



ENN 新奥

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)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING
(or at any adjournment thereof)

I/We (Note 1) _____
of _____
being the registered holder(s) of (Note 2) _____ shares of HK\$0.10 each in the capital of ENN Energy Holdings Limited ("Company"), HEREBY APPOINT (Notes 3 & 4) _____ or failing him, the Chairman of the meeting, as my/our proxy to act for me/us at the extraordinary general meeting (or at any adjournment thereof (the "EGM")) 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 Wednesday, August 8, 2018 at 11:00 a.m. and in particular (but without limitation) at such meeting (or at any adjournment thereof) on a poll, to vote for me/us and in my/our name(s) as indicated below or, if no such indication is given as my/our proxy thinks fit. Capitalized terms used herein shall have the same meanings as those defined in the notice conveying the EGM dated July 16, 2018 (the "Notice").

Ordinary Resolutions		FOR (Note 5)	AGAINST (Note 5)
1(a)	To approve, confirm and ratify the SPA and the transactions contemplated thereunder. (ordinary resolution in item No. 1(a) of the Notice)		
1(b)	To give a specific mandate to the Board to issue the Consideration Shares, being 39,926,534 new shares of the Company, to the Vendor to settle the consideration under the SPA; such shares shall rank <i>pari passu</i> with all fully paid ordinary shares of the Company; and this Specific Mandate is in addition to, and shall not prejudice or revoke any general and/or other specific mandate which have been granted to the Board. (ordinary resolution in item No. 1(b) of the Notice)		
1(c)	To specifically authorize the Board to allot and issue the Consideration Shares. (ordinary resolution in item No. 1(c) of the Notice)		
1(d)	To authorize the Board or a committee thereof to do all things and actions as they consider necessary, appropriate, desirable or expedient to give effect to the Acquisition, and to agree to any variation, amendments or waiver or other matters relating thereto (excluding which are fundamentally and materially different from the SPA) they deem to be in the interest of the Company and the shareholders as a whole. (ordinary resolution in item No. 1(d) of the Notice)		
2	Subject to (i) the passing of the resolutions numbered 1 in the Notice, and (ii) granting of the Whitewash Waiver by the Executive Director of Corporate Finance Division of the Securities and Futures Commission or any of his delegate(s) and any conditions that may be imposed thereon, to approve the Whitewash Waiver, and to authorize the Board or a committee thereof to do all things and actions as they consider necessary, appropriate, desirable or expedient to give effect to or to implement the Whitewash Waiver. (ordinary resolution in item No. 2 of the Notice)		

Date: _____

Signature (Note 6): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- A 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.
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE RELEVANT BOX UNDERNEATH THE COLUMN MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK IN THE RELEVANT BOX UNDERNEATH THE COLUMN MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer, attorney or other person duly authorised.
- 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 the 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.
- In order to be valid, this 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 EGM or the adjourned meeting (as the case may be).
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and deposit of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.
- 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.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and other instructions.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited.