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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))*

**OFFER TO PURCHASE FOR CASH**

**OF UP TO US\$300,000,000 IN PRINCIPAL AMOUNT OF**

**US\$750,000,000 6.00% SENIOR NOTES DUE 2021 (THE “NOTES”)**

**(i) DETERMINATION OF THE TOTAL CONSIDERATION**

**(ii) RESULTS OF THE TENDER OFFER AS  
OF THE EARLY PARTICIPATION DATE**

**(iii) INCREASE IN THE TENDER CAP**

The Company has made an offer to purchase the Notes for cash of up to the Tender Cap under a modified Dutch auction procedure. The Tender Offer commenced on 14 November 2016 and will expire at 11:59 p.m., New York City time, on 12 December 2016, unless extended or earlier terminated by the Company. The Early Participation Date has now expired. Holders who tendered Notes on or prior to the Early Participation Date and accepted by the Company will receive the Total Consideration of US\$1,117.42 per US\$1,000 principal

amount of Notes. As of the Early Participation Date, US\$396,901,000 in principal amount of the Notes have been validly tendered and not withdrawn. The Company announced that it has increased the Tender Cap from US\$300,000,000 to US\$349,457,000 in principal amount of Notes.

This announcement is made by the Company pursuant to the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and Rule 13.09(2) of the Listing Rules.

Reference is made to the announcement of the Company dated 15 November 2016 in relation to the commencement of the Tender Offer (the “**Commencement Announcement**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Commencement Announcement.

### THE EARLY PARTICIPATION DATE

The Tender Offer commenced on 14 November 2016 and will expire at 11:59 p.m., New York City time, on 12 December 2016, unless extended or earlier terminated by the Company. As set out in the Commencement Announcement, Holders who validly tender, and not withdraw, their Notes by the Early Participation Date would be eligible to receive the Total Consideration, which includes the Early Tender Premium. The Early Participation Date has now expired.

### DETERMINATION OF THE TOTAL CONSIDERATION

The Company announced that as of 8:00 a.m., New York City time, on 29 November 2016, the Reference Yield for the Notes pursuant to the Tender Offer is 1.827%. Accordingly, Holders who tendered Notes on or prior to the Early Participation Date that are accepted by the Company will receive the Total Consideration of US\$1,117.42 per US\$1,000 principal amount of Notes.

The following table summarises the material pricing terms of the Tender Offer for each US\$1,000 aggregate principal amount of Notes:

Title of Securities	CUSIP No.	ISIN	Aggregate Principal Amount Outstanding	Aggregate Principal Amount Tendered as of the Early Participation Date	Early Tender Premium <sup>(1)</sup>	Clearing Spread (basis points) <sup>(2)</sup>	Reference Security	Reference Yield <sup>(3)</sup>	Total Consideration <sup>(1)</sup> <sub>(3)(4)</sub>
6.00% Senior Notes due 2021	144A: 26876F AA0 Reg S: G3066L AA9	144A: US26876FAA03 Reg S: USG3066LAA91	US\$750,000,000 <sup>(5)</sup>	US\$396,901,000	US\$30	130	1.250% U.S. Treasury Bonds due 31 October 2021 (ISIN: US912828T677)	1.827%	US\$1,117.42

- (1) Per US\$1,000 principal amount of Notes accepted for purchase.
- (2) The Base Spread of 160 basis points less the Clearing Spread Premium of 30 basis points.
- (3) The Reference Yield and the Total Consideration were determined at 8:00 a.m., New York City time, on 29 November 2016, assuming that the Final Payment Date would be 16 December 2016.
- (4) Includes the Early Tender Premium but not the Accrued Interest.
- (5) The Company has purchased a total of US\$35,000,000 in principal amount of the Notes via open market purchases. None of the Notes the Company purchased via such open market purchases were cancelled, and the Company did not participate in this Tender Offer with respect to such Notes it has purchased.

The Company has been advised by the information and tender agent that Notes validly tendered and not withdrawn at a bid price that results in Clearing Spread of 130 basis points will not result in any proration.

Since the Tender Offer was oversubscribed with regards to the increased Tender Cap as of 5:00 p.m., New York City time, on the Early Participation Date, no Notes tendered after this time will be accepted. Holders who tendered Notes that are accepted for purchase by the Company will receive the Total Consideration.

The Total Consideration will include an Early Tender Premium of US\$30 per US\$1,000 principal amount. In addition to the Total Consideration, Holders who tendered Notes that are accepted for purchase by the Company will receive a cash payment representing the Accrued Interest.

### **RESULTS OF THE TENDER OFFER AS OF THE EARLY PARTICIPATION DATE**

As of the Early Participation Date, US\$396,901,000 in principal amount of the Notes have been validly tendered and not withdrawn.

### **INCREASE IN THE TENDER CAP**

With immediate effect, the Company announced that it has increased the Tender Cap from US\$300,000,000 to US\$349,457,000 in principal amount of Notes, pursuant to the terms of the Offer to Purchase. All other terms and conditions of the Tender Offer remain unchanged as stated in the Offer to Purchase.

### **DEALER MANAGERS AND THE INFORMATION AND TENDER AGENT**

The Company has appointed Nomura and HSBC as the dealer managers and Lucid Issuer Services Limited as the information and tender agent in relation to the Tender Offer.

### **OFFER TO PURCHASE**

The Offer to Purchase contains important information which should be read carefully by the Holders before any decision is made with respect to the Tender Offer. The Offer to Purchase and its related documents are available to the Holders at the following website: <https://library.lucid-is.com/ennenergy>. Holders are recommended to seek their own financial and legal advice, including with regard to any tax consequences, from their stockbroker, bank manager, solicitor, attorney, tax adviser or other independent financial or legal adviser.

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 +852 2536 7056 or +44 (0) 20 7103 6597; or The Hongkong and Shanghai Banking Corporation Limited at [liability.management@hsbcib.com](mailto:liability.management@hsbcib.com) or +852 2822 4100, +44 207 992 6237 or +1 212 525 5552. Requests by Holders for copies of the Offer to Purchase 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, Nomura, HSBC, Lucid Issuer Services Limited or their respective management makes any recommendation as to whether the Holders should tender their Notes in response to the Tender Offer.

## **GENERAL**

**This announcement is for information only and is neither an offer to purchase nor a solicitation of an offer to buy the Notes. The Tender Offer is made only by, and pursuant to the terms of, the Offer to Purchase, and the information in this announcement is qualified in its entirety by reference to the Offer to Purchase. If any Holder is in any doubt as to the action it should take, it is recommended to seek its own financial and legal advice, including with regard to any tax consequences, from its stockbroker, bank manager, solicitor, attorney, tax adviser or other independent financial or legal adviser. Restrictions on participation in the Tender Offer also apply in the United Kingdom, Australia, South Africa, Italy, Belgium, France, Hong Kong, Singapore and the Cayman Islands and may apply in other jurisdictions.**

Dates and time specified in this announcement in connection with the Tender Offer shall be deemed to be such date and time in New York City.

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

Hong Kong, 29 November 2016

*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. Han Jishen (President)*

*Mr. Wang Dongzhi (Chief Financial Officer)*

*Non-executive Directors:*

*Mr. Wang Zizheng*

*Mr. Jin Yongsheng*

*Independent Non-executive Directors:*

*Mr. Ma Zhixiang*

*Mr. Yuen Po Kwong*

*Mr. Law Yee Kwan, Quinn*