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ENN Clean Energy International Investment Limited

(incorporated in the British Virgin Islands with limited liability)

OFFER TO PURCHASE FOR CASH

**OF UP TO US\$120,000,000 IN PRINCIPAL AMOUNT OF ITS OUTSTANDING
3.375% GUARANTEED SENIOR NOTES DUE 2026**

(i) DETERMINATION OF THE TOTAL CONSIDERATION

**(ii) RESULTS OF THE TENDER OFFER AS OF THE EARLY PARTICIPATION
DATE AND EXPECTED EARLY PAYMENT DATE**

(iii) INCREASE IN THE TENDER OFFER CONSIDERATION

(Stock Code: 40678)

unconditionally and irrevocably guaranteed by



ENN Natural Gas Co., Ltd.

新奥天然气股份有限公司

*(incorporated with limited liability in the People's Republic of China and
listed on the Shanghai Stock Exchange under stock code 600803)*

The Company has made an offer to purchase the Notes for cash of up to the Tender Cap under a modified Dutch auction procedure. The Company has made available to the Holders the Offer to Purchase setting forth, among other things, the terms and conditions of the Tender Offer. The Tender Offer commenced on January 8, 2024 and will expire at 5:00 p.m., New York City time, on February 6, 2024, unless extended or earlier terminated by the Company in its sole discretion. The Early Participation Date has now expired. Holders who tendered Notes on or prior to the Early Participation Date and accepted by the Company will receive the Total Consideration of US\$948 per US\$1,000 principal amount of Notes. In addition to the Total Consideration, Holders who tendered Notes that are accepted for purchase by the Company will receive a cash payment representing the Accrued Interest.

As of the Early Participation Date, US\$80,432,000 in principal amount of the Notes have been validly tendered and not withdrawn. The Company hereby announces acceptance for purchase all of such Notes without applying any proration. The early settlement of such Notes is expected to take place on or about January 25, 2024 unless further extended by the Company in its sole discretion.

The Company also wishes to notify the Holders that it has exercised its discretion pursuant to the terms and conditions of the Offer to Purchase to increase the Tender Offer Consideration to the same amount as the Total Consideration, being US\$948 per US\$1,000 principal amount of Notes. In addition, Holders who tendered Notes that are accepted for purchase by the Company will receive a cash payment representing the Accrued Interest.

This announcement is made by the Company pursuant to the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), and Rule 37.47B and Rule 37.48 of the Listing Rules.

Reference is made to the announcement of the Company dated January 8, 2024 in relation to the commencement of the Tender Offer (the “**Commencement Announcement**”). Capitalized terms used in this announcement shall have the same meanings as those defined in the Commencement Announcement.

THE EARLY PARTICIPATION DATE

The Tender Offer commenced on January 8, 2024 and will expire at 5:00 p.m., New York City time, on February 6, 2024, unless extended or earlier terminated by the Company. As set out in the Commencement Announcement, Holders who validly tender, and not validly withdraw, their Notes by the Early Participation Date would be eligible to receive the Total Consideration, which includes the Early Tender Premium. The Early Participation Date has now expired.

DETERMINATION OF THE TOTAL CONSIDERATION

The Company hereby announces that Holders who tendered Notes on or prior to the Early Participation Date that are accepted by the Company will receive the Total Consideration of US\$948 per US\$1,000 principal amount of Notes. In addition to the Total Consideration, Holders who tendered Notes that are accepted for purchase by the Company will receive a cash payment representing the Accrued Interest.

RESULTS OF THE TENDER OFFER AS OF THE EARLY PARTICIPATION DATE AND EXPECTED EARLY PAYMENT DATE

As of the Early Participation Date, US\$80,432,000 in principal amount of the Notes, representing approximately 10.45% of the aggregate outstanding principal amount of US\$770,000,000 of the Notes, have been validly tendered and not withdrawn. The Company hereby announces acceptance for purchase all of such Notes validly tendered by Holders on or prior to the Early Participation Date for the Total Consideration of US\$948 per US\$1,000 principal amount of Notes pursuant to the terms and conditions stated in the Offer to Purchase, without applying any proration. The early settlement of such Notes is

expected to take place on or about January 25, 2024 (the “**Early Payment Date**”) unless further extended by the Company in its sole discretion. Following the settlement on the Early Payment Date, the Notes so repurchased by the Company will be retired and cancelled and will no longer remain outstanding.

INCREASE IN THE TENDER OFFER CONSIDERATION

With immediate effect, the Company further announces that it has exercised its discretion pursuant to the terms and conditions of the Offer to Purchase to increase the Tender Offer Consideration to the same amount as the Total Consideration (the “**Increased Tender Offer Consideration**”). Accordingly, Holders validly tendering their Notes after the Early Participation Date and on or prior to the Expiration Date that are accepted by the Company will be eligible to receive the Increased Tender Offer Consideration, being US\$948 per US\$1,000 principal amount of Notes. In addition, Holders who tendered Notes that are accepted for purchase by the Company will receive a cash payment representing the Accrued Interest. Save for the change to increase the Tender Offer Consideration to the Increased Tender Offer Consideration, all the other terms and conditions of the Tender Offer remain unchanged as stated in the Offer to Purchase.

FURTHER ANNOUNCEMENTS

The Company may from time to time issue further announcements to inform the Holders and potential investors in respect of the progress of the Tender Offer, including, if any, final tender results, expected final settlement date and any material change to the terms of the Tender Offer, as and when necessary pursuant to the Listing Rules and other applicable laws, rules and regulations.

DEALER MANAGER AND THE INFORMATION AND TENDER AGENT

The Company has appointed Citigroup as the dealer manager and Kroll Issuer Services Limited as the information and tender agent in relation to the Tender Offer.

OFFER TO PURCHASE

The Offer to Purchase contains important information which should be read carefully by the Holders before any decision is made with respect to the Tender Offer. The Offer to Purchase and its related documents are available to the Holders at the following website: <https://deals.is.kroll.com/enng>. Holders are recommended to seek their own financial and legal advice, including with regard to any tax consequences, from their stockbroker, bank manager, solicitor, attorney, tax adviser or other independent financial or legal adviser.

Questions and requests for assistance in connection with the Tender Offer shall be directed to MTN Desk of Citigroup Global Markets Limited at ProjectOrchid.AP.2024@citi.com or +44 20 7986 1842. Requests by Holders for copies of the Offer to Purchase and its related documents shall be directed to Mu-yen Lo /

Kevin Wong of Kroll Issuer Services Limited at ennng@is.kroll.com or +852 2281 0114 or +44 20 7704 0880.

None of the Company, the Parent Guarantor, Citigroup, Kroll Issuer Services Limited or their respective management makes any recommendation as to whether the Holders should tender their Notes in response to the Tender Offer.

GENERAL

This announcement is for information only and is neither an offer to purchase nor a solicitation of an offer to buy the Notes. The Tender Offer is made only by, and pursuant to the terms of, the Offer to Purchase, and the information in this announcement is qualified in its entirety by reference to the Offer to Purchase. If any Holder is in any doubt as to the action it should take, it is recommended to seek its own financial and legal advice, including with regard to any tax consequences, from its stockbroker, bank manager, solicitor, attorney, tax adviser or other independent financial or legal adviser. Restrictions on participation in the Tender Offer also apply in the United Kingdom, Australia, South Africa, Italy, Belgium, France, EEA, Hong Kong, PRC, Singapore, Switzerland and the British Virgin Islands and may apply in other jurisdictions.

Dates and time specified in this announcement in connection with the Tender Offer shall be deemed to be such date and time in New York City, unless otherwise indicated.

Hong Kong, January 23, 2024

As at the date of this announcement, the board of directors of ENN Natural Gas Co., Ltd. comprises Mr. Wang Yusuo, Mr. Yu Jianchao, Mr. Han Jishen, Mr. Jiang Chenghong, Mr. Zhang Yuying, Ms. Zhang Jin and Mr. Wang Zizheng as directors, and Mr. Tang Jiasong, Mr. Zhang Yu, Mr. Chu Yuansheng and Ms. Wang Chunmei as independent directors.

As at the date of this announcement, the Sole Director of the Company is Mr. Wang Yusuo.