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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 Company is making an offer to purchase the Notes for cash of up to the Tender Cap under a modified Dutch auction procedure. The Company has made available to the Holders the Offer to Purchase setting forth, among other things, the terms and conditions of the Tender Offer. The Tender Offer commences 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 in its sole discretion.

The Tender Offer is part of the balance sheet management activities of the Group, and is being made to reduce the Group's outstanding non-functional currency denominated debts, so as to reduce foreign exchange risk and to optimise the Group's capital structure. The Company believes that the Tender Offer provides an opportunity to the Holders to gain liquidity with respect to the Notes (by tendering their Notes for purchase by the Company) that might not otherwise be available to the Holders.

Nomura and HSBC are acting as the dealer managers and Lucid Issuer Services Limited is acting as the information and tender agent in relation to the Tender Offer.

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.

## **BACKGROUND**

On 13 May 2011, the Company issued the Notes in the aggregate principal amount of US\$750,000,000 at a rate of 6% per annum, which will mature on 13 May 2021, unless earlier redeemed pursuant to the terms and conditions thereof.

Reference is made to the announcements of the Company dated 8 May 2011 and 16 May 2011 in relation to the issuance of the Notes by the Company. As of the date of this announcement, the outstanding aggregate principal amount of the Notes is US\$750,000,000. The Notes are listed on Singapore Exchange Securities Trading Limited.

## **THE TENDER OFFER**

The Company is making an offer to purchase the Notes for cash of up to the Tender Cap under a modified Dutch auction procedure. The Company reserves the right, but is not obligated, to increase the Tender Cap in its sole discretion without extending the Withdrawal Date or otherwise reinstating withdrawal rights.

The Company has made available today, through the information and tender agent, to the Holders the Offer to Purchase setting forth, among other things, the terms and conditions of the Tender Offer.

The Tender Offer commences 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 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.

The Tender Offer will be conducted on the terms and conditions as set forth in the Offer to Purchase. Notes tendered by the Holders on or before the Early Participation Date, and accepted for purchase by the Company will receive the Total Consideration, which includes an Early Tender Premium. Holders who validly tender their Notes after the Early Participation Date will not be eligible to receive the Early Tender Premium and, accordingly, Holders whose Notes are validly tendered after the Early Participation Date and on or prior to the Expiration Date and are accepted for purchase pursuant to the Tender Offer will receive the Tender Offer Consideration consisting of the Total Consideration less the Early Tender Premium.

Following consummation of the Tender Offer, the Notes that are purchased by the Company in the Tender Offer will be retired and cancelled and no longer remain outstanding obligations. The Notes which are not validly tendered and accepted for purchase pursuant to the Tender Offer will remain outstanding.

## DETERMINATION OF THE TOTAL CONSIDERATION

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

Title of Securities	CUSIP No.	ISIN	Maturity Date	Aggregate Principal Amount Outstanding	Early Tender Premium <sup>(1)</sup>	Acceptable Bid Spread Range (basis points) <sup>(2)</sup>		Reference Security	Reference Page
						Minimum Spread	Maximum Spread		
6.00% Senior Notes due 2021	144A: 26876F AA0 Reg S: G3066L AA9	144A: US26876FAA03 Reg S: USG3066LAA91	13 May 2021	US\$750,000,000 <sup>(3)</sup>	US\$30	125	145	1.250% U.S. Treasury Bonds due 31 October 2021 (ISIN: US912828T677)	Bloomberg, PX1

- (1) Per US\$1,000 principal amount of Notes accepted for purchase.
- (2) Includes the Early Tender Premium but not the Accrued Interest.
- (3) 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 has been cancelled, and the Company does not intend to participate in this Tender Offer with respect to such Notes it has purchased.

The Tender Offer is being conducted pursuant to a modified Dutch auction procedure. Holders who elect to participate in the Tender Offer prior to the Early Participation Date must specify a maximum spread (the “**Bid Spread**”) in excess of the yield to maturity (the “**Reference Yield**”) of the Reference Security set forth in the table above that such Holder would be willing to accept as the basis for determining the Total Consideration payable in exchange for each US\$1,000 in principal amount of Notes tendered (and not validly withdrawn) in the Tender Offer. For each tender of the Notes, the Company will determine the Bid Premium for such tender by subtracting the Bid Spread for the Notes from the Base Spread. The Company will use all of the Bid Premiums received for the Notes tendered on or prior to the Early Participation Date to calculate a Clearing Spread Premium in accordance with the procedure set forth below. The purchase price for each US\$1,000 in principal amount of Notes tendered (and not validly withdrawn) on or before the Early Participation Date and accepted for purchase by the Company, which includes the Early Tender Premium, will be equal to an amount that would reflect as of the date of purchase, a yield to the Maturity Date equal to the sum of (i) the Reference Yield as of 8:00 a.m., New York City time, on the first Business Day following the Early Participation Date, plus (ii) a spread, which consists of the Base Spread less the Clearing Spread Premium, as determined pursuant to the modified Dutch auction procedure (the “**Total Consideration**”).

## DETERMINATION OF THE CLEARING SPREAD PREMIUM

The Clearing Spread Premium for the Notes will be determined by the Company by consideration of the Bid Premiums of all validly tendered (and not validly withdrawn) Notes on or prior to the Early Participation Date, in order of the lowest to the highest Bid Premiums. The Clearing Spread Premium will be: (i) the lowest single premium for all tenders of Notes on or prior to the Early Participation Date such that, for all such tenders of Notes whose Bid Spread results in a Bid Premium equal to or less than this lowest single premium, the Company will be able to accept an aggregate principal amount of Notes up to the Tender Cap under the Tender Offer, taking into account the aggregate principal amount of Notes that

have been validly tendered (and not validly withdrawn), and the prorationing described in the Offer to Purchase, or (ii) in the event that the purchase of all the Notes validly tendered (and not validly withdrawn) would result in the Company acquiring Notes having an aggregate principal amount of less than the Tender Cap under the Tender Offer, the Clearing Spread Premium will be the highest Bid Premium with respect to any Notes validly tendered (and not validly withdrawn).

## **PRORATION**

If the Notes tendered at or below the Clearing Spread Premium would result in an aggregate principal amount in excess of the Tender Cap, then Holders of the Notes tendered at the Clearing Spread Premium will be subject to proration as described in the Offer to Purchase. If on the Early Participation Date, the aggregate principal amount of Notes validly tendered (and not validly withdrawn) by the Holders would cause the Company to accept an aggregate principal amount of Notes in excess of the Tender Cap, then the Company will not accept any Notes tendered after the Early Participation Date. If the Tender Offer is not oversubscribed at the Early Participation Date, any Notes validly tendered after the Early Participation Date and on or prior to the Expiration Date will be deemed to have been tendered with a Bid Spread equal to the Tender Offer Consideration and any such tenders after the Early Participation Date will not be used for purposes of calculating the Clearing Spread Premium. The Company will accept for purchase Notes validly tendered after the Early Participation Date and on or prior to the Expiration Date on a prorated basis as described in the Offer to Purchase.

## **SETTLEMENT**

Accrued Interest will be paid on all Notes validly tendered and accepted for purchase by the Company from the last interest payment date to, but not including, the date on which the Notes are purchased. The Company may elect, following the Early Participation Date and prior to the Expiration Date, to accept the Notes validly tendered at or prior to the Early Participation Date, provided that all conditions to the Tender Offer have been satisfied or waived by the Company, and Notes accepted on such date may be settled on the Early Payment Date. The Final Payment Date is the date that the Company settles all Notes not previously settled on the Early Payment Date, if any, which the Company expects to be the fourth Business Day following the Expiration Date. The Company currently expects the Early Payment Date to be 2 December 2016 and the Final Payment Date to be 16 December 2016.

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

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

liquidity with respect to the Notes (by tendering their Notes for purchase by the Company) that might not otherwise be available to the Holders.

The Company will use cash on hand and external financing to consummate the Tender Offer.

## **FURTHER ANNOUNCEMENTS**

The Company may from time to time issue further announcements to inform the shareholders of the Company, the Holders and potential investors in respect of the progress of the Tender Offer, including, if any, an increase of the Tender Cap, determination of the Early Acceptance Date, tender results and expected settlement date and any material change to the terms of the Tender Offer, as and when necessary pursuant to the Listing Rules and other applicable laws, rules and regulations.

## **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.

## **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 on Notes tendered and accepted by the Company, from the last interest payment date to, but not including, the Early Payment Date or the Final Payment Date, as the case may be
“Base Spread”	is 160 basis points
“Bid Spread”	has the meaning given to this term under the section headed “Determination of the Total Consideration”
“Bid Premium”	is determined by subtracting the Bid Spread for the Notes from the Base Spread
“Board”	the board of directors of the Company
“Business Day”	any day, other than Saturday, Sunday or a United States federal holiday, on which commercial banks and foreign exchange markets are open for business in New York
“Clearing Spread Premium”	has the meaning given to this term under the section headed “Determination of the Clearing Spread Premium”, which shall be determined by the Company in accordance with the procedure set forth in that section
“Company”	ENN Energy Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited
“Directors”	the directors of the Company

“Early Acceptance Date”	the date on which the Company elects to accept the Notes validly tendered by Holders on or prior to the Early Participation Date
“Early Participation Date”	5:00 p.m., New York City time, on 28 November 2016, unless extended or earlier terminated by the Company in its sole discretion
“Early Payment Date”	the date on which the Company settles the Notes accepted for purchase by Company on the Early Acceptance Date
“Early Tender Premium”	is equal to US\$30 for each US\$1,000 principal amount of Notes accepted for purchase by the Company
“Expiration Date”	11:59 p.m., New York City time, on 12 December 2016, subject to the right of the Company to extend that time and date in its absolute discretion, in which case the Expiration Date means the latest time and date to which the Tender Offer is extended
“Final Payment Date”	the date on which the Company settles all Notes accepted for purchase that are not previously settled on the Early Payment Date, if any
“Group”	the Company and its subsidiaries
“Holders”	holders of the Notes
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HSBC”	The Hongkong and Shanghai Banking Corporation Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Maturity Date”	13 May 2021
“Notes”	US\$750,000,000 6.00% Senior Notes due 2021 issued by the Company
“Nomura”	Nomura International (Hong Kong) Limited
“Offer to Purchase”	an offer to purchase memorandum dated 14 November 2016 issued to the Holders by the Company in connection with the Tender Offer

“Reference Yield”	has the meaning given to this term under the section headed “Determination of the Total Consideration”
“Tender Cap”	US\$300,000,000 in principal amount of the Notes, which amount may be increased by the Company in its sole discretion
“Total Consideration”	has the meaning given to this term under the section headed “Determination of the Total Consideration”, which shall be the purchase price for each US\$1,000 principal amount of Notes validly tendered on or before the Early Participation Date and accepted for purchase by the Company
“Tender Offer”	the offer by the Company to purchase the Notes for cash of up to the Tender Cap
“Tender Offer Consideration”	the Total Consideration less the Early Tender Premium, which shall be the purchase price for each US\$1,000 principal amount of Notes validly tendered after the Early Participation Date and on or prior to the Expiration Date and accepted for purchase by the Company
“United States”	the United States of America, its territories and possessions, any state of the United States, and the District of Columbia
“US\$”	United States dollars, the lawful currency of the United States
“Withdrawal Date”	5:00 p.m., New York City time, on 28 November 2016, unless extended or earlier terminated by the Company in its sole discretion
“%”	per cent.

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

Hong Kong, 15 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*