of the Company.

As at the Latest Practicable Date, Mr. Han does not have any other interests in the shares of the Company within the meaning of Part XV of the SFO, and neither is he connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

The remuneration of Executive Directors are determined by reference to his responsibility and duties with the Company, his performance, the Company's performance and profitability, as well as the remuneration benchmark in the industry and the prevailing market conditions. Pursuant to terms of the service agreement, Mr. Han is entitled to an annual remuneration of RMB920,000.

Save as disclosed above, Mr. Han has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there are no information that should be disclosed pursuant to rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. LIM Haw Kuang

Mr. LIM Haw Kuang, aged 59, is an independent Non-executive Director of the Company. He has extensive experience in the oil and gas business. Mr. Lim joined Shell in Malaysia in 1978 and had served in various capacities in IT, Finance, Natural Gas, Exploration and Production, Oil Products, etc in different Shell operations globally. Mr. Lim was appointed as the Executive Chairman of Shell Companies in China in September 2005, a position he held until 1 January 2013. He retired from Shell on 1 March 2013. Mr. Lim has been appointed as an independent board director for Sime Darby Group, a Malaysian conglomerate, since September 2010, and is concurrently Chairman of the Boards of Sime Darby Energy & Utilities. With effect from 4 March 2013, Mr. Lim has also been appointed as a Non-executive Director of BG Group, a global gas major based in the UK. Mr. Lim graduated from Imperial College, University of London in 1978. In 1986, he graduated from International Management Institute, Geneva with a MBA in International Management.

Save as disclosed above, Mr. Lim has not held any other positions with any members of the Group in the last three years, he had not held any other directorships or major appointments in any other listed public companies.

Mr. Lim has entered into a service agreement with the Company for a period of 3 years commencing from 26 March 2013. The contract will be automatically renewed for 3 years upon expiry until terminated by either party by giving the other party a written notice not less than six months in advance. The appointment is subject to retirement or retirement by rotation and re-election at the annual general meeting in accordance with the articles of association of the Company.

As at the Latest Practicable Date, Mr. Lim does not have any interests in the shares of the Company within the meaning of Part XV of the SFO, and neither is he connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

The remuneration of Independent Non-executive Directors are determined by reference to his responsibility and duties with the Company, the remuneration benchmark in the industry and the prevailing market conditions. Pursuant to terms of the service agreement, Mr. Lim is entitled to an annual remuneration of RMB200,000.

Save as disclosed above, Mr. Lim has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there are no information that should be disclosed pursuant to rules 13.51(2)(h) to (v) of the Listing Rules.

Ms. ZHAO Baoju

Ms. ZHAO Baoju, aged 47, is a Cofounder and a Non-executive Director of the Company. She has over 20 years of experience in investing in gas fuel projects in the PRC. She graduated from the Hebei Medical College Professional Nursing School in 1987 and the Chinese Language Faculty of Capital Normal University in 1998.

Ms. Zhao holds directorship in one principal subsidiary of the Group. Save as disclosed above, Ms. Zhao has not held any other positions with any members of the Group and in the last three years, she had not held any other directorships or major appointments in any listed public companies.

Ms. Zhao was re-appointed by the Company for a term of three years commencing 1 March 2010, and the appointment shall continue thereafter unless and until terminated by either party giving to the other not less than six months' prior written notice. The appointment is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association of the Company.

Ms. Zhao is a Director and a controlling shareholder of EGII, which is a controlling shareholder of the Company. She is the spouse of Mr. Wang Yusuo and the sister of Mr. Zhao Jinfeng, the executive Director of the Company. Save as disclosed above, Ms. Zhao does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

As at the Latest Practicable Date, save for the interest of spouse in 596,000 Shares and, together with spouse, 100% interest in EGII which holds 326,095,000 Shares, Ms. Zhao did not have any other interests in the Shares within the meaning of Part XV of the SFO.

The remunerations of Non-executive Directors are determined by reference to the remuneration benchmark in the industry and the prevailing market conditions. Ms. Zhao is entitled to an annual remuneration of RMB200,000 for the year ended 31 December 2012.

Save as disclosed above, Ms. Zhao has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with her re-election and there are no information that should be disclosed pursuant to rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. JIN Yongsheng

Mr. JIN Yongsheng, aged 49, is a Non-executive Director of the Company. He graduated from the Tianjin University of Finance and Economics in 1986, specialising in finance, and has obtained an executive master's degree in business administration from the Peking University in 2005. Prior to joining the Group in 1996, he was an assistant professor in the Township and Village Enterprise Cadre College of the Ministry of Agriculture. Mr. Jin is a qualified practicing lawyer in the PRC and has over 23 years of experience in legal practice.

Mr. Jin is a director and the Vice President of EGII, which is a controlling shareholder of the Company. He is also a Non-executive Director of CIMC Enric Holdings Limited, a Hong Kong listed company. Mr. Jin holds various directorships in 7 principal subsidiaries of the Group. Save as disclosed above, Mr. Jin has not held any other positions with any members of the Group and in the last three years, he had not held any other directorships in any listed public companies.

Mr. Jin was re-appointed by the Company for a term of three years commencing 1 March 2010, and the appointment shall continue thereafter unless and until terminated by either party giving to the other not less than six months' prior written notice. The appointment is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association of the Company.

Mr. Jin is a Director of EGII, which is a controlling shareholder of the Company. Save as disclosed above, Mr. Jin does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Jin did not have any interests in the Shares within the meaning of Part XV of the SFO.

The remunerations of Non-executive Directors are determined by reference to the remuneration benchmark in the industry and the prevailing market conditions. Mr. Jin is entitled to an annual remuneration of RMB200,000 for the year ended 31 December 2012.

Save as disclosed above, Mr. Jin has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there are no information that should be disclosed pursuant to rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. CHEUNG Yip Sang

Mr. CHEUNG Yip Sang, aged 46, is an Executive Director and the Chief Executive Officer of the Company responsible for the execution of the Group's overall strategies, business expansion and decision-making on important affairs and the executive thereof. Mr. Cheung holds various directorships in 34 principal subsidiaries and 18 jointly controlled entities/associates of the Group. Mr. Cheung joined the Group in 1998. He graduated from The Chinese People's Armed Police Force Academy in 1990 with a bachelor's degree in Legal Studies and received an executive master's degree in business administration from the Peking University in 2006. Mr. Cheung has extensive experience in corporate governance and the market integration in the public utilities sector. He also has wide exposure in the research and development of the gas industry.

Save as disclosed above, Mr. Cheung has not held any other positions with any members of the Group and in the last three years, he had not held any other directorships in any listed public companies.

Mr. Cheung has entered into a service agreement with the Company for an initial term commencing 10 April 2006 and expiring on 29 February 2008, and the service agreement shall continue thereafter unless and until terminated by either party giving to the other not less than six months' prior written notice. The appointment is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association of the Company.

Mr. Cheung does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. As at the Latest Practicable Date, save for the interest of 2,130,000 Shares, Mr. Cheung did not have any other interests in the Shares within the meaning of Part XV of the SFO.

The remunerations of Executive Directors are determined by reference to his responsibility and duties with the Company, his performance, the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions. Mr. Cheung is entitled to an annual remuneration of RMB1,600,000 for the year ended 31 December 2012.

Save as disclosed above, Mr. Cheung has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there are no information that should be disclosed pursuant to rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. ZHAO Shengli

Mr. ZHAO Shengli, aged 43, is an Executive Director and the Chief Operations Officer of the Company responsible for assisting the Chief Executive Officer and the President in the daily operations and management of the Group. Mr. Zhao holds various directorships in 44 principal subsidiaries and 3 jointly controlled entities/associates of the Group. He received a master's degree in business administration from the Tsinghua University in 2000. Prior to joining the Group in 1999, he worked in the China National Nuclear Corporation. Mr. Zhao has extensive experience in corporate governance and market expansion.

Save as disclosed above, Mr. Zhao has not held any other positions with any members of the Group and in the last three years, he had not held any other directorships in any listed public companies.

Mr. Zhao has entered into a service agreement with the Company for a period of one year from 25 March 2011, and the service agreement will be automatically renewed every year upon expiry until terminated by either party giving to the other not less than six months' prior written notice. The appointment is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association of the Company.

As at the Latest Practicable Date, Mr. Zhao does not have any interests in the shares of the Company within the meaning of Part XV of the SFO, and neither is he connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

The remunerations of Executive Directors are determined by reference to his responsibility and duties with the Company, his performance, the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions. Pursuant to the terms of the service agreement, Mr. Zhao is entitled to an annual remuneration of RMB900,000 for the year ended 31 December 2012.

Save as disclosed above, Mr. Zhao has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information that should be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. WANG Dongzhi

Mr. WANG Dongzhi, aged 44, is an Executive Director and the Chief Financial Officer of the Company responsible for the financial and risk control and investor relations management of Group. Mr. Wang holds various directorships in 42 principal subsidiaries and 12 jointly controlled entities/associates of the Group. Mr. Wang graduated in 1991 with a bachelor's degree in engineering management from the Beijing Chemical University. Mr. Wang obtained a bachelor's degree in economics in 1996, the qualifications of Certified Accountant in the PRC in 2000 and a master's degree in business management from the Tianjin University in 2003. Before joining the Group in 2000, Mr. Wang was in charge of the finance department in a Sino-foreign joint venture company. He has extensive experience in financial management.

Save as disclosed above, Mr. Wang has not held any other positions with any members of the Group and in the last three years, he had not held any other directorships in any listed public companies.

Mr. Wang has entered into a service agreement with the Company for a period of one year from 25 March 2011, and the service agreement will be automatically renewed every year upon expiry until terminated by either party giving to the other not less than six months' prior written notice. The appointment is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association of the Company.

As at the Latest Practicable Date, Mr. Wang does not have any interests in the shares of the Company within the meaning of Part XV of the SFO, and neither is he connected with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

The remunerations of Executive Directors are determined by reference to his responsibility and duties with the Company, his performance, the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions. Pursuant to the terms of the service agreement, Mr. Wang is entitled to an annual remuneration of RMB800,000 for the year ended 31 December 2012.

Save as disclosed above, Mr. Wang has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information that should be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.



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 IS HEREBY GIVEN that the annual general meeting (the "Meeting") of ENN Energy Holdings Limited (the "Company") will be held at Tianshan and Lushan Rooms, Level 5, Island Shangri-La Hong Kong, Pacific Palace, Supreme Court Road, Hong Kong on Tuesday, 21 May 2013 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements for the year ended 31 December 2012 together with the directors' and independent auditor's reports;
2. To declare a final dividend for the year ended 31 December 2012;
- 3A. To re-elect the retiring Directors (Mr. Zhang Gang, Mr. Han Jishen, Mr. Lim Haw Kuang, Ms Zhao Baoju, Mr. Jin Yongsheng, Mr. Cheng Yip Sang, Mr. Zhao Shengli and Mr. Wang Dongzhi);
- 3B. To authorise the board of directors to fix the directors' remuneration;
4. To re-appoint Deloitte Touche Tohmatsu as auditor and to authorise the board of directors to fix their remuneration; and

As special business, to consider and, if thought fit, pass with or without modifications, the following resolutions, of which Resolutions Nos. 5, 6 and 7 will be proposed as Ordinary Resolutions:

ORDINARY RESOLUTIONS

5. "THAT:
 - (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with any unissued shares in the capital of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate nominal value of the share capital allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company from time to time; or (iii) an issue of shares upon the exercise of options which may be granted under any option scheme or similar arrangement for the time being adopted or to adopt for the grant or issue to any officers, employees and/or directors of the Company and/or any of its subsidiaries and/or any other participants of such scheme or arrangement of shares or rights to acquire shares; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company; or (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the aggregate nominal value of share capital of the Company in issue as at the date of passing of this Resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this Resolution; and

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of shareholders of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities), subject in all cases to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company.”

6. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal value of shares in the capital of the Company repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the aggregate nominal value of share capital of the Company in issue as at the date of passing of this Resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purposes of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this Resolution.”
7. “**THAT** conditional upon Resolutions numbered 5 and 6 set out in the notice of this meeting being passed, the general mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with any unissued shares pursuant to Resolution numbered 5 set out in the notice of this meeting be and is hereby extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution numbered 6 set out in the notice of this meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal value of share capital of the Company in issue as at the date of passing of the said Resolution.”

By Order of the Board
ENN ENERGY HOLDINGS LIMITED
WONG Chui Lai
Company Secretary

Hong Kong, 18 April 2013

Principal place of business in Hong Kong:

Rooms 3101-04, 31st Floor
Tower One, Lippo Centre
89 Queensway
Hong Kong

Notes:

1. Every shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a shareholder of the Company.
2. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or 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 holding the Meeting or any adjournment thereof.
3. Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting at the Meeting if the shareholder of the Company so desires.

NOTICE OF ANNUAL GENERAL MEETING

4. Where there are joint registered holders of any share in the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, 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.
5. For the purpose of determining the identity of shareholders of the Company who are entitled to attend and vote at the Meeting, the register of members of the Company will be closed from Thursday, 16 May 2013 to Tuesday, 21 May 2013, both days inclusive, during which period no share transfer will be effected. In order to qualify for attending and voting at the Meeting, all transfers of shares in the Company accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 15 May 2013.
6. For the purpose of determining the entitlements to the proposed final dividend, the register of members of the Company will be closed from Monday, 27 May 2013 to Tuesday, 28 May 2013, both days inclusive, during which period no transfer of shares in the Company will be effected. In order to qualify for the proposed final dividend, all transfers of shares in the Company accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 24 May 2013.
7. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.
8. With regard to the resolution referred to in item 3A and 3B of this notice, the board of directors of the Company proposes that the retiring directors of the Company, namely Mr. ZHANG Gang, Mr. HAN Jishen, Mr. LIM Haw Kuang, Ms. ZHAO Baoju, Mr. JIN Yongsheng, Mr. CHEUNG Yip Sang, Mr. ZHAO Shengli and Mr. WANG Dongzhi be re-elected as directors of the Company. Particulars of the said retiring directors are set out in Appendix II to the circular to the shareholders of the Company dated 18 April 2013.
9. With regard to the resolutions referred to in items 5, 6 and 7 of this notice, the board of directors of the Company proposes to seek its shareholders' approval of the general mandates to issue shares in the Company and to repurchase shares in the Company and a circular in connection with such proposals will be despatched to the shareholders of the Company.
10. As at the date of this notice, the board of directors of the Company comprises seven executive directors, namely 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); two Non-executive directors, namely Ms. ZHAO Baoju and Mr. JIN Yongsheng; and five Independent Non-executive directors, namely Mr. WANG Guangtian, Ms. YIEN Yu Yu, Catherine, Mr. KONG Chung Kau, Mr. ZHANG Gang and Mr. LIM Haw Kuang.