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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)*

*(website: [www.ennenergy.com](http://www.ennenergy.com))*

**US\$400,000,000 3.25% BONDS DUE 2019 (Stock Code: 5817) (the “Bonds”)**

**TENDER OFFER FOR REPURCHASE OF ANY AND ALL OUTSTANDING BONDS**

**(Common Code: 112059261; ISIN: XS1120592610)**

The Company is making an offer to repurchase for cash any and all outstanding Bonds, subject to the terms and conditions described in the Tender Offer Memorandum. The Tender Offer commences on Thursday, 24 September 2015 and will expire at 5:00 p.m. (London time) on Friday, 9 October 2015, unless extended or earlier terminated by the Company in its sole discretion. The Company has made available today to the Bondholders the Tender Offer Memorandum setting out, among other things, the terms and conditions of the Tender Offer.

The Tender Offer is part of the Company's balance sheet management activities, and is being made to reduce the Group's outstanding non-functional currency denominated debts, so as to reduce foreign exchange risk and to optimize the Group's capital structure.

Nomura International (Hong Kong) Limited is acting as the dealer manager and Lucid Issuer Services Limited is acting as the tender agent in relation to the Tender Offer.

This announcement is made pursuant to the Inside Information Provisions (as defined under the Listing Rules) under Part XIV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and Rule 13.09 of the Listing Rules.

## **BACKGROUND**

In October 2014, the Company issued an aggregate principal amount of US\$400,000,000 3.25% Bonds which will mature on 23 October 2019 unless earlier redeemed, purchased or cancelled pursuant to the terms thereof.

Reference is made to the announcement of the Company dated 16 October 2014 in relation to the issuance of the Bonds by the Company. As at the date of this announcement, the aggregate outstanding principal amount of the Bonds is US\$400,000,000. The Bonds are listed on the Hong Kong Stock Exchange (stock code: 5817).

## **THE TENDER OFFER**

The Company is inviting Bondholders, subject to the terms and conditions described in the Tender Offer Memorandum, to tender for repurchase by the Company for cash any and all outstanding Bonds.

The Tender Offer commences on Thursday, 24 September 2015 and will expire at 5:00 p.m. (London time) on Friday, 9 October 2015, unless extended or earlier terminated by the Company in its sole discretion. An announcement will be made by the Company as soon as reasonably practicable after the relevant decision in relation to such extension or termination is made.

Bondholders whose Bonds are validly tendered by the Expiration Deadline and that are accepted for repurchase by the Company under the Tender Offer will be eligible to receive the Repurchase Price, plus the Accrued Interest on such Bonds, on the Settlement Date.

Subject to all applicable laws and regulations and as provided in the Tender Offer Memorandum, the Company may, at its sole discretion, extend, re-open, amend, waive any condition of or terminate the Tender Offer at any time. Details of any such extension, re-opening, amendment, waiver or termination will be announced as provided in the Tender Offer Memorandum as soon as reasonably practicable after the relevant decision is made.

Bonds to be repurchased by the Company pursuant to the Tender Offer will be cancelled and will not be re-issued or re-sold. Bonds which are not validly tendered and accepted for repurchase pursuant to the Tender Offer will remain outstanding.

## **REASONS FOR AND BENEFITS OF THE TENDER OFFER**

The Tender Offer is part of the Company's balance sheet management activities, and is being made to reduce the Group's outstanding non-functional currency denominated debts, so as to reduce foreign exchange risk and to optimize the Group's capital structure. The repurchase will be financed by the Group's available banking facilities and internal resources.

## **TENDER OFFER MEMORANDUM**

The Company has made available today, through the tender agent, to the Bondholders the Tender Offer Memorandum. The Tender Offer Memorandum sets out, among other things, the terms and conditions of the Tender Offer.

Before making a decision in respect of the Tender Offer, Bondholders should carefully consider all information as disclosed in the Tender Offer Memorandum. Bondholders are recommended to seek their own financial and legal advice, including with regard to any tax consequences, from their stockbroker, bank manager, solicitor, tax adviser or other independent financial or legal adviser.

## **FURTHER ANNOUNCEMENTS**

The Company envisages a further announcement will be made on or about 12 October 2015 stating the final result of the Tender Offer including the total consideration which will be paid by the Company for the Bonds repurchased by it pursuant to the Tender Offer and (if any) the aggregate principal amount of Bonds that will remain outstanding following completion of the Tender Offer.

The Company may from time to time issue further announcements to inform the shareholders of the Company, the Bondholders and potential investors in respect of the progress of the Tender Offer as and when necessary pursuant to the Listing Rules and other relevant rules and regulations.

## **DEALER MANAGER AND TENDER AGENT**

In connection with the Tender Offer, the Company has appointed Nomura International (Hong Kong) Limited as the dealer manager and Lucid Issuer Services Limited as the tender agent.

Questions and requests for assistance in connection with the Tender Offer shall be directed to Nomura International (Hong Kong) Limited at [liability.management@nomura.com](mailto:liability.management@nomura.com) or +44 (0) 20 7103 6597. Requests by Bondholders for copies of the Tender Offer Memorandum and its related documents shall be directed to David Shilson of Lucid Issuer Services Limited at [ennenergy@lucid-is.com](mailto:ennenergy@lucid-is.com) or +44 (0) 20 7704 0880.

None of the Company, its Directors, Nomura International (Hong Kong) Limited or Lucid Issuer Services Limited makes any recommendation as to whether the Bondholders should tender their Bonds in response to the Tender Offer.

## **GENERAL**

**This announcement is for information only and is not an offer to sell or the solicitation of an offer to buy securities and neither this announcement nor anything herein forms the basis for any contract or commitment whatsoever. An offer may only be made pursuant to the terms of the Tender Offer Memorandum.**

**The Tender Offer is not being made to, and any offers to tender Bonds pursuant to the Tender Offer will not be accepted from, or on behalf of, holders of the Bonds in any jurisdiction in which the making of such Tender Offer would not be in compliance with the laws or regulations of such jurisdiction. In particular, persons located or resident in the United States, its territories and possessions, any state of the United States or the District of Columbia (the United States) may not participate in the Tender Offer. Restrictions on participation in the Tender Offer also apply in the United Kingdom, Australia, South Africa, Republic of Italy, Belgium, France, Hong Kong, Singapore and the Cayman Islands and may apply in other jurisdictions.**

## **DEFINITIONS**

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:–

“Accrued Interest”	accrued and unpaid interest in respect of the relevant Bonds from (and including) the most recent interest payment date applicable to such Bonds to (but excluding) the Settlement Date
“Board”	the board of Directors
“Bonds”	the US\$400,000,000 3.25% Bonds due 2019 (Common Code: 112059261; ISIN: XS1120592610) issued by the Company (of which US\$400,000,000 is currently outstanding) and listed on the Hong Kong Stock Exchange
“Bondholder”	a holder of Bonds
“Company”	ENN Energy Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Hong Kong Stock Exchange
“Directors”	the directors of the Company
“Expiration Date”	Friday, 9 October 2015 (subject to the right of the Company to extend, re-open and/or terminate the Tender Offer)
“Expiration Deadline”	5.00 p.m. London time on the Expiration Date (subject to the right of the Company to extend, re-open and/or terminate the Tender Offer)
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Repurchase Price”	in respect of each US\$1,000 in principal amount of the Bonds validly tendered and accepted for repurchase by the Company under the Tender Offer, an amount equal to US\$1,007.5
“Settlement Date”	on or about Tuesday, 20 October 2015 (subject to the right of the Company, in its sole discretion, to extend or amend such date)
“Tender Offer”	the invitation by the Company to the Bondholders to tender their Bonds for repurchase by the Company for cash upon the terms and conditions set forth in the Tender Offer Memorandum
“Tender Offer Memorandum”	the tender offer memorandum dated 24 September 2015 made available to the Bondholders in connection with the Tender Offer
“US\$”	United States dollar, the lawful currency of the United States of America
“United States” or “U.S.”	United States of America
“%”	per cent.

By order of the Board  
**ENN Energy Holdings Limited**  
**WANG YUSUO**  
*Chairman*

Hong Kong, 24 September 2015

*As at the date of this announcement, the Board comprises the following Directors:*

*Executive Directors:*

*Mr. Wang Yusuo (Chairman)*

*Mr. Cheung Yip Sang (Vice Chairman)*

*Mr. Yu Jianchao*

*Mr. Han Jishen (President)*

*Mr. Wang Dongzhi (Chief Financial Officer)*

Non-executive Directors:

*Mr. Wang Zizheng*

*Mr. Jin Yongsheng*

*Mr. Lim Haw Kuang*

Independent Non-executive Directors:

*Ms. Yien Yu Yu, Catherine*

*Mr. Ma Zhixiang*

*Mr. Yuen Po Kwong*

*Mr. Law Yee Kwan, Quinn*