



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 ANNUAL 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 (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 annual general meeting (or at any adjournment thereof) of the Company to be held at Tianshan and Lushan Rooms, Function Room, Level 5, Island Shangri-La Hong Kong, Two Pacific Place, Supreme Court Road, Hong Kong on Tuesday, 26 June 2012 at 10:00 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.

Ordinary Resolutions		FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To receive and consider the audited financial statements for the year ended 31 December 2011 together with the directors' and independent auditor's reports		
2.	To declare a final dividend of HK\$36.23 cents per share for the year ended 31 December 2011		
3A.	(1) To re-elect Mr. WANG Yusuo as director		
	(2) To re-elect Mr. ZHAO Jinfeng as director		
	(3) To re-elect Mr. YU Jianchao as director		
	(4) To authorise the board of directors to fix the directors' remuneration		
3B.	(1) To re-elect Mr. WANG Guangtian as director		
	(2) To authorise the board of directors to fix his remuneration		
4.	To re-appoint Deloitte Touche Tohmatsu as auditors and to authorise the board of directors to fix their remuneration		
5.	To give a general mandate to the directors to issue new shares of the Company (ordinary resolution in item No. 5 of the notice of annual general meeting)		
6.	To give a general mandate to the directors to repurchase shares of the Company (ordinary resolution in item No. 6 of the notice of annual general meeting)		
7.	To extend the general mandate to be given to the directors to issue shares (ordinary resolution in item No. 7 of the notice of annual general meeting)		
8.	To adopt the new share option scheme (ordinary resolution in item No. 8 of the notice of annual general meeting)		
Special Resolution		FOR ^(Note 5)	AGAINST ^(Note 5)
9.	To approve the amendments to the articles of association of the Company (special resolution in item No. 9 of the notice of annual general meeting)		

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 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, 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.