



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 (“EGM”) OF
ENN ENERGY HOLDINGS LIMITED (THE “COMPANY”) TO BE HELD AT
TAI SHAN ROOM, FUNCTION ROOM, LEVEL 5, ISLAND SHANGRI-LA HONG KONG,
TWO PACIFIC PLACE, SUPREME COURT ROAD, HONG KONG ON FRIDAY, JULY 6, 2012 AT 2:00 P.M.
(OR AT ANY ADJOURNMENT THEREOF).

I/We ^(note 1) _____ of _____

being the registered holder(s) of ^(note 2) _____ share(s) of the
Company **HEREBY APPOINT** ^(notes 3 & 4) _____
of _____ or failing him, the
Chairman of the meeting as my/our proxy to act for me/us at the EGM of the Company to be held on Friday, July 6, 2012 at
2:00 p.m. and at any adjournment thereof and in particular (but without limitation) at such meeting (or at any adjournment
thereof) on a poll, to vote on my/our behalf and in my/our name(s) on the following resolutions as indicated or if no such
indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(note 5)	AGAINST ^(note 5)
1.	To approve, ratify and confirm the entering into of the consortium agreement dated December 12, 2011 by and between the Company and Sinopec Corp. and to authorize any one director of the Company to approve amendments thereto (details of this resolution are set out in Resolution 1 in the Notice of the EGM).		
2.	To approve, ratify and confirm the acquisition of all the outstanding shares in the issued share capital of China Gas Holdings Limited (“China Gas”) and the cancellation of the outstanding options of China Gas and to authorize any one director of the Company to approve variations, amendments or revisions of/to the terms and structure of the pre-conditional voluntary general offer for China Gas (the “Offers”) and waivers of pre-conditions or conditions to the Offers (where applicable) (details of this resolution are set out in Resolution 2 in the Notice of the EGM).		

Dated the _____ day of _____ 2012

Signature(s): _____ ^(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 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 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 17th 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 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, all votes of shareholders at the meeting will be taken by poll.