

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



# 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 OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“EGM”) of ENN Energy Holdings Limited (the “**Company**”) will be held at Tai Shan Room, Function Room, Level 5, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Hong Kong on Friday, July 6, 2012 at 2:00 p.m. for the purpose of considering and, if thought fit, passing the resolutions below with or without amendments.

ENN Energy Shareholders should note the information set forth in Appendix I of the Letter from the Board headed “Risks Associated with the Transaction” included in the circular to shareholders of the Company issued in connection with the consideration of the ordinary resolution of the Company below (the “**circular**”).

## ORDINARY RESOLUTIONS

### “1. THAT:

(a) the entering into of the consortium agreement dated December 12, 2011 by and between the Company and Sinopec Corp. in relation to the conduct of the Offers, corporate governance of the China Gas Group after completion of the Offers, post-completion arrangements and other matters in relation to the Offers (the “**Consortium Agreement**”), details of which are also set forth in the circular, and all transactions contemplated thereunder, including any amendments thereof or any waivers thereunder, be and are hereby approved, ratified and confirmed; and (b) any one director of the Company be and is hereby authorized for and on behalf of the Company to execute all such documents, instruments, agreements and deeds and do all such acts, matters and things as he/she may in his/her absolute discretion consider necessary or desirable for the purpose of and in connection with the implementation of the Consortium Agreement and the transactions contemplated thereunder and to agree to such revisions, variations or amendments to any of the terms or the structure of the Consortium Agreement and the transactions and transaction documents contemplated thereunder as he/she may in his/her absolute discretion consider necessary or desirable.”

**“2. THAT:**

(a) the acquisition of all the outstanding shares (“**China Gas Shares**”) in the issued share capital of China Gas Holdings Limited (“**China Gas**”, Stock Code: 384) and the cancellation of the outstanding options (“**China Gas Options**”) of China Gas granted pursuant to the share option scheme adopted by China Gas on February 6, 2003, as amended from time to time (other than those China Gas Shares already held by the Company and China Petroleum & Chemical Corporation (“**Sinopec Corp.**” and together with the Company, the “**Offerors**”) by way of a pre-conditional voluntary general offer (the “**Offers**”) by Citigroup Global Markets Asia Limited on behalf of the Offerors for a total cash consideration payable by the Company of up to HK\$9,184,866,264 (the “**Total ENN Consideration**”), the details of which are set out in the joint announcement published by the Company and Sinopec Corp. on December 12, 2011, and all transactions contemplated thereunder, be and are hereby approved, ratified and confirmed; and (b) any one director of the Company be and is hereby authorized for and on behalf of the Company to execute all such documents, instruments, agreements and deeds and do all such acts, matters and things as he/she may in his/her absolute discretion consider necessary or desirable for the purpose of and in connection with the implementation of the Offers or any revisions thereof and the transactions contemplated thereunder and (provided that the Company’s total financial obligation does not exceed the Total ENN Consideration) to agree to such variations, amendments or revisions of/to any of the terms or the structure of the Offers (including without limitation, the structure of the consortium) and the transactions and transaction documents contemplated thereunder and such waivers of pre-conditions or conditions to the Offers (where applicable) as he/she may in his/her absolute discretion consider necessary or desirable.”

By Order of the Board  
**ENN ENERGY HOLDINGS LIMITED**  
**CHENG Chak Ngok**  
*Executive Director and*  
*Company Secretary*

Hong Kong, May 31, 2012

*Principal place of business in Hong Kong:*  
Rooms 3101–04,  
Tower One, Lippo Centre  
89 Queensway  
Hong Kong

*Notes:*

1. Every shareholder of the Company entitled to attend and vote at the EGM 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.
4. Where there are joint registered holders of any share in the Company, any one of such persons may vote at the EGM, 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 EGM, the register of members of the Company will be closed from July 4 to July 6, 2012, both days inclusive, during which period no transfer of shares in the Company will be effected.
6. Pursuant to Rule 13.39(4) of the Rule Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all votes of shareholders at the meeting will be taken by poll.
7. 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. CHENG Chak Ngok, Mr. ZHAO Shengli and Mr. WANG Dongzhi; two non-executive directors, namely Ms. ZHAO Baoju and Mr. JIN Yongsheng; and three independent non-executive directors, namely Mr. WANG Guangtian, Ms. YIEN Yu Yu, Catherine and Mr. KONG Chung Kau.