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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 licensed securities dealer or registered institution 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, licensed securities dealer or registered institution in securities 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, PROPOSED FINAL DIVIDEND, AMENDMENTS TO THE ARTICLES OF ASSOCIATION 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 Hotel, Two Pacific Place, Supreme Court Road, Central, Hong Kong, on Friday, 26 May 2017 at 11:00 a.m. is set out on pages 48 to 53 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 you from attending and voting at the meeting or any adjourned meeting should you so wish.

6 April 2017

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DEFINITIONS

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

“Amended and Restated Articles of Association”	the amended and restated articles of association of the Company proposed to be adopted at the Annual General Meeting
“Annual General Meeting”	the annual general meeting of the Company to be held at Tianshan and Lushan Rooms, Level 5, Island Shangri-La Hotel, Two Pacific Place, Supreme Court Road, Central, Hong Kong, on Friday, 26 May 2017 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
“Auditor(s)”	the person(s) appointed by the Company from time to time to perform the duties of auditors of the Company
“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 total number of issued Shares of the Company as at the date of passing of the resolution approving the Buyback Mandate
“Chairman”	the Chairman presiding at any meeting of members or of the Board
“Companies Law”/“the Law”	the Companies Law (2016 Revision), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefore
“Companies Ordinance”	the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) as in force from time to time and any amendments thereto or re-enactments thereof for the time being in force and includes every other law or subsidiary legislation incorporated therewith or substituted therefore

DEFINITIONS

“Company”	ENN Energy Holdings Limited, an exempted company incorporated in the Cayman Islands on 20 July 2000 with limited liability which is listed on the Main Board of the Stock Exchange (Stock Code: 2688)
“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 proposed general mandate authorising the Directors to allot, issue and deal with Shares not exceeding 10% of total number of the issued Shares of the Company as at the date of passing of the resolution approving the Issue Mandate
“Latest Practicable Date”	31 March 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Proposed Amendments”	the proposed amendments to the Articles of Association contained in Appendix III of this circular
“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)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs
“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 (*Vice Chairman*)
Mr. Sean S J WANG (*Chief Executive Officer*)
Mr. HAN Jishen (*President*)
Mr. WANG Dongzhi

Non-executive Director:

Mr. WANG Zizheng

Independent Non-executive Directors:

Mr. MA Zhixiang
Mr. YUEN Po Kwong
Mr. LAW Yee Kwan, Quinn

Registered Office:

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

Principal place of

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

Head office in the PRC:

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

6 April 2017

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,
PROPOSED FINAL DIVIDEND,
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
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, (ii) the proposed re-election of retiring Directors, (iii) the proposed final dividend and (iv) the proposed amendments to the Articles of Association, and to seek your approval of the relevant ordinary resolutions relating to (i), (ii) and (iii), and special resolution relating to (iv) at the Annual General Meeting.

ISSUE MANDATE

On 31 May 2016, the Shareholders passed an ordinary resolution to give a general mandate to the Directors to allot, issue and deal with 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 Issue Mandate, details of which are set out in ordinary resolutions numbered 5 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, based on 1,081,727,397 Shares in issue as at the Latest Practicable Date, the Company would be allowed under such Issue Mandate to issue a maximum of 108,172,739 Shares representing 10% of the issued Shares of the Company as at the date of passing of the ordinary resolution approving the Issue Mandate.

Regarding this resolution, the Company acknowledges the concern of minority Shareholders with respect to possible dilution of their shareholding interests resulting from the exercise of the general mandate to issue shares, and has reaffirmed its commitment to use the mandate sparingly and in the interest of all our Shareholders. Accordingly, the Board has continued to propose to limit the general mandate to 10% of the issued Shares of the Company (rather than 20% by the Listing Rules) as at the date of the Resolution passed by the Shareholders, and that any shares of the Company to be allotted and issued pursuant to this general mandate shall not be at a discount of more than 10% (rather than 20% as limited under the Listing Rules) of the Benchmarked Price of such shares of the Company. The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from Shareholders to enable the Directors to issue shares for flexibility in raising capital as and when needed.

BUYBACK MANDATE

Also on 31 May 2016, 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.

LETTER FROM THE BOARD

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, based on 1,081,727,397 Shares in issue as at the Latest Practicable Date, the Shares which may be repurchased pursuant to the Buyback Mandate are limited to a maximum of 108,172,739 Shares representing 10% of the total number of Shares 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.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprises nine Directors, of whom Mr. WANG Yusuo, Mr. CHEUNG Yip Sang, Mr. Sean S J WANG, Mr. HAN Jishen and Mr. WANG Dongzhi were the Executive Directors; Mr. WANG Zizheng was the Non-executive Director; and Mr. MA Zhixiang, Mr. YUEN Po Kwong and Mr. LAW Yee Kwan, Quinn, were the Independent Non-executive Directors.

In accordance with Article 99 of the Article of Association, Mr. Sean S J WANG shall retire at the Annual General Meeting, and being eligible, offer himself for re-election.

In addition, in accordance with Article 116 of the Article of Association, Mr. WANG Zizheng, Mr. MA Zhixiang and Mr. YUEN Po Kwong, shall retire by rotation at the Annual General Meeting and being eligible, 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.

PROPOSED FINAL DIVIDEND

On 21 March 2017, the Board recommended that subject to Shareholders' approval in the Annual General Meeting, the Company shall declare and distribute a final dividend in respect of 2016 of HK\$0.83 per share to its shareholders whose names appear on the register of members of the Company on Tuesday, 6 June 2017.

The Board further resolved that the register of members of the Company shall be closed from Monday, 5 June 2017 to Tuesday, 6 June 2017 (both days inclusive), during which period no share transfer will be registered for the purpose of ascertaining shareholders' entitlements to the proposed final dividend.

In order to qualify for the proposed final dividend, all share transfers 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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 2 June 2017.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposes certain amendments to be made to the existing Articles of Association for housekeeping purposes and for the purpose of conforming with certain amendments to the Listing Rules, Companies Ordinance and Companies Law which have become effective since the last amendment of the Articles of Association by way of adoption of the Amended and Restated Articles of Association.

The proposed adoption of the Amended and Restated Articles of Association will be subject to the approval by the Shareholders by way of a special resolution.

A brief summary of certain major proposed amendments to the existing Articles of Association are as follows:

1. to replace the term “associate” with “close associate” to align with the Listing Rules and to update the relevant provisions in the Articles of Association in this regard;
2. to allow Directors to deliver notice to the principal office of the Company in Hong Kong, in addition to the Company’s registered office or at a Board meeting, when such Directors decide to appoint (or terminate the appointment of) an alternate Director;
3. to specify that Directors who join Board meetings by means of telephone or tele-conferencing or any other telecommunications facility shall be counted in the quorum and be entitled to vote, and that the meeting is deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting then is;
4. to allow Board meeting notices to be given by electronic means at any electronic number or address or website from time to time notified to the Company by such Director or alternate Director provided that he or she consents to it;
5. to remove the exception that Board meeting notices need not be given to any Director or alternate Director when he or she is absent from Hong Kong;
6. to give an exception that resolutions in writing need not be signed by each and every one of the Directors (or their respective alternates) so as to be valid and effectual if any of such Directors (or their respective alternates) are temporarily unable to act through ill-health or disability or are temporarily not reachable due to legal or regulatory restrictions and provided that such written Board resolution has to be (i) signed by at least a majority in number of all the Directors then in office and (ii) a copy of the resolutions has been given or the contents thereof have been communicated to all the Directors entitled to receive notice of the Board meeting at that time;
7. to allow the use of electronic signatures by Directors (or their respective alternates) in written Board resolutions;

LETTER FROM THE BOARD

8. to allow a written notification of confirmation of a written Board resolution by a Director (or his alternate Director) to be deemed as his or her signature to such written Board resolution;
9. to impose a rule that at any extraordinary general meeting convened by requisition, no business shall be transacted except that stated by the requisition or proposed by the Board;
10. to shorten the notice period of an extraordinary general meeting called for the passing of a special resolution to any such shorter period as may be permitted by the Listing Rules;
11. to restrict amendments to the form of proposed resolutions which are stated in the notice of general meeting at or before the time of voting: (i) in the case of a special resolution, no amendment may be made except to correct any minor clerical error or as otherwise be permitted by the Law; and (ii) in the case of an ordinary resolution, no amendment except to correct any patent or clerical error, unless a notice of amendment is provided to the Company 48 hours before the meeting, and provided that the proposed amendments are not fundamental or major, or that the Chairman allows the amendment, provided it is made in good faith and the amendment is not substantial;
12. to clarify that the quorum of any general meeting must be formed by members who are entitled to vote, and that members can join any general meeting by conference telephone or other communications equipment by means of which all the persons participating in the general meeting can communicate with each other, and that members participating in the general meeting in such manner are treated to be present in person at that general meeting;
13. to add that notice of call on Shares may also be given by notice published on the Stock Exchange's website or by electronic means (subject to the Listing Rules);
14. to allow the notice of intention of the Company to sell Shares of untraceable Shareholders to be given by electronic means (subject to the Listing Rules);
15. to allow the service of notices and/or documents by the Company or the Board to any member to be given by electronic means if the member consents to it;
16. to allow the Company to sign notices by electronic signatures, where relevant;
17. to provide additional means of giving notice of share register closure which complies with the Listing Rules;

LETTER FROM THE BOARD

18. to align with the Listing Rules requirement and reflect the current Companies Ordinance provisions regarding restrictions on the Company to, for example, make a loan or a quasi-loan, enter into a credit transaction as a creditor or give a guarantee or provide security in connection therewith to certain parties;
19. to add that the Company's power to purchase or otherwise acquire any of its own Shares (which expression includes redeemable Shares) is to be subject to the Listing Rules;
20. to add that the Board may also accept surrender of any fully paid Share for no consideration and Shareholders are only bound to deliver certificates to Shares upon their Shares being purchased, surrendered or redeemed if they have any of such certificates to Shares;
21. to add that title to listed Shares may be evidenced or transferred in accordance with the Listing Rules and that the register of members of such listed Shares may be kept and the recording shall comply with the Listing Rules;
22. to add that certificates to Shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register;
23. to add that apart from transferring Shares by way of instrument of transfer, transfers of Shares listed on the Stock Exchange can also be effected by methods permitted by the Listing Rules and approved by the Board;
24. to add that the form of proxy forms may be in common form or such other form that complies with the Listing Rules;
25. to add that the removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting;
26. to allow the Company to register as a body corporate under the laws of any jurisdiction out of the Cayman Islands and to be deregistered in the Cayman Islands with the approval of a special resolution, subject to the provisions of the Companies Law; and
27. to allow the Company to merge or consolidate with one or more constituent companies (as defined in the Companies Law), upon such terms as the Directors may determine, and with the approval of a special resolution.

Other housekeeping amendments to the Articles of Association are also proposed, including making consequential amendments in connection with the above amendments to the Articles of Association and for clarity and consistency with the other provisions of the Articles of Association where it is considered desirable and to better align the wording with those of the Listing Rules, the Companies Law and the Companies Ordinance.

LETTER FROM THE BOARD

The full text of the amendments to be made to the Articles of Association is contained in Appendix III of this circular.

ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting is set out on pages 48 to 53 of this circular to consider, among other things, the ordinary resolutions relating to the Issue Mandate, the Buyback Mandate, the re-election of retiring Directors and the proposed final dividend, and the special resolution relating to the proposed amendments to the Articles of Association.

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 wish.

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.

RECOMMENDATION

The Directors consider that the proposed granting of the Issue Mandate and the Buyback Mandate, the re-election of the retiring Directors, the proposed final dividend and the proposed amendments to the Articles of Association 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 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.

LETTER FROM THE BOARD

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

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 1,081,727,397 Shares in issue at the Latest Practicable Date could result in up to 108,172,739 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 2016 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 close associates (as defined in the Listing Rules), have any present intention, if the Buyback Mandate is exercised, to sell Shares to the Company.

No core 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 (a Director of the Company) and Ms. ZHAO Baoju (the spouse of Mr. WANG Yusuo), 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 329,249,000 Shares, representing approximately 30.44% 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 33.82% of the issued Shares of the Company. Since the shareholdings of Mr. WANG Yusuo and Ms. ZHAO Baoju together with EGII already fall within the range of 30% and 50% of the issued Shares, 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 of shareholding by more than 2% within a 12 month period.

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 Shares 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 repurchased a total of 800,000 Shares on the Stock Exchange during the six months preceding the Latest Practicable Date. Details of the repurchases are disclosed as follows:

Date of Repurchase	Number of Shares Repurchased	Repurchase Price Per Shares	
		Highest HK\$	Lowest HK\$
22 December 2016	400,000	31.00	30.60
23 December 2016	400,000	31.90	30.95

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 March 2017 up to the Latest Practicable Date:

	Highest Traded Price HK\$	Lowest Traded Price HK\$
2016		
April	47.50	37.75
May	39.10	35.00
June	40.70	35.40
July	40.25	36.55
August	43.80	37.00
September	43.00	37.50
October	41.20	36.25
November	37.95	33.50
December	36.40	30.40
2017		
January	38.65	31.55
February	39.70	37.15
March (up to Latest Practicable Date)	45.55	37.70

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

Mr. WANG ZIZHENG

Mr. WANG Zizheng, aged 29, is a Non-executive Director appointed by the Company on 24 March 2014. He is also a member of risk management committee of the Company. Mr. WANG is graduated from Shanghai Tongji University with a Bachelor's Degree in Urban Planning. Mr. WANG attended training in various departments in EGII, the Company's controlling shareholder since his graduation. He was appointed as a senior investment manager in international investment department under EGII which focused major on investment, merger & acquisition and operation management of overseas LNG refueling stations, hence gained considerable experience in natural gas business. Mr. WANG is currently the director of Beibu Gulf Tourism Corporation Limited (Stock Code: 603869) whose shares are listed in Shanghai.

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

Mr. WANG has entered into a letter of appointment with the Company for the term of three years commencing on 24 March 2017 unless and until terminated by either the Company or Mr. WANG giving the other not less than 6 month's notice (or such shorter period as agreed between the parties in writing) in writing to determine the same. 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. WANG is currently the chairman of EGII. He is the son of Mr. WANG Yusuo and Ms. ZHAO Baoju. Save as disclosed above, Mr. WANG does not have any other relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. WANG has interest in 60,000 Shares in respect of the share options granted under the share option scheme of the Company adopted on 26 June 2012. Save as disclosed above, Mr. WANG 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 his duties and responsibilities with the Company, the remuneration policy of the Company and the market benchmark. Pursuant to the terms of the letter of appointment, Mr. WANG is entitled to receive annual remuneration of RMB200,000.

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 other information that should be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Mr. MA ZHIXIANG

Mr. MA Zhixiang, aged 65, is an Independent Non-executive Director appointed by the Company on 24 March 2014. He is also a member of audit committee, remuneration committee, nomination committee and risk management committee of the Company. Mr. MA graduated from School of Mechanics of University of Petroleum (East China) with a Doctor's Degree in Engineering in Storage and Transportation. Mr. MA has extensive experience in petroleum and natural gas industry. He has held senior management positions in China Petroleum Pipeline Bureau and PetroChina Company Limited and has resigned from these positions in March 2012.

Save as disclosed above, Mr. MA has not held any 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. MA has entered into a letter of appointment with the Company for the term of three years commencing on 24 March 2017 unless and until terminated by either the Company or Mr. MA giving the other not less than 6 month's notice (or such shorter period as agreed between the parties in writing) in writing to determine the same. 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. MA 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. MA has interest in 60,000 Shares in respect of the share options granted under the share option scheme of the Company adopted on 26 June 2012. Save as disclosed above, Mr. MA did not have any interests in the Shares within the meaning of Part XV of the SFO.

The remunerations of Independent Non-executive Directors are determined by reference to his duties and responsibilities with the Company, the remuneration policy of the Company and the market benchmark. Pursuant to the terms of the letter of appointment, Mr. MA is entitled to receive annual remuneration of RMB200,000.

Save as disclosed above, Mr. MA 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 other information that should be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Mr. YUEN PO KWONG

Mr. YUEN Po Kwong, aged 48, is an Independent Non-executive Director appointed by the Company on 24 March 2014. He is also the chairman of remuneration committee and a member of audit committee, nomination committee and risk management committee of the Company. Mr. YUEN graduated from Oxford University in United Kingdom with a Master's degree in Chemistry and from Cornell University with a Master's degree in Synthetic Organic Chemistry. Mr. YUEN then attended College of Law in Guildford, England and obtained his Diploma in Law (with Distinction) and Diploma in Legal Studies. Mr. YUEN has extensive experience in regulatory and corporate compliance. He is a partner of Fangda Partners specialising in dispute resolution and contentious regulatory compliance. Prior joining Fangda Partners to establish its Hong Kong office in 2012, Mr. YUEN was a partner of one of the "Magic Circle Firms", specialising in resolving China related disputes. Before becoming a lawyer, Mr. YUEN was a teaching fellow of Cornell University.

Save as disclosed above, Mr. YUEN has not held any 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. YUEN has entered into a letter of appointment with the Company for the term of three years commencing on 24 March 2017 unless and until terminated by either the Company or Mr. YUEN giving the other not less than 6 month's notice (or such shorter period as agreed between the parties in writing) in writing to determine the same. 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. YUEN 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. YUEN has interest in 60,000 Shares in respect of the share options granted under the share option scheme of the Company adopted on 26 June 2012. Save as disclosed above, Mr. YUEN did not have any interests in the Shares within the meaning of Part XV of the SFO.

The remunerations of Independent Non-executive Directors are determined by reference to his duties and responsibilities with the Company, the remuneration policy of the Company and the market benchmark. Pursuant to the terms of the letter of appointment, Mr. YUEN is entitled to receive annual remuneration of RMB200,000.

Save as disclosed above, Mr. YUEN 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 other information that should be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Mr. SEAN S J WANG

Mr. Sean SJ WANG, aged 53, was appointed as the Executive Director and the Chief Executive Officer of the Company on 21 March 2017. He is also a member of the risk management committee of the Company. Mr. WANG is responsible for strategic planning of the Group, business modelling under industry reform and capital market operation, etc. He graduated from Peking University with a major in National Economic Management and later obtained a Bachelor's Degree in Science from Hamline University in 1986 and a Master of Business Administration from the Carlson School of Management at the University of Minnesota in 1989. He also completed the Rongsheng Global Leaders Program of the Wharton School of the University of Pennsylvania in 2011. He held key positions at various multinational corporations listed on the New York Stock Exchange, NASDAQ and the Hong Kong Stock Exchange covering a variety of industries, including real estate, heavy industry, transportation and logistics, cultural industry, consumer electronics and funds management, etc. He has gained in-depth and extensive experience in corporate management, corporate investment, financial and operation management and project management. He is currently the Independent Non-executive Director of Tomson Group Limited (Stock Code: 0258), whose shares are listed in Stock Exchange.

Save as disclosed above, Mr. WANG has not held any 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 contract with the Company for the term of three years commencing on 21 March 2017 unless and until terminated by either the Company or Mr. WANG giving the other not less than 6 month's notice (or such shorter period as agreed between the parties in writing) in writing to determine the same. 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. WANG 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. WANG 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 duties and responsibilities with the Company, the remuneration policy of the Company and the market benchmark. Pursuant to the terms of the service contract, Mr. WANG is entitled to receive annual remuneration of RMB3,600,000 with a discretionary bonus.

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 other information that should be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Set out below are the amendments proposed to be made to the Articles of Association.

Article No.	Amendments to the Articles of Association	
2.	<u>business day</u>	<u>“business day” shall mean a day on which the Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Exchange is closed for business of dealing in securities in Hong Kong on a day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purpose of these Articles be counted as a business day;</u>
2.	<u>close associate</u>	<u>“close associate” shall have the meaning given to it in the Listing Rules except that for purposes of Article 107 where the transaction or arrangement is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules;</u>
2.	<u>Company’s Website</u>	<u>“Company’s Website” shall mean the website of the Company, the address or domain name of which has been notified to members;</u>
2.	the Companies Law/the Law	“the Companies Law” or “the Law” shall mean the Companies Law (2001 Second 2016 Revision), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;
2.	the Companies Ordinance	<u>“the Companies Ordinance” shall mean the Companies Ordinance (Cap. 32622 of the Laws of Hong Kong) as in force from time to time and any amendments thereto or re-enactments thereof for the time being in force and includes every other law or subsidiary legislation incorporated therewith or substituted therefor;</u>

Article No.	Amendments to the Articles of Association	
2.	<u>electronic</u>	<u>“electronic” shall have the meaning given to it in the Electronic Transactions Law;</u>
2.	<u>electronic means</u>	<u>“electronic means” shall include sending or otherwise making available to the intended recipients of the communication in electronic format;</u>
2.	<u>Electronic Signature</u>	<u>“Electronic Signature” shall mean an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication;</u>
2.	<u>Electronic Transactions Law</u>	<u>“Electronic Transactions Law” shall mean the Electronic Transactions Law (2003 Revision) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;</u>
2.	<u>published on the Exchange’s website</u>	<u>“published on the Exchange’s website” shall mean published in English and Chinese on the Exchange’s website in accordance with the Listing Rules;</u>
2.	<u>recognised clearing house</u>	<u>“recognised clearing house” shall have the meaning ascribed thereto in section 2Part 1 of Schedule 1 of the Securities and Futures (Clearing Houses) Ordinance (Cap. 571 of the Laws of Hong Kong;-) and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;</u>
2.	<u>subsidiary and holding company</u>	<u>shall have the meanings attributed to them in the Listing Rules or if there is none, in the Companies Ordinance-;</u>

Article

No. Amendments to the Articles of Association

2. **writing/printing** “writing” or “printing” shall include writing, printing, lithograph, photograph, type-writing and every other mode of representing words or figures in a legible and non-transitory form; and, only where used in connection with a notice served by the Company on members or other persons entitled to receive notices hereunder, shall also include a record maintained in an electronic medium which is accessible in visible form so as to be useable for subsequent reference;

2A. Sections 8 and 19 of the Electronic Transactions Law shall not apply.

Article

No. Amendments to the Articles of Association

7. **Company may purchase and finance the purchase of own shares and warrants**
- Subject to the Law, or any other law or so far as not prohibited by any law or the Listing Rules and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire ~~all or~~ any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorised by a resolution of the shareholders, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force. The Company may make payments in respect of a purchase of its shares out of capital or out of any other account or in any manner permitted by the Law.

Article

No.

Amendments to the Articles of Association

10. **Purchase or redemption not to give rise to other purchases or redemptions**
- (a) The purchase or redemption of any share shall not be deemed to give rise to the purchase or redemption of any other share.
- (b) The Board may accept the surrender for no consideration of any fully paid share.
- Certificates to be surrendered for cancellation**
- (bc) The holder of the shares being purchased, surrendered or redeemed shall be bound to deliver up to the Company at its principal place of business in Hong Kong or such other place as the Board shall specify the certificate(s) thereof, if any, for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.
15. **Share register**
- (a) For so long as any shares are listed on the Exchange, title to such listed shares may be evidenced and transferred in accordance with the Listing Rules that are or shall be applicable to such listed shares. The register of members maintained by the Company in respect of such listed shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Companies Law in a form otherwise than legible (provided it is capable of being reproduced in a legible form) if such recording otherwise complies with the Listing Rules that are or shall be applicable to such listed shares.
- (a)(b) Except when a register is closed and, if applicable, subject to the additional provisions of paragraph (de) of this Article, the principal register and any branch register shall during business hours be kept open to the inspection of any member without charge.

Article

No. Amendments to the Articles of Association

15. (de) Any register held in Hong Kong shall during normal business hours (subject to such reasonable restrictions as the Board may impose) be open to inspection by a member without charge and any other person on payment of such fee not exceeding HK\$2.50 (or such higher amount as may from time to time be permitted under the Listing Rules) as the Board may determine for each inspection. Any member may require a copy of the register, or any part thereof, on payment of HK\$0.25, or such lesser sum as the Company may prescribe, for every 100 words or fractional part thereof required to be copied. The Company shall cause any copy so required by any person to be sent to that person within a period of 10 days commencing on the date next after the day on which the request is received by the Company.
- (f) In lieu of, or apart from, closing the register pursuant to other provisions in these Articles, the Board may fix in advance a date as the record date for any such determination of members entitled to receive notice of, or to vote at any general meeting of the members or any adjournment thereof, or for the purpose of determining the members entitled to receive payment of any dividend or distribution, or in order to make a determination of members for any other purpose.

Article

No. Amendments to the Articles of Association

16. **Share certificates** Every person whose name is entered as a member in the register shall be entitled to receive within such period of time as may be prescribed by the Companies ~~Ordinance~~Law or the Listing Rules after allotment or lodgment of a transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or, if he so requests, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming the stock exchange board lot, upon payment, (i) in the case of an allotment, of a fee not exceeding such maximum amount as may from time to time be prescribed by the Listing Rules for every certificate after the first; or (ii) in the case of a transfer, of a fee not exceeding such maximum amount as may from time to time be prescribed by the Listing Rules for every certificate, such number of certificates for shares in stock exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.
28. **Notice of call may be published in newspapers or given by electronic means** In addition to the giving of notice in accordance with Article 26, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published ~~in the newspapers~~ on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.

Article

No. Amendments to the Articles of Association

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| 38A. | <u>Transfer of Shares</u> | <u>Notwithstanding Articles 37 and 38, transfers of shares which are listed on the Exchange may be effected by any method of transferring or dealing in securities permitted by the Listing Rules and which has been approved by the Board for such purpose.</u> |
| 44. | When transfer books and register may close | <u>The registration of transfers may, on 14 days' after notice being given by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be suspended and the register closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice before the announced closure, or the new closure, whichever is earlier. If, however, there are exceptional circumstances (e.g. during a Number 8 or higher typhoon signal and black rainstorm warning) that render the giving of such publication of advertisement impossible, the Company shall comply with these requirements as soon as practicable.</u> |

Article

No. Amendments to the Articles of Association

72. **Convening of extraordinary general meeting**
- The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members of the Company deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member of the Company which is a recognised clearing house (or its nominee) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitioner, provided that such requisitioner held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting, the requisitioner(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to them by the Company. At any meeting convened on such requisition or by such requisitioner(s), no business shall be transacted except that stated by the requisition or proposed by the Board.

Article

No. Amendments to the Articles of Association

73. Notice of meetings (a) An annual general meeting shall be called by not less than 21 days' notice in writing and any extraordinary general meeting called for the passing of a special resolution shall be called by not less than 21 days' notice in writing ~~and~~ any or such other shorter period as may from time to time be permitted by the Listing Rules. Any other extraordinary general meeting shall be called by not less than 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 75) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.
- 74A. Amendment to resolutions (a) In the case of a resolution to be proposed as a special resolution no amendment may be made, at or before the time at which the resolution is put to the vote, to the form of the resolution as set out in the notice of meeting, except to correct a minor clerical error or as may otherwise be permitted by the Law.

Article

No. Amendments to the Articles of Association

74A.

(b) In the case of a resolution to be proposed as an ordinary resolution no amendment may be made, at or before the time at which the resolution is put to the vote (other than an amendment to correct a patent or clerical error), unless:

(i) In the case of an amendment to the form of the resolution as set out in the notice of meeting, written notice of the intention to move the amendment is lodged at the registered office of the Company or its principal office in Hong Kong no later than 48 hours before the time fixed for the holding of the relevant meeting, provided that the proposed amendments are not fundamental nor major; or

(ii) In any case, the Chairman may decide in good faith that the amendment or amended resolution may properly be put to the vote, provided that the amendment is not substantial.

The giving of written notice under subparagraph (i) above shall not prejudice the power of the Chairman to rule the amendment out of order.

(c) With the consent of the Chairman, a person who proposes an amendment to a resolution may withdraw it before it is put to the vote.

Article**No. Amendments to the Articles of Association**

76. **Quorum** For all purposes the quorum for a general meeting shall be two members entitled to vote and present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy provided always that if the Company has only one member of record the quorum shall be that one member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy. No business (except the appointment of a Chairman) shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business. A person may participate at a general meeting by conference telephone or other communications equipment by means of which all the persons participating in the meeting can communicate with each other. Participation by a person in a general meeting in this manner is treated as presence in person at that meeting.
93. **Form of proxy** Every instrument of proxy, whether for a specified meeting or otherwise, shall be in common form or such other form that complies with the Listing Rules as the Board may from time to time approve, provided that it shall enable a member, according to his intention, to instruct his proxy to vote in favour of or against (or in default of instructions or in the event of conflicting instructions, to exercise his discretion in respect of) each resolution to be proposed at the meeting to which the form of proxy relates.

Article

No. Amendments to the Articles of Association

100. **Alternate Directors** (a) A Director may at any time by notice in writing delivered to the registered office of the Company, the principal office of the Company in Hong Kong or at a meeting of the Board, appoint any person (including another Director) to be his alternate Director in his place during his absence and may in like manner at any time determine such appointment. Such appointment, unless previously approved by the Board, shall have effect only upon and subject to being so approved, provided that the Board may not withhold approval of any such appointment where the proposed appointee is a Director.
107. **Director may not vote where he has a material interest** (c) Subject to the Listing Rules, ~~a~~A Director shall not be entitled to vote on (nor shall be counted in the quorum in relation to) any resolution of the Board in respect of any contract or arrangement or any other proposal whatsoever in which he or any of his close associates has any material interest, and if he shall do so his vote shall not be counted (nor is he to be counted in the quorum for the resolution), but this prohibition shall not apply to any of the following matters, namely:

Article

No. Amendments to the Articles of Association

107. **Director may vote in respect of certain matters**
- (i) the giving of any security or indemnity either:
 - (aa) to the Director or his close associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries;
 - (bb) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
 - (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;

Article

No. Amendments to the Articles of Association

- 107.
- (iii) ~~any proposal concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his associate(s) is/are beneficially interested in the shares of that company, provided that, the Director, and any of his associates are not in aggregate beneficially interested in five per cent. or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associates is derived) or of the voting rights;~~
 - (~~ix~~iii) any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including:
 - (aa) the adoption, modification or operation of any employees' share scheme or any share incentive scheme or share option scheme under which the Director or his close associate(s) may benefit; or

Article**No. Amendments to the Articles of Association**

107. (bb) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, his close associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and

(xiv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.

Director may vote on proposals not concerning own appointment

(d) Where proposals are under consideration concerning the appointment (including fixing or varying the terms of or terminating the appointment) of two or more Directors to offices or employments with the Company or any company in which the Company is interested, such proposals shall be divided and considered in relation to each Director separately and in such case each of the Directors concerned (if not prohibited from voting under paragraph (c)) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.

Article

No. Amendments to the Articles of Association

107. **Who to decide whether a Director may vote**
- (e) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director or his close associate(s) or the significance of a contract, arrangement or transaction or proposed contract, arrangement or transaction or as to the entitlement of any Director to vote or form part of a quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman of the meeting (or, where question relates to the interest of the Chairman, to the other Directors at the meeting) and his ruling (or, as appropriate, the ruling of the other Directors) in relation to any other Director (or, as appropriate, the Chairman) shall be final and conclusive except in a case where the nature or extent of the interests of the Director and/or his close associate(s) concerned (or, as appropriate, the Chairman) as known to such Director (or, as appropriate, the Chairman) has not been fairly disclosed to the Board.
- Definition of “associate(s)”**
- (f) ~~For the purpose of paragraphs (c) and (e) of this Article, associate(s) mean, in relation to any Director of the Company:~~
- (i) ~~his spouse;~~
- (ii) ~~any child or step-child, natural or adopted, under the age of 18 years of such individual or of his spouse (together with (f)(i) above, the “family interests”);~~

Article

No. Amendments to the Articles of Association

- 107.
- (iii) ~~the trustees, acting in their capacity as such trustees, of any trust of which he or any of his family interests is a beneficiary or, in the case of a discretionary trust, is (to his knowledge) a discretionary object and any company ("trustee-controlled company") in the equity capital of which the trustees, acting in their capacity as such trustees, are directly or indirectly interested so as to exercise or control the exercise of 30 per cent. (or such other amount as may from time to time be specified in the HK Code on Takeovers and Mergers as being the level for triggering a mandatory general offer) or more of the voting power at general meetings, or to control the composition of a majority of the board of directors and any other company which is its subsidiary (together, the "trustee interests");~~
 - (iv) ~~a holding company of a trustee-controlled company or a subsidiary of any such holding company; and~~

Article

No. Amendments to the Articles of Association

107. (v) ~~any company in the equity capital of which he, his family interests, any of the trustees referred to in (f)(iii) above, acting in their capacity as such trustees, and/or any trustee interests taken together are directly or indirectly interested so as to exercise or control the exercise of 30 per cent. (or such other amount as may from time to time be specified in the HK Code on Takeovers and Mergers as being the level for triggering a mandatory general offer) or more of the voting power at general meetings, or to control the composition of a majority of the board of directors and any other company which is its subsidiary or holding company or a fellow subsidiary of any such holding company.~~
112. **General powers of Company vested in Board** (c) ~~Except as would, be permitted by the Companies Ordinance as if the Company were a company incorporated in Hong Kong, be permitted by Section 157H of the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the Companies Law, the Company shall not directly or indirectly:~~
- (i) ~~make a loan to (1) a Director or his close associate(s) Associates (as defined in Article 107(f) above or (2) a director of any holding company of the Company or (3) a body corporate controlled by a Director or a director of a holding company of the Company;~~

Article

No. Amendments to the Articles of Association

- 112.
- (ii) ~~enter into any give a guarantee or provide any security in connection with a loan made by any person to (1) a Director or (2) such a director; of a holding company of the Company or (3) a body corporate controlled by a Director or a director of a holding company of the Company; or~~
 - (iii) ~~if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company make a quasi-loan to (1) a Director or (2) a director of a holding company of the Company;~~
 - (iv) give a guarantee or provide security in connection with a quasi-loan made by any person to (1) a Director or (2) a director of a holding company of the Company;

Article

No. Amendments to the Articles of Association

112. (v) make a loan or quasi-loan to (1) an entity connected with a Director or (2) an entity connected with a director of a holding company of the Company;
- (vi) give a guarantee or provide security in connection with a loan or quasi-loan made by any person to (1) an entity connected with a Director or (2) an entity connected with a director of a holding company of the Company;
- (vii) enter into a credit transaction as creditor for (1) a Director or (2) a director of a holding company of the Company or (3) an entity connected with a Director or (4) an entity connected with a director of a holding company of the Company; or
- (viii) give a guarantee or provide security in connection with a credit transaction entered into by any person as creditor for (1) a Director or (2) a director of a holding company of the Company or (3) an entity connected with a Director or (4) an entity connected with a director of a holding company of the Company.

In this Article, “an entity connected with a Director” or “an entity connected with a director” shall have the same meaning as that for “an entity connected with a director or former director of a company” set out in Section 486(1) of the Companies Ordinance.

Article**No. Amendments to the Articles of Association**

112. (d) Article 112(c) shall only have effect for so long as the shares of the Company are listed on the Exchange.
123. **Meetings of Directors/Quorum etc.** The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit in any part of the world and may determine the quorum necessary for the transaction of business. Unless otherwise determined two Directors shall be a quorum. For the purposes of this Article an alternate Director shall be counted in a quorum in place of the Director who appointed him and an alternate Director who is an alternate for more than one Director shall for quorum purposes be counted separately in respect of himself (if he is a Director) and in respect of each Director for whom he is an alternate (but so that nothing in this provision shall be construed as authorising a meeting to be constituted when only one person is physically present). A meeting of the Board or any committee of the Board may be held by means of a telephone or tele-conferencing or any other telecommunications facility provided that all participants are thereby able to communicate contemporaneously by voice with all other participants and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. and any such participant shall be counted in the quorum and entitled to vote, and the meeting is deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting then is.

Article

No. Amendments to the Articles of Association

124. **Convening of board meeting** A Director may, and on request of a Director the Secretary shall, at any time summon a meeting of the Board. Notice thereof shall be given to each Director and alternate Director either in writing or by telephone or by facsimile, telex or telegram or if the recipient consents to it being given to him in electronic form, by electronic means at the address or telephone, facsimile or telex number or any electronic number or address or website from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine—provided that notice need not be given to any Director or alternate Director for the time being absent from Hong Kong.
133. **Directors' resolutions** A resolution in writing signed by each and every one of the Directors (or their respective alternates pursuant to Article 100(c)) except such as are temporarily unable to act through ill-health or disability or are temporarily not reachable due to legal or regulatory restrictions shall (provided that such number constitutes at least a majority in number of the Directors then in office and that a copy of such resolutions has been given or the contents thereof have been communicated to all the Directors for the time being entitled to receive notice of meeting of the Board) be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. For this purpose, (i) any signature of a Director or an alternate Director made electronically shall be treated as valid; and (ii) the company secretary's certificate that certain Directors are ill or disabled or cannot be reached due to legal or regulatory restrictions would be conclusive.
- Without prejudice to the foregoing, a written notification of confirmation of such resolution in writing given by a Director (or his alternate Director) to the Board by any means shall be deemed to be his signature to such resolution in writing for the purposes of this Article.

Article**No. Amendments to the Articles of Association**

157. **Sale of shares of untraceable shareholders** (iv) upon expiry of the 12-year period, the Company has caused an advertisement to be published in the newspapers, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided, giving notice of its intention to sell such shares, and a period of three months has elapsed since such advertisement and the Exchange has been notified of such intention.
165. **Appointment and remuneration of Auditors** The Company shall at any annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.

Article

No. Amendments to the Articles of Association

167. Service of notices (a) Except as otherwise provided in these Articles, Any notice or document (including a share certificate) may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the newspapers manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being [one of the joint holders] whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

Article**No. Amendments to the Articles of Association****168. Members out of
Hong Kong**

A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article 168 shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.

Article

No. Amendments to the Articles of Association

169. **When notice by post deemed to be served** Any notice or document sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof. Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left. Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates). Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.

Article

No.

Amendments to the Articles of Association

- | | | |
|------|---|--|
| 172. | Notice valid though member deceased | Any notice or document delivered or sent by post or left at the registered address of any member <u>or by electronic means as herein provided</u> in pursuance of these Articles, <u>the Listing Rules and any applicable laws</u> shall notwithstanding that such member be then deceased and whether or not the Company has notice of his death be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares. |
| 173. | How notice to be signed | The signature to any notice to be given by the Company may be written or printed by means of facsimile. <u>or, where relevant, by Electronic Signature.</u> |
| 182. | <u>Transfer by Way of Continuation</u> | <u>The Company shall, subject to the provisions of the Companies Law and with the approval of a special resolution, have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.</u> |
| 183. | <u>Mergers and Consolidations</u> | <u>The Company shall, with the approval of a special resolution, have the power to merge or consolidate with one or more constituent companies (as defined in the Companies Law), upon such terms as the Directors may determine.</u> |



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 Hotel, Two Pacific Place, Supreme Court Road, Central, Hong Kong, on Friday, 26 May 2017 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements for the year ended 31 December 2016 together with the directors’ and independent auditor’s reports.
2. To declare a final dividend of HK\$0.83 per share for the year ended 31 December 2016.
3. (a) Each as a separate resolution to re-elect the following retiring directors:
 - (i) to re-elect Mr. WANG Zizheng as director;
 - (ii) to re-elect Mr. MA Zhixiang as director;
 - (iii) to re-elect Mr. YUEN Po Kwong as director;
 - (iv) to re-elect Mr. Sean S J WANG as director; and(b) To authorise the board of directors to fix the directors’ remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as auditors and to authorise the board of directors to fix their remuneration; and

To consider and, if thought fit, pass with or without modifications, the following ordinary resolutions:

ORDINARY RESOLUTIONS

5. “**THAT:**
 - (a) subject to paragraph (c) and (d) 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

NOTICE OF ANNUAL GENERAL MEETING

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 bonds, warrants, debentures, notes and securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) 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 bonds, warrants, debentures, notes and securities which carry the right to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of shares of the Company 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 10% of the total number of shares of the Company in issue as at the date of passing of this Resolutions, provided that if any subsequent consolidation or subdivision of shares of the Company is conducted, the maximum number of shares that may be issued pursuant to the approval in paragraph (a) above as a percentage of the total number of issued shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted accordingly; and the said approval shall be limited accordingly;
- (d) any shares of the Company to be allotted and issued (whether wholly or partly for cash or otherwise) pursuant to the mandate in paragraph (a) of this Resolution shall not be a discount of more than 10% to the Benchmarked Price of issued shares of the Company; and

NOTICE OF ANNUAL GENERAL MEETING

(e) for the purpose of this Resolution:

“**Benchmarked Price**” means the price which is the higher of:

- (i) the closing price of the shares of the Company as quoted on the Stock Exchange on the date of the agreement involving the relevant proposed issue of shares of the Company; or
- (ii) the average closing price as quoted on the Stock Exchange of the shares of the Company for the five closing trading days immediately preceding the earlier of:
 - (A) the date of announcement of the transaction or arrangement involving the relevant proposed issue of shares of the Company;
 - (B) the date of the agreement involving the relevant proposed issue of shares of the Company; or
 - (C) the date on which the price of the shares of the Company that are proposed to be issued is fixed.

“**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;
- (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.

“**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

NOTICE OF ANNUAL GENERAL MEETING

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 total number of shares 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 total number of shares of the Company in issue as at the date of passing of this Resolution, provided that if any subsequent consolidation or subdivision of shares of the Company is conducted, the maximum number of shares that may be repurchased pursuant to the approval in paragraph (a) above as a percentage of the total number of issued shares immediately before and after such consolidation and subdivision shall be the same and such maximum number of shares shall be adjusted accordingly; 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;
- (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.”

NOTICE OF ANNUAL GENERAL MEETING

To consider and, if thought fit, pass with or without modifications, the following resolution as a special resolution:

SPECIAL RESOLUTION

7. “**THAT** the amended and restated articles of association containing the Proposed Amendments (as defined in the Circular) of the Company (the “**Amended and Restated Articles of Association**”), a copy of which has been produced to this meeting marked “A” and for identification purpose signed by the Chairman of the meeting be and is hereby approved and adopted in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect after the close of this meeting and that the Directors of the Company be and are hereby authorised to do all things necessary to implement the adoption of the amended and restated articles of association.”

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

Hong Kong, 6 April 2017

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.
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.

NOTICE OF ANNUAL GENERAL MEETING

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 Monday, 22 May 2017 to Friday, 26 May 2017, 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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 19 May 2017.
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, 5 June 2017 to Tuesday, 6 June 2017, 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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 2 June 2017.
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 3(a) of this notice, the board of directors of the Company proposes that the retiring Directors of the Company, namely Mr. WANG Zizheng, Mr. MA Zhixiang, Mr. YUEN Po Kwong and Mr. Sean S J WANG, 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 6 April 2017.
9. With regard to the resolutions referred to in items 5 and 6 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 five Executive Directors, namely Mr. WANG Yusuo (Chairman), Mr. CHEUNG Yip Sang (Vice Chairman), Mr. Sean S J WANG (Chief Executive Officer), Mr. HAN Jishen (President) and Mr. WANG Dongzhi; one Non-executive Director, namely Mr. WANG Zizheng; and three Independent Non-executive Directors, namely Mr. MA Zhixiang, Mr. YUEN Po Kwong and Mr. LAW Yee Kwan, Quinn.