



# 新奥能源控股有限公司 ENN Energy Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2688)

(Website: [www.ennenergy.com](http://www.ennenergy.com))

## FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON MONDAY, 30 DECEMBER 2013

No. of shares to which this proxy relates (Note 1)	
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I/We (Note 2) \_\_\_\_\_  
of \_\_\_\_\_  
being shareholder(s) of ENN ENERGY HOLDINGS LIMITED (the "Company") HEREBY APPOINT (Note 3) the Chairman of the meeting or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company (the "Meeting") to be held at Ballroom, 3/F, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 30 December 2013 at 11 a.m., and at any adjournment thereof as hereunder indicated in respect of the resolutions set out in the notice of the Meeting and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION (Note 9)		For (Note 4)	Against (Note 4)
1.	To approve the Supplemental Deed of Non-Competition.		

Dated this \_\_\_\_\_ day of December 2013.

Signature(s) \_\_\_\_\_ (Note 5)

Notes:

- (1) Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- (2) Please insert the full name(s) and address(es) in **BLOCK CAPITALS**.
- (3) If any proxy other than the Chairman of the Meeting is preferred, delete the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. A shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more than one proxy to attend and, on a poll, vote in his stead. A proxy needs not be a shareholder of the Company but must attend the Meeting in person to represent you.
- (4) **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST"**. If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those referred to in the notice convening the Meeting.
- (5) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- (6) 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, then one of the said persons so present being the most or, as the case maybe, 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.
- (7) To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or other 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 the Meeting or any adjournment thereof. Completion and deposit of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.
- (8) **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED.**
- (9) The description of the resolutions is by way of summary only. The full text of the resolutions appears in the notice convening the Meeting.
- (10) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all votes of shareholders at the Meeting will be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be noted on a show of hands.