THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in ENN Energy Holdings Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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新奧能源控股有限公司

ENN Energy Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2688)

CONTINUING CONNECTED TRANSACTIONS IN RELATION TO THE RENEWED MASTER NATURAL GAS PURCHASING AGREEMENT AND THE PROPOSED ANNUAL CAPS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders

ALTUS CAPITAL LIMITED

A letter from the Board is set out on pages 5 to 17 of this circular. A letter from the Independent Board Committee containing its recommendation to the Independent Shareholders is set out on pages 18 to 19 of this circular. A letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 20 to 40 of this circular.

A notice convening the EGM of ENN Energy Holdings Limited to be held at Harbour Room, Level 56, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong SAR on Friday, 4 December 2026 at 10:00 a.m. is set out on pages 47 to 49 of this circular. Whether or not you propose to attend the EGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to 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, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the meeting or any adjourned meeting should you so wish.

The EGM will be held as a hybrid meeting.

18 November 2026

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The EGM will be a hybrid meeting. Shareholders have the option of attending the EGM at the meeting place or attending, participating and voting in the EGM through the Online Platform. Shareholders attending and being entitled to vote at the Online Platform will be counted towards the quorum, and they can vote and submit questions through the Online Platform.

To improve the convenience and effectiveness of voting by Shareholders, Shareholders are reminded that **physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. As an alternative, by completing the form of proxy in accordance with the instructions printed thereon, Shareholders may appoint the Chairman of the EGM as proxy to attend and vote on the relevant resolutions at the EGM instead of attending the EGM in person. Completion and return of the form of proxy will not preclude a Shareholder from subsequently attending and voting at the EGM as desired in person or through the Online Platform.**

ATTENDING THE EGM BY MEANS OF ELECTRONIC FACILITIES

Shareholders can choose to attend, participate and vote at the EGM through online access by visiting the website – https://meetings.computershare.com/ENNEGM2026 (the "**Online Platform**"). The Online Platform permits a "split vote" on a resolution, in other words, a Shareholder casting his/her/its votes through the Online Platform does not have to vote all of his/her/its shares in the same way ("**For**" or "**Against**"). In the case of a proxy, he/she can vote such number of shares in respect of which he/she has been appointed as a proxy. Votes cast through the Online Platform are irrevocable once the voting session at the EGM ends.

The Online Platform will be open for registered Shareholders and non-registered Shareholders (see below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the EGM and can be accessed from any location with internet connection by a smart phone, tablet device or computer. Shareholders should allow ample time to check into the Online Platform to complete the related procedures. For any assistance, please refer to the Online Meeting User Guide at www.ennenergy.com.

Login details for registered Shareholders

Details regarding the EGM arrangements including login details to access the Online Platform are included in the Company's notification letter to registered Shareholders sent together with this circular.

Login details for non-registered Shareholders

Non-registered Shareholders who wish to attend, participate and vote at the EGM using the Online Platform should (1) contact and instruct their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their shares are held (together, the "**Intermediary**") to appoint themselves as a proxy or corporate representative to attend the EGM, and (2) provide

their email address to their Intermediary before the time limit required by the relevant Intermediary.

Details regarding the EGM arrangements including login details to access the Online Platform will be sent by the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, to the email address of the non-registered Shareholders provided by the Intermediary. Any non-registered Shareholder who has provided an email address through the relevant Intermediary for this purpose but has not received the login details by email by 12:00 noon on Thursday, 3 December 2026 should reach out to the branch share registrar of the Company in Hong Kong for assistance. Without the login details, non-registered Shareholders will not be able to participate and vote using the Online Platform. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediary in respect of both (1) and (2) above.

Login details for the proxies or corporate representatives

Details regarding the EGM arrangements including login details to access the Online Platform will be sent by the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, to the email address of the proxies provided by the relevant authorisation form.

Registered and non-registered Shareholders should note that only one device is allowed per login. Please also keep the login details in safe custody for use at the EGM and do not disclose them to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.

If any Shareholder has any questions relating to the EGM, please contact the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited as follows:

Address:	17M Floor, Hopewell Centre 183 Queen's Road East Wanchai, Hong Kong
Website:	www.computershare.com/hk/contact
Telephone:	(852) 2862 8555
Facsimile:	(852) 2865 0990

Shareholders will be able to raise questions by text related to the proposed resolutions during the live online webcast. Shareholders can also send the questions in writing before the EGM, to our principal place of business or to our email at enn@enn.cn.

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

"Announcement"	the announcement of the Company dated 4 November 2026 in relation to, among other things, the renewal of the Existing Master Natural Gas Purchasing Agreement and the Proposed Annual Caps
"associate(s)"	has the meaning ascribed thereto in the Listing Rules
"Board"	the board of Directors
"CNOOC"	China National Offshore Oil Corporation and its subsidiaries
"CNPC"	China National Petroleum Corporation and its subsidiaries
"Company"	ENN Energy Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2688.HK)
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"continuing connected transaction(s)"	has the meaning ascribed to it under the Listing Rules
"controlling shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve the Renewed Master Natural Gas Purchasing Agreement and the Proposed Annual Caps
"ENN-NG"	ENN Natural Gas Co., Ltd., a joint stock limited company incorporated in the PRC, the shares of which are listed on the Shanghai Stock Exchange (stock code: 600803.SH), a controlling shareholder of the Company
"ENN-NG Group"	ENN-NG and its subsidiaries and associates (as the case may be)

"Existing Master LNG Terminal Usage Services Agreement"	the master LNG terminal usage services agreement dated 28 September 2018 entered into between the Company and LCNG for a term commencing from 1 October 2018 and expiring on 31 December 2028, details of which are set out in the announcements of the Company dated 28 September 2018, 30 November 2020 and 12 December 2023
"Existing Master Natural Gas Purchasing Agreement"	the master natural gas purchasing agreement renewed on 12 December 2023 between the Company and ENN-NG for a term commencing from 1 January 2024 and expiring on 31 December 2026, details of which are summarised in the announcement of the Company dated 12 December 2023
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Independent Board Committee"	the independent board committee comprising all the independent non-executive Directors
"Independent Financial Adviser"	Altus Capital Limited, a corporation licensed to carry on Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO, being the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the Renewed Master Natural Gas Purchasing Agreement, the transactions contemplated thereunder and the Proposed Annual Caps
"Independent Shareholders"	the Shareholders who are not required to abstain from voting at the EGM on the approval of the Renewed Master Natural Gas Purchasing Agreement and the Proposed Annual Caps
"Latest Practicable Date"	11 November 2026, being the latest practicable date for ascertaining certain information contained in this circular

"LCNG"	Langfang City Natural Gas Company Limited, a limited liability company incorporated in the PRC, which is wholly-owned by Mr. Wang and Ms. Zhao Baoju (the spouse of Mr. Wang) as at the Latest Practicable Date
"LCNG Group"	LCNG and its subsidiaries and associates (as the case may be)
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"LNG"	liquefied natural gas
"Mr. Wang"	Mr. Wang Yusuo, the chairman, an executive Director and a controlling shareholder of the Company as at the Latest Practicable Date
"PRC"	the People's Republic of China and, for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region and Taiwan
"Proposed Annual Caps"	the proposed annual caps under the Renewed Master Natural Gas Purchasing Agreement for each of the years ending 31 December 2027, 2028 and 2029
"Renewed Master Natural Gas Purchasing Agreement"	the master natural gas purchasing agreement renewed on 4 November 2026 between the Company and ENN-NG for a term commencing from 1 January 2027 and expiring on 31 December 2029
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary shares of HK$0.10 each in the share capital of the Company
"Shareholder(s)"	the registered holder(s) of the share(s) of the Company

"Simulated Purchase Price"	the simulated purchase price calculated using the pricing formula under the Renewed Master Natural Gas Purchasing Agreement based on the relevant purchase volumes and prices for the nine months ended 30 September 2026, as further described in the Letter from the Board
"Sinopec"	China Petrochemical Corporation and its subsidiaries
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Three Oil Majors"	CNPC, Sinopec and CNOOC
"Transactions"	the transactions contemplated under the Renewed Master Natural Gas Purchasing Agreement
"Zheneng Group"	Zhejiang Provincial Energy Group Company Limited and its subsidiaries
"%"	Percentage

Note: For information purposes only, the translation of RMB to HK$ in this circular is based on the rate of RMB1.00 to HK$1.16795.

新奧能源控股有限公司
ENN Energy Holdings Limited

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2688)

Executive Directors:
Mr. WANG Yusuo *(Chairman)*
Mr. ZHANG Yuying *(Chief Executive Officer)*
Mr. GONG Luojian *(President)*
Mr. WANG Dongzhi *(Chief Financial Officer)*
Ms. ZHANG Jin
Ms. SU Li

Non-executive Director:
Mr. WANG Zizheng

Independent Non-executive Directors:
Mr. MA Zhixiang
Mr. YUEN Po Kwong
Mr. LAW Yee Kwan, Quinn
Ms. WONG Lai, Sarah

Registered Office:
P.O. Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Principal place of business in Hong Kong:
Rooms 3101–04, 31st Floor
Tower 1, Lippo Centre
No. 89 Queensway, Hong Kong

Head Office in the PRC:
Building A, ENN Industrial Park
Xinyuan DongDao
Economic and Technological
Development Zone
Langfang City, Hebei Province, the PRC

18 November 2026

To the Shareholders

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTIONS IN RELATION TO THE RENEWED MASTER NATURAL GAS PURCHASING AGREEMENT AND THE PROPOSED ANNUAL CAPS

INTRODUCTION

Reference is made to the Announcement of the Company dated 4 November 2026 in relation to, among other things, the Renewed Master Natural Gas Purchasing Agreement and the Proposed Annual Caps.

The purpose of this circular is to provide you with (i) details of the Renewed Master Natural Gas Purchasing Agreement and the Proposed Annual Caps; (ii) the recommendation of the Independent Board Committee to the Independent Shareholders; (iii) the advice of the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; (iv) other information required under the Listing Rules; and (v) the notice convening the EGM.

THE RENEWED MASTER NATURAL GAS PURCHASING AGREEMENT

Transaction background

The Group is mainly engaged in the gas distribution business in China. Effectively maintaining the stability of gas supply for urban gas projects is crucial to the business development of the Group. The Company is convinced that stable and diversified gas source procurement channels are crucial to the Group's success. As a result, the Group has continuously optimised gas source procurement channels for many years, including from the Three Oil Majors in China, international and/or domestic sources from other independent third parties, and the ENN-NG Group, and has strengthened collaboration with these suppliers. The Group expects to continue to adopt a diversified procurement strategy in the future and moderately increase the volume of natural gas that can be supplied on a stable basis at competitive prices. As the Existing Master Natural Gas Purchasing Agreement will expire on 31 December 2026, the Company entered into the Renewed Master Natural Gas Purchasing Agreement with ENN-NG on 4 November 2026, the principal terms of which are set out below:

Date	:	4 November 2026
Parties	:	(i) the Company; and (ii) ENN-NG
Term	:	From 1 January 2027 to 31 December 2029 (both dates inclusive)
Conditions precedent	:	The Renewed Master Natural Gas Purchasing Agreement shall only become effective and be performed after the official seals of both parties have been affixed and their legal representatives or authorised representatives have signed it, and the Company has completed the necessary procedures and complied with the requirements of the Listing Rules.
Subject matter	:	During the term of the agreement, the ENN-NG Group agreed to sell and the Group agreed to purchase natural gas produced and/or sold by the ENN-NG Group.

Annual gas supply volume

Both parties agree that the estimated annual volume of natural gas to be purchased and sold under the Renewed Master Natural Gas Purchasing Agreement for each of the years ending 31 December 2027, 2028 and 2029 shall be no less than 2.5 billion cubic metres. The Group shall have the right to increase such annual gas supply volume by up to 10% according to its own needs, and the specific gas supply volume for each year shall be confirmed in writing by both parties before the commencement of that year.

Both parties agree that, unless the relevant requirements of the Listing Rules are re-complied with, the Group's minimum annual purchase volume of no less than 2.5 billion cubic metres and the specific purchase volume for each year shall be subject to the condition that the total transaction amount for that year does not exceed the annual cap for the relevant year as set out in the section headed "Proposed annual caps and basis of determination". If, due to an increase in the purchase prices determined under the pricing formula or for any other reason, full performance by the Group of the minimum annual purchase volume or the specific purchase volume for that year confirmed by both parties would result in the annual cap for the relevant year being exceeded, the minimum annual purchase volume or the specific purchase volume for the relevant year (as the case may be) shall be adjusted accordingly to the maximum volume that the Group may purchase from the ENN-NG Group within the annual cap. Unless the relevant requirements of the Listing Rules are re-complied with, the Group will only exercise, in whole or in part, its right to increase such gas supply volume by up to 10% where appropriate and without exceeding the annual cap for the relevant year. The Group shall have sole discretion as to whether to exercise such right to increase the gas supply volume by up to 10%.

Pricing mechanism and other terms

Fees payable by the Group to the ENN-NG Group for purchasing natural gas will be determined with reference to the following mechanism.

For each relevant province (other than Zhejiang Province) and relevant month, the supply price under the Renewed Master Natural Gas Purchasing Agreement will be determined with reference to the weighted average monthly contract prices for the contracted volumes of natural gas purchased by the relevant members of the Group in that region from CNPC, Sinopec and CNOOC. The pricing formula is as follows:

P = m * CNPC Price + n * Sinopec Price + o * CNOOC Price.

where:

- *P is the purchase price of natural gas received by the Group at the agreed delivery point under the Renewed Master Natural Gas Purchasing Agreement;*

- *m, n and o are the respective proportions of the monthly contracted volumes supplied by CNPC, Sinopec and CNOOC to the Group's city gas enterprises in each region, and m + n + o = 1; and*

- *CNPC Price, Sinopec Price and CNOOC Price are the formula prices under the annual natural gas contracts of CNPC, Sinopec and CNOOC in each relevant province for the relevant month.*

The above pricing formula shall not apply to Zhejiang Province. Zheneng Group is the principal entity responsible for securing natural gas supply in Zhejiang Province. It coordinates gas resources and leverages the provincial pipeline network platform to supply natural gas to city gas operators, power plants and other users in the province. The relevant member of the Group has entered into a long-term gas supply contract with Zheneng Group for a term expiring on 31 March 2028. As such the Group's purchase price in Zhejiang Province shall be determined in accordance with the selling price of Zheneng Group before the end of March 2028. Starting from April 2028, the weighted average contract price shall be adopted, pursuant to which the contract price of each of the top three independent third-party suppliers for the relevant month shall be weighted by the proportion of that supplier's contracted volume in the aggregate contracted volume supplied by those three suppliers for that month.

Subject to compliance with any requirements of the Listing Rules relating to connected transactions, if adjustments to domestic natural gas policies or regional city-gate prices, or significant changes in domestic and international natural gas supply and demand trends, cause market prices to deviate from the gas supply prices calculated using the applicable pricing mechanism, both parties shall negotiate adjustments to the prices applied during a specified period that has already elapsed and the prices for a specified future period. During any period in which no agreement is reached, the original pricing formula shall temporarily continue to apply. The Group will only agree to such price adjustments if the proposed adjusted prices and other transaction terms remain competitive.

The Group and the ENN-NG Group will enter into separate specific product purchase and sale contracts in relation to individual natural gas purchases. Such specific product purchase and sale contracts will set out the types, specifications, quantities, delivery schedules and other implementation arrangements for the relevant natural gas, and shall comply with the terms of the Renewed Master Natural Gas Purchasing Agreement. The ENN-NG Group will calculate settlement amounts based on the actual volume of gas delivered.

Reasons for and benefits of entering into the Renewed Master Natural Gas Purchasing Agreement

Natural gas distribution is one of the Group's core businesses. It is crucial for the Group to effectively maintain procurement channels for natural gas that offer stable supply and competitive prices, thereby securing gas supply for downstream customers and controlling procurement costs.

Enhancing supply certainty and securing gas supply

Securing gas supply is crucial to the Group's business. The Group currently purchases natural gas from the Three Oil Majors, other independent suppliers and the ENN-NG Group. The Board expects the contracted volumes from the Three Oil Majors to remain relatively stable over the next three years. Purchases outside the contracts with the Three Oil Majors rely on auctions, trading through posted offers or ad hoc purchases of LNG/unconventional gas, and prices are highly volatile and subject to factors beyond control. Therefore, the Company considers that moderately increasing the volume of natural gas that can be supplied on a stable basis will help the Group supplement and strengthen its more stable gas supply.

The ENN-NG Group has the capability to procure, allocate and supply natural gas resources. The ENN-NG Group has a diversified pool of competitively priced domestic and overseas resources and a privately owned LNG receiving terminal of considerable scale. In terms of resources and delivery capabilities, it ranks among the leading suppliers other than the Three Oil Majors, and it has strong capabilities in resource allocation and ensuring contractual performance. Utilising the ENN-NG Group's upstream resources is expected to create synergies between the Group and the ENN-NG Group.

The Renewed Master Natural Gas Purchasing Agreement provides a transaction framework for the Group to continue to purchase natural gas from the ENN-NG Group. By agreeing on a minimum annual gas supply volume under the Renewed Master Natural Gas Purchasing Agreement and confirming the specific gas supply volume in writing before the commencement of each gas supply year, the ENN-NG Group can arrange gas procurement and resource allocation in advance to meet the Group's required delivery schedules, while the Group can also secure the corresponding gas resources in advance. The Group's principal natural gas supply contracts with the Three Oil Majors also contain similar arrangements. Such arrangements help enhance the certainty of the Group's gas supply and better meet the anticipated gas demand and gas supply arrangements of the Group's downstream customers.

Improving the predictability of procurement costs and management efficiency

The Group's current natural gas purchases outside its contracts mainly rely on auctions, trading through posted offers or ad hoc purchases of LNG/unconventional gas, and prices may fluctuate significantly. Unforeseeable substantial increases in upstream purchase prices may not be passed through to end-user selling prices in a timely manner, and the Group therefore has to bear the associated cost risks.

The pricing mechanism under the Renewed Master Natural Gas Purchasing Agreement primarily refers to the actual weighted average prices at which the Group purchases natural gas from the Three Oil Majors in the relevant regions, which helps improve the predictability of the Group's procurement costs and maintain the competitiveness of its purchase prices. When the Group enters into annual contracts with the Three Oil Majors, the contracted volumes and pricing mechanisms for each month are determined. The relevant procurement costs are relatively stable and can be passed through to end-user selling prices in a timely manner.

Therefore, in respect of the natural gas purchased from the ENN-NG Group, the above pricing mechanism can reduce the impact of significant price fluctuations in auctions, trading through posted offers, ad hoc or other unconventional procurement, thereby enhancing the stability and certainty of the Group's cost management.

In respect of the natural gas purchased from the ENN-NG Group, confirming annual gas supply volumes and the corresponding delivery arrangements in advance can also reduce the Group's need to conduct ad hoc procurement, price negotiations and gas resource scheduling on a regular or irregular basis during the year, thereby improving the efficiency of gas procurement, scheduling and cost management.

The minimum annual gas supply volume does not affect the Group's flexibility to purchase gas from third-party suppliers

The Company expects that the annual gas supply volume of no less than 2.5 billion cubic metres under the Renewed Master Natural Gas Purchasing Agreement will be commensurate with the scale of the Group's natural gas distribution business, the anticipated gas demand of its downstream customers and its future gas procurement planning. Even if the Group exercises its right to increase the annual gas supply volume by up to 10%, such annual gas supply volume would only represent approximately 10.3% of the Group's retail gas sales volume in 2025[1].

In addition to fulfilling the confirmed annual gas supply volume arrangements under the Renewed Master Natural Gas Purchasing Agreement, the Group may and will continue to purchase natural gas from the Three Oil Majors and other suppliers to meet its remaining natural gas requirements, and make procurement decisions after comparing the prices, gas volumes, transportation arrangements and other commercial terms offered by different suppliers, thereby maintaining flexibility in gas procurement and supplier selection.

No material disadvantage arising from the minimum annual gas supply volume

For completeness, the Directors have also considered the implications of the minimum annual gas supply volume under the Renewed Master Natural Gas Purchasing Agreement. Having regard to (i) the reasons and benefits set out above, in particular the Group's continuing ability to procure its remaining gas requirements from the Three Oil Majors and other suppliers, (ii) the Group's natural gas distribution scale, expected downstream demand and future gas procurement plan; (iii) the fact that the minimum annual gas supply volume represents only approximately 9.4% of the Group's retail gas sales volume in 2025[1]; (iv) the pricing mechanism described above; and (v) the adjustment mechanism applicable where the relevant annual cap may otherwise be exceeded, the Directors consider that the minimum annual gas supply arrangement does not give rise to any material disadvantage to the Group.

[1] Includes data of the Company's subsidiaries, joint ventures and associates.

Historical transaction amounts and analysis

The historical transaction amounts of the Group under the Existing Master Natural Gas Purchasing Agreement for the two years ended 31 December 2025 and the nine months ended 30 September 2026 were as follows:

	Historical transaction amounts			Annual caps		
	For the year ended 31 December 2024	For the year ended 31 December 2025	For the nine months ended 30 September 2026*	For the year ended 31 December 2024	For the year ended 31 December 2025	For the year ending 31 December 2026
RMB million	1,675	1,652	1,279	1,750	1,750	1,750
(approximately in HK$ million)	1,956	1,929	1,494	2,044	2,044	2,044

Note:

* Based on the management accounts of the Group for the relevant period which are unaudited

The historical transaction amounts for the two years ended 31 December 2025 as shown in the table above did not exceed their respective annual caps.

The Company expects that the transaction amount for the year ending 31 December 2026 will not exceed the relevant annual cap.

Proposed annual caps and basis of determination

The Proposed Annual Caps primarily reflect the Group's intention to adjust its gas procurement mix and increase the scale of natural gas purchases from the ENN-NG Group in light of the reasons for and benefits of entering into the Renewed Master Natural Gas Purchasing Agreement. Purchases under the Renewed Master Natural Gas Purchasing Agreement will partially replace the Group's previous purchases from other suppliers.

Accordingly, the Company proposes to increase the annual caps for each of the three years ending 31 December 2029 as follows:

	For the year ending 31 December 2027	For the year ending 31 December 2028	For the year ending 31 December 2029
RMB million	7,500	7,500	7,500
(approximately in HK$ million)	8,760	8,760	8,760

The Proposed Annual Caps under the Renewed Master Natural Gas Purchasing Agreement have been determined with reference to the following factors:

1. the historical transaction amounts of the Group's natural gas purchases from the ENN-NG Group and the utilisation of the existing annual caps. For the years ended 31 December 2024 and 2025, the actual transaction amounts of the Group's natural gas purchases from the ENN-NG Group were approximately RMB1,675 million and RMB1,652 million, respectively, representing approximately 95.7% and 94.4% of the respective annual caps of RMB1,750 million. Given the high utilisation rates of the existing annual caps, the Group has limited room to further adjust its gas procurement arrangements under the existing annual caps;

2. with the continuous improvement of domestic natural gas infrastructure and the progress of market-oriented reforms, the Group can select diversified gas suppliers (including the ENN-NG Group) in more regions;

3. the growth in gas demand in the Group's business regions, its natural gas sales and distribution capabilities, its existing gas supply arrangements, and the need to fully meet the medium- to long-term gas demand of the Group's customers;

4. the historical volumes and proportions of the Group's natural gas purchases from the Three Oil Majors, the ENN-NG Group and other suppliers, and the Group's planning for its future gas procurement mix; and

5. the scale of the Group's natural gas purchases from the ENN-NG Group over the next three years, based on the reasons for and benefits of entering into the Renewed Master Natural Gas Purchasing Agreement and after considering the ENN-NG Group's capabilities in procuring and allocating natural gas resources.

Specifically, on this basis:

- the annual gas supply volume under the Renewed Master Natural Gas Purchasing Agreement shall be no less than 2.5 billion cubic metres. The minimum annual gas supply volume of 2.5 billion cubic metres represents approximately 9.4% of the Group's retail gas sales volume in 2025[2]. The Board expects the contracted volumes from the Three Oil Majors to remain relatively stable over the next three years. The ENN-NG Group will not become the Group's largest natural gas supplier. On this basis, the Group can continue to maintain diversified gas procurement channels and flexibility in supplier selection for its remaining natural gas requirements;

- based on the volumes and prices of natural gas purchased by the Group from CNPC, Sinopec and CNOOC during the nine months ended 30 September 2026, the purchase price (excluding tax) calculated in accordance with the pricing formula under the Renewed Master Natural Gas Purchasing Agreement is approximately RMB2.64 per cubic metre (the "**Simulated Purchase Price**");

- the Group's discretion to increase such gas supply volume by up to 10% where appropriate; and

- on this basis, a buffer of 3.3% has been reserved to address possible reasonable fluctuations in natural gas purchase prices.

Accordingly, by multiplying the minimum annual gas supply volume of 2.5 billion cubic metres under the Renewed Master Natural Gas Purchasing Agreement by the Simulated Purchase Price of RMB2.64 per cubic metre, and taking into account the discretion to increase such gas supply volume by up to 10% and the above reasonable buffer, the annual cap for each of the years ending 31 December 2027, 2028 and 2029 is proposed to be set at RMB7,500 million.

CORPORATE GOVERNANCE MEASURES AND INTERNAL CONTROL PROCEDURES

In order to protect the interests of the Company and the Shareholders as a whole, the Company has been conducting work for the reporting and disclosure of connected transactions and continuing connected transactions as required by the Listing Rules. In order to further ensure that all continuing connected transactions entered into between the Group and connected persons are conducted on normal commercial terms or better as disclosed and based on the aforesaid pricing mechanisms, the Company will continue to adopt the following corporate governance measures and internal control procedures:

1. All specific contracts to be signed under all master agreements must be pre-approved by the Company's operational department, finance department, legal department and other relevant management personnel according to the internal system to ensure that the continuing connected transactions contemplated are carried out in compliance with

[2] Includes data of the Company's subsidiaries, joint ventures and associates.

the terms and conditions contained in the relevant master agreements. If amendments to the terms and conditions contained in such master agreements are required due to changes in actual conditions, the relevant approval procedures have to be re-complied with (including but not limited to obtaining approvals from the Board and compliance with the relevant requirements under the Listing Rules);

2. The finance department of the Company will continuously monitor and review the pricing terms, payment arrangements and actual transaction amounts of the continuing connected transactions to be entered into to ensure that the relevant transactions are carried out in accordance with the terms of the relevant master agreements and will not exceed their respective annual caps;

3. The internal control department and the risk management department of the Company will review the continuing connected transactions under each master agreement regularly, to (i) consider whether the pricing policies, payment methods and early warning system on balances of annual caps are implemented effectively; (ii) consider whether the executed contracts are entered into on normal commercial terms or better and whether the terms are fair and reasonable; and (iii) make recommendations to the management from time to time on measures for improvement to ensure that the internal control procedures in respect of continuing connected transactions remain complete and effective;

4. The relevant departments of the Company (including the finance department, internal control department and risk management department) will report to the independent non-executive Directors on a quarterly basis on the transaction volumes and amounts, actual transaction prices, supporting evidence for benchmarking (if applicable) and utilisation of annual caps in respect of the continuing connected transactions;

5. For transactions under the Renewed Master Natural Gas Purchasing Agreement:

    a. the procurement and finance departments of the Company will:

        i. (A) review the contracted gas volumes, contract prices and corresponding weightings for each relevant province and month based on the annual contracts entered into between the relevant members of the Group and the Three Oil Majors, and (B) in respect of Zhejiang Province, review the applicable selling price of Zheneng Group up to 31 March 2028 and, from 1 April 2028, the contracted gas volumes, contract prices and corresponding weightings of the top three independent third-party suppliers from which the relevant members of the Group purchase natural gas in Zhejiang Province;

        ii. calculate the applicable purchase prices in accordance with the relevant pricing mechanisms and formulas set out in the Renewed Master Natural Gas Purchasing Agreement, and reconcile the calculation results against the specific purchase contracts, settlement bills and actual amounts paid to

ensure that the relevant transactions are conducted in accordance with the pricing principles set out in the Renewed Master Natural Gas Purchasing Agreement;

b. the procurement, finance and legal departments of the Company will review any proposed price adjustment under the Renewed Master Natural Gas Purchasing Agreement, with reference to relevant market information and comparable prices and terms offered by independent suppliers, where available, to ensure that the adjusted prices and other transaction terms remain competitive, comply with the Renewed Master Natural Gas Purchasing Agreement and the applicable requirements of the Listing Rules, and will not result in the relevant annual cap being exceeded; and

c. the Group will properly retain the relevant contracts, calculation records, supporting documents and settlement vouchers for internal review and annual review;

6. The independent auditor of the Company will conduct an annual review and opine on the implementation of the Company's continuing connected transactions and whether the continuing connected transaction amounts are within the annual caps, among other matters, in accordance with the requirements of the Listing Rules every year; and

7. The Board and the audit committee of the Company will review the continuing connected transactions implementation report every year. The independent non-executive Directors of the Company will express their views on the connected transactions during the reporting period in the annual report, including but not limited to reviewing whether the terms of the continuing connected transactions are fair and reasonable, whether they are conducted on normal commercial terms or better and whether they are in the interests of the Company and the Shareholders as a whole.

The Board considers that the above corporate governance measures and internal control procedures adopted by the Company concerning all continuing connected transactions are appropriate and sufficient, and that the procedures and measures give sufficient assurance to the Shareholders that the continuing connected transactions will be appropriately monitored by the Company, thereby ensuring that the transactions are conducted on normal commercial terms and in the interests of the Company and its minority shareholders.

INFORMATION ON THE PARTIES

The Company is an investment holding company. The Group is principally engaged in the investment in and construction, as well as operation and management of gas pipeline infrastructures, the sales and distribution of piped gas, LNG and other clean energy products, the provision of integrated low carbon solutions and related digital and intelligent services, and the development of diversified smart home business around customer needs in the PRC.

ENN-NG (a controlling shareholder of the Company) is a joint stock limited company established under the laws of the PRC, the shares of which are listed on the Shanghai Stock Exchange (stock code: 600803.SH). ENN-NG Group is strategically positioned as an intelligent operator of the natural gas ecosystem. Its business segments cover the entire natural gas value chain, encompassing upstream resource acquisition, infrastructure operation, direct gas sales, and engineering construction services, while businesses in retail and wholesale gas, construction and installation, integrated energy and smart home are conducted by the Company. As at the Latest Practicable Date, Mr. Wang and Ms. Zhao Baoju (the spouse of Mr. Wang) collectively own 72.48% of the issued share capital of ENN-NG, which is an indirect subsidiary of LCNG.

LISTING RULES IMPLICATIONS

As at the Latest Practicable Date, LCNG, through its subsidiaries, held approximately 35.30% of the issued share capital of the Company (excluding treasury shares, if any), and therefore LCNG is a controlling shareholder and a connected person of the Company. The subsidiaries (including ENN-NG) and associates of LCNG are also regarded as connected persons of the Company. Accordingly, the Transactions constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios calculated under Rule 14.07 of the Listing Rules in respect of the Proposed Annual Caps for the Renewed Master Natural Gas Purchasing Agreement, together with the annual caps of the Existing Master LNG Terminal Usage Services Agreement on an aggregate basis, exceed 5%, the transactions contemplated under the Renewed Master Natural Gas Purchasing Agreement are subject to the reporting, annual review, announcement, circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Given that (i) Mr. Wang is a shareholder of LCNG; (ii) Mr. Wang Zizheng (a non-executive Director of the Company) is the son of Mr. Wang; and (iii) Mr. Wang, Mr. Wang Zizheng, Mr. Zhang Yuying (an executive Director of the Company), Mr. Gong Luojian (an executive Director of the Company), Mr. Wang Dongzhi (an executive Director of the Company), Ms. Zhang Jin (an executive Director of the Company) and Ms. Su Li (an executive Director of the Company) hold directorships and/or senior management positions in LCNG, ENN-NG and/or other subsidiaries of the LCNG Group, they are deemed to have material interests in the Transactions and have abstained from voting on the relevant Board resolutions. Save as disclosed above, no other Director has a material interest in the Transactions.

APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

The Company has established the Independent Board Committee, comprising all the independent non-executive Directors, to advise the Independent Shareholders on the Renewed Master Natural Gas Purchasing Agreement and the Proposed Annual Caps. The Company has appointed Altus Capital Limited as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

THE EGM

The EGM will be held at Harbour Room, Level 56, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong SAR on Friday, 4 December 2026 at 10:00 a.m. for the Shareholders to consider and, if thought fit, approve the Renewed Master Natural Gas Purchasing Agreement and the Proposed Annual Caps. In compliance with the Listing Rules, the resolution will be voted on by way of a poll at the EGM.

To the best of the Directors' knowledge, information and belief, save for ENN-NG and its associates, who directly or indirectly held an aggregate of 399,489,134 Shares representing approximately 35.30% of the issued share capital of the Company (excluding treasury shares, if any) as at the Latest Practicable Date and are required to abstain from voting on the resolution to be proposed at the EGM, no other Shareholder had a material interest in the Transactions and no other Shareholder would be required to abstain from voting at the EGM in respect of the resolution relating to the Transactions.

To the best of the Directors' knowledge, information and belief, there was no discrepancy between any such Shareholder's beneficial shareholding interest disclosed in this circular and the number of Shares over which it would control or be entitled to control the voting rights at the EGM.

RECOMMENDATION

The Directors (including all the independent non-executive Directors after taking into account the advice of the Independent Financial Adviser) believe that the terms of the Renewed Master Natural Gas Purchasing Agreement and the Proposed Annual Caps are fair and reasonable, and the Transactions are on normal commercial terms or better, in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Independent Shareholders to vote in favour of the ordinary resolution to approve the Renewed Master Natural Gas Purchasing Agreement and the Proposed Annual Caps at the EGM.

Shareholders are advised to read carefully the letter from the Independent Board Committee on pages 18 to 19 of this circular and the advice of the Independent Financial Adviser, the text of which is set out on pages 20 to 40 of this circular.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I to this circular.

Yours faithfully,
For and on behalf of the Board
ENN Energy Holdings Limited
WANG Yusuo
Chairman

The following is the text of the letter from the Independent Board Committee setting out its recommendation to the Independent Shareholders in relation to the Renewed Master Natural Gas Purchasing Agreement and the Proposed Annual Caps.

新奧能源控股有限公司
ENN Energy Holdings Limited

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2688)

18 November 2026

To the Independent Shareholders

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTIONS IN RELATION TO THE RENEWED MASTER NATURAL GAS PURCHASING AGREEMENT AND THE PROPOSED ANNUAL CAPS

We refer to the circular of the Company dated 18 November 2026 (the "**Circular**") of which this letter forms part. Unless the context specifies otherwise, capitalised terms used herein have the same meanings as defined in the Circular.

We have been appointed by the Board to advise the Independent Shareholders as to whether the terms of the Renewed Master Natural Gas Purchasing Agreement and the Proposed Annual Caps are fair and reasonable, whether the Transactions are on normal commercial terms or better and in the ordinary and usual course of business of the Group, whether they are in the interests of the Company and the Shareholders as a whole, and how the Independent Shareholders should vote at the EGM. Altus Capital Limited has been appointed as the Independent Financial Adviser to advise you and us in this respect.

Having taken into account the principal reasons and factors considered by, and the advice of, the Independent Financial Adviser as set out in its letter of advice to you and us on pages 20 to 40 of the Circular, we are of the opinion that the Transactions are on normal commercial terms or better and in the ordinary and usual course of business of the Group and are in the interests of the Company and the Shareholders as a whole, and that the terms of the Renewed Master Natural Gas Purchasing Agreement and the Proposed Annual Caps are fair and reasonable insofar as the Company and the Independent Shareholders are concerned.

Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the Renewed Master Natural Gas Purchasing Agreement and the Proposed Annual Caps.

Yours faithfully,
For and on behalf of the Independent Board Committee

Mr. Ma Zhixiang
Independent non-executive Director

Mr. Yuen Po Kwong
Independent non-executive Director

Mr. Law Yee Kwan, Quinn
Independent non-executive Director

Ms. Wong Lai, Sarah
Independent non-executive Director

The following is the text of a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the continuing connected transactions contemplated under the Renewed Master Natural Gas Purchasing Agreement and the Proposed Annual Caps, which has been prepared for the purposes of incorporation in this circular.

ALTUS.

Altus Capital Limited
21 Wing Wo Street
Central
Hong Kong

18 November 2026

To the Independent Board Committee and the Independent Shareholders

ENN Energy Holdings Limited
Room 3101–04, 31st Floor
Tower 1, Lippo Centre
No. 89 Queensway
Hong Kong

Dear Sirs,

CONTINUING CONNECTED TRANSACTIONS IN RELATION TO THE RENEWED MASTER NATURAL GAS PURCHASING AGREEMENT AND THE PROPOSED ANNUAL CAPS

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in relation to the continuing connected transactions contemplated under the Renewed Master Natural Gas Purchasing Agreement ("**Transactions**") and the Proposed Annual Caps, details of which are set out in the "Letter from the Board" contained in the circular of ENN Energy Holdings Limited (the "**Company**" or "**ENN Energy**", together with its subsidiaries (the "**Group**" or "**ENN Energy Group**") dated 18 November 2026 (the "**Circular**"). Terms used in this letter shall have the same meanings as those defined in the Circular unless the context requires otherwise.

Reference is made to the announcement of the Company dated 4 November 2026 (the "**Announcement**"), among other things, as the Existing Master Natural Gas Purchasing Agreement will expire on 31 December 2026, ENN Energy entered into the Renewed Master Natural Gas Purchasing Agreement with ENN-NG on 4 November 2026 for a term of three years

commencing from 1 January 2027 and expiring on 31 December 2029, pursuant to which ENN-NG Group agreed to sell and ENN Energy Group agreed to purchase natural gas produced and/or sold by ENN-NG Group during the term of the agreement.

LISTING RULES IMPLICATIONS

As at the Latest Practicable Date, LCNG, through its subsidiaries, holds approximately 35.30% of the issued share capital of the Company (excluding treasury shares, if any), and therefore LCNG is a controlling shareholder and a connected person of the Company. The subsidiaries (including ENN-NG) and associates of LCNG are also regarded as connected persons of the Company. Accordingly, the Transactions constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios calculated under Rule 14.07 of the Listing Rules in respect of the Proposed Annual Caps for the Transactions exceed 5%, the Transactions are subject to the reporting, announcement, annual review, circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

THE INDEPENDENT BOARD COMMITTEE

The Independent Board Committee comprising all the independent non-executive Directors, namely Mr. MA Zhixiang, Mr. YUEN Po Kwong, Mr. LAW Yee Kwan, Quinn and Ms. WONG Lai, Sarah, has been established to advise the Independent Shareholders as to (i) whether the Transactions are conducted in the ordinary and usual course of business of ENN Energy Group and are in the interests of ENN Energy and the Shareholders as a whole; (ii) whether the terms of the Renewed Master Natural Gas Purchasing Agreement are on normal commercial terms and are fair and reasonable as far as the Independent Shareholders are concerned; (iii) whether the Proposed Annual Caps are fair and reasonable; and (iv) how the Independent Shareholders should vote in respect of the resolution to be proposed at the EGM approving the Renewed Master Natural Gas Purchasing Agreement (including the Proposed Annual Caps) (the "**Resolution**"), taking into account the recommendation of the Independent Financial Adviser.

THE INDEPENDENT FINANCIAL ADVISER

As the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, our role is to give an independent opinion to the Independent Board Committee and the Independent Shareholders as to (i) whether the Transactions are conducted in the ordinary and usual course of business of the Group and are in the interests of ENN Energy and the Shareholders as a whole; (ii) whether the terms of the Renewed Master Natural Gas Purchasing Agreement are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned; (iii) whether the Proposed Annual Caps are fair and reasonable; and (iv) how the Independent Shareholders should vote in respect of the Resolution at the EGM.

We have acted as the independent financial adviser to the then independent board committee of the Company with regards to the pre-conditional proposal for the privatisation of ENN Energy by Xinneng (Hong Kong) Energy Investment Limited by way of a scheme of arrangement, and the withdrawal of the listing of the Shares on the Stock Exchange (the "**Privatisation Proposal**") and the pre-conditional offer to be made by or on behalf of Xinneng (Hong Kong) Energy Investment Limited to the holders of the then outstanding share option(s) granted by ENN Energy (the "**ENN Share Option Offer**"), details of which are set out in the announcement of the Company dated 16 April 2025. On 12 June 2026, ENN Energy, ENN-NG and Xinneng (Hong Kong) Energy Investment Limited jointly announced that the Privatisation Proposal and the ENN Share Option Offer lapsed on the same date. We are also acting as the independent financial adviser to the Independent Board Committee with regards to the continuing connected transactions contemplated under (i) the Renewed Master Construction Services Agreement, (ii) the Renewed Master Equipment Purchasing and Modification Services Agreement; (iii) the Renewed Master Information Technology Services Agreement and (iv) the Renewed Master Risk Prevention Services Agreement of the Company (together the "**Other Continuing Connected Transactions**"), details of which are set out in the Announcement.

Saved for the aforesaid transactions, we have not acted as independent financial adviser or financial adviser in relation to any transactions of the Company in the last two years prior to the date of the Circular. Pursuant to Rule 13.84 of the Listing Rules, and having considered that the remuneration for our engagement to opine on the Transactions and the Other Continuing Connected Transactions are at market level and not conditional upon successful passing of the Resolution, and that our engagement is on normal commercial terms, we are independent of the Company, the Directors, chief executive or substantial shareholders of the Company or any of their respective associates. Save for the normal professional fee receivable from the Company for the current appointment by the Independent Board Committee to opine on the Transactions and the Other Continuing Connected Transactions, we have and will not receive any fees or benefits from the Company, the Directors, chief executive or substantial shareholders of the Company or any of their respective associates.

BASIS OF OUR ADVICE

In formulating our opinion, we have reviewed, amongst others, (i) the Existing Master Natural Gas Purchasing Agreement and the Renewed Master Natural Gas Purchasing Agreement; (ii) the interim report of the Company for the six months ended 30 June 2026 (the "**2026 Interim Report**"); (iii) the annual report of the Company for the year ended 31 December 2025 (the "**2025 Annual Report**"); and (iv) other information as set out in the Circular.

We have also relied on the statements, information, opinions and representations contained or referred to in the Circular and/or provided to us by the Company, the Directors and the management of the Group (the "**Management**"). We have assumed that all the statements, information, opinions and representations contained or referred to in the Circular and/or provided to us were true, accurate and complete at the time they were made and will continue to be so up to the date of EGM. The Directors collectively and individually accept full responsibility, including particulars given in compliance with the Listing Rules for the purpose

of giving information with regards to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in the Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other facts the omission of which would make any statement in the Circular misleading. We have no reason to believe that any such statements, information, opinions or representations relied on by us in forming our opinion are untrue, inaccurate or misleading, nor are we aware of any material facts the omission of which would render them untrue, inaccurate or misleading.

We consider that we have been provided with, and have reviewed, sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have not, however, conducted any independent investigation into the business, financial conditions and affairs or future prospects of the Group.

PRINCIPAL FACTORS AND REASONS CONSIDERED

1. Background Information of ENN Energy Group and ENN-NG Group

1.1 Principal business of ENN Energy Group

ENN Energy is an investment holding company. ENN Energy Group is principally engaged in investment in and construction, as well as operation and management of gas pipeline infrastructures, the sales and distribution of piped gas, LNG and other clean energy products, the provision of integrated low carbon solutions and related digital and intelligent services, and the development of diversified smart home business around customer needs in the PRC.

1.2 Principal businesses of ENN-NG Group

ENN-NG (a controlling shareholder of ENN Energy) is a joint stock company incorporated in the PRC with limited liability, whose shares are listed on the Shanghai Stock Exchange (stock code: 600803.SH). ENN-NG Group is strategically positioned as an intelligent operator of the natural gas ecosystem. Its business segments cover the entire natural gas value chain, encompassing upstream resource acquisition, infrastructure operation, direct gas sales, and engineering construction services, while businesses in retail and wholesale gas, construction and installation, integrated energy and smart home are conducted by ENN Energy.

2. Reasons for and Benefits of Entering into the Renewed Master Natural Gas Purchasing Agreement

In assessing the reasonableness of entering into the Renewed Master Natural Gas Purchasing Agreement, we have considered, among other things, the principal business activities of ENN Energy Group and ENN-NG Group, the outlook of the business of ENN Energy Group as described in the 2026 Interim Report and "Reasons for and benefits of entering into the

Renewed Master Natural Gas Purchasing Agreement" set out in the "Letter from the Board" of the Circular. Set out below is our analysis:

2.1 Principal business activities and ordinary course of business

Having regard to the respective principal businesses of ENN Energy Group and ENN-NG Group as described in the section headed "1. Background information of ENN Energy Group and ENN-NG Group" above, we note that natural gas distribution is one of ENN Energy Group's core businesses. It is therefore important for ENN Energy Group to maintain procurement channels that provide a stable supply of natural gas at competitive prices, thereby securing gas supply for its downstream customers and controlling procurement costs. Accordingly, we consider that entering into the Renewed Master Natural Gas Purchasing Agreement is in the ordinary and usual course of business of ENN Energy Group.

2.2 The historical operational data and outlook of the business of ENN Energy Group

Set out below is the operational data of the subsidiaries, joint ventures and associates of ENN Energy for each of the year ended 31 December 2024 ("**FY2024**") and 2025 ("**FY2025**") respectively and for the six months ended 30 June 2026 ("**1H2026**") as extracted from the 2025 Annual Report and 2026 Interim Report.

	For the year ended 31 December		Increased/ (decreased) by	For the six months ended 30 June		Increased/ (decreased) by
	2024	**2025**		**2025**	**2026**	
No. of city gas projects in the PRC	261	264	3	263	264	1
Connectable urban population coverage *(thousand)*	143,123	147,575	3.1%	144,825	148,747	2.7%
Accumulated number of piped gas customers						
– Residential households *(thousand)*	31,379	32,763	4.4%	32,070	33,265	3.7%
– C/I customers *(sites)*	270,943	315,507	16.4%	293,141	328,040	11.9%
Retail gas sales volume *(million m^3)*	26,200	26,606	1.5%	12,953	13,054	0.8%
Revenue *(RMB' million)*	109,853	111,905	1.9%	55,673	57,021	2.4%
– Retail gas business *(RMB' million)*	60,749	60,248	(0.8%)	30,432	31,320	2.9%
– Wholesale of gas *(RMB' million)*	25,143	30,350	20.7%	14,467	16,313	12.8%

Source: 2025 Annual Report and 2026 Interim Report

As shown in the table above, ENN Energy Group had continued to expand its operating footprint and customer base. Its number of city gas projects in the PRC increased from 261 in FY2024 to 264 in FY2025 and maintained at 264 in 1H2026, while connectable urban population coverage and the accumulated numbers of residential and C/I customers recorded further year-on-year growth in 1H2026, with residential customers increasing by 3.7% and C/I customers increasing by 11.9% respectively. Retail gas sales volume also increased by 0.8% year-on-year to 13,054 million cubic metres during 1H2026. Consistent with this growth, ENN Energy Group's total revenue increased by 1.9% from RMB109,853 million in FY2024 to RMB111,905 million in FY2025 and by 2.4% year-on-year to RMB57,021 million for 1H2026. Although revenue from the retail gas business decreased slightly by 0.8% in FY2025, it recovered by 2.9% year-on-year growth to RMB31,320 million in 1H2026. The wholesale gas business continued to support the optimisation of the overall natural gas value chain, supply reliability and market coverage, with revenue increasing by 20.7% in FY2025 and by 12.8% year-on-year to RMB16,313 million in 1H2026.

The above operating and financial performance demonstrate ENN Energy Group's continued business development and provide the context for its future business outlook and needs. As stated in the 2026 Interim Report, notwithstanding uncertainties in the external environment, supportive fiscal and monetary policies by the PRC government and its measures to stimulate domestic demand and the ongoing green and low-carbon transition are expected to support economic activities and create opportunities for ENN Energy Group's business development.

Against this backdrop, ENN Energy Group intends to enhance its operational capabilities and digitalisation initiatives. In particular, it plans to strengthen its natural gas business through coordinated demand, resource and facility management, customer expansion and resource optimisation; develop its integrated energy business with a focus on electricity and smart capabilities; and further develop its smart home business based on customer demand. These initiatives are expected to support the sustainable development and optimisation of ENN Energy Group's business portfolio.

2.3 Importance of gas source structure to procurement cost and profitability

In assessing the commercial rationale of the Renewed Master Natural Gas Purchasing Agreement, we have also considered the market dynamics of the PRC natural gas industry. Although natural gas is a homogeneous commodity, city-gate prices, procurement prices and end-user prices vary considerably across provinces in the PRC. We note that such variations are attributable not to the commodity itself but principally to differences in gas source structure and supply chain. In particular, city gas distributors with a higher proportion of pipeline gas procured under long-term contracts and stable domestic supply generally enjoy lower and more stable procurement costs and, in turn, more stable profitability, whereas those with a lower proportion of long-term contracts and a higher reliance on spot LNG (refers to the Swing Resources mentioned in section 2.4 below) are more easily exposed to price volatility in international gas market. Other factors, including

distance from production areas, pipeline network tier, transmission and distribution costs, gas storage and peak-shaving capacity, seasonal allocation quotas and customer mix, further contribute to regional price differentials.

Accordingly, we consider that a city gas distributor's ability to secure gas supply at a competitive cost and through a stable sourcing structure, rather than its sales volume, is a key determinant of its profitability and competitiveness. Against this backdrop, we consider that securing an additional source of committed supply on a contracted pricing basis under the Renewed Master Natural Gas Purchasing Agreement is consistent with ENN Energy Group's plan to optimise its natural gas procurement mix, and forms a relevant basis for our assessment of supply certainty, delivery capability, pricing mechanism and procurement flexibility as set out in sections 2.4 to 2.7 below.

2.4 Enhancement of supply certainty and effective management of supply

The Group procures natural gas from various sources, being the Three Oil Majors in China, independent suppliers and ENN-NG. Historically, contracted volumes from the Three Oil Majors had generally been stable, and when demand exceeded such contracted volumes, they were met through short-term procurement of unconventional natural gas, LNG and other natural gas resources ("**Swing Resources**"). Such Swing Resources had however been subjected to price and supply volatility. We have reviewed ENN Energy Group's gas demand, contracted supply and its procurement in the market via Swing Resources for FY2024, FY2025 and FY2026, and discussed the availability and pricing of such supplies with the Management.

We noted that approximately 39%, 36% and 34% of the total gas supplied (in terms of volume) for FY2024, FY2025 and FY2026, respectively, were or will be procured through Swing Resources. Based on such reliance on Swing Resources in the past which caused price and supply uncertainty, we consider that additional committed supply from ENN-NG under the Renewed Master Natural Gas Purchasing Agreement, which helps reduce the need to procure from Swing Resources and in turn provides certainty to price and supply, is commercially justifiable. It would enhance procurement planning and supply management.

2.5 ENN-NG's gas resources, infrastructure and delivery capability

ENN-NG has access to domestic and overseas gas resources, as well as natural gas delivery infrastructure, including LNG receiving terminals. Under the proposed arrangement, a baseline annual volume of not less than 2,500 million cubic metres is expected to be confirmed for each of the next three years. We have reviewed ENN-NG's gas resource portfolio and LNG terminal capacity, and historical transacted volume for FY2024, FY2025 and 1H2026. Taking into account ENN-NG's resources, infrastructure and actual transacted volume (approximately 5,568 million cubic metres, 5,425 million cubic metres and 2,439 million cubic metres for FY2024, FY2025 and 1H2026 respectively), we consider that ENN-NG has the capability to meet the minimum annual commitment. This provides a reasonable basis for securing part of ENN Energy Group's anticipated demand,

facilitating advance delivery planning and reducing its needs to make short-notice purchases from the volatile price and availability Swing Resources.

2.6 Pricing mechanism and procurement cost predictability

The purchase price under the Renewed Master Natural Gas Purchasing Agreement will be determined with reference to the weighted average monthly contract prices of pipeline gas procured by the relevant ENN Energy Group's local subsidiaries from the Three Oil Majors. As such pricing formula is generally determined annually and forms part of local tariff adjustment or cost pass-through mechanisms, the formula as shown in the "Letter from the Board" may improve cost predictability and alignment with downstream tariff adjustments. We have reviewed the sensitivity of the proposed formula to benchmark-price changes and relevant spot gas and LNG price trends during FY2024, FY2025 and 1H2026. Based on our review, we consider that the proposed formula may provide a more stable pricing basis than spot purchases. This in turn can mitigate short-term pressure arising from delays in ENN Energy Group's ability to pass procurement cost increases to end users.

2.7 Operational efficiency and preservation of procurement flexibility

Reducing the need to procure gas from Swing Resources and securing higher proportion of annual purchase volume through advance confirmation can reduce the need for short notice procurement negotiations and administrative arrangements, thereby improving operational efficiency. Although the minimum annual commitment of 2,500 million cubic metres under the Renewed Master Natural Gas Purchasing Agreement may reduce ENN Energy Group's procurement flexibility, the aforesaid baseline annual volume represents only approximately 9.4% of ENN Energy Group's 2025 retail gas sales volume, or approximately 10.3% if the full 10% upward flexibility is exercised. Therefore the majority of ENN Energy's procurement requirements remain to be from the Three Oil Majors and spot market purchases via Swing Resources. Accordingly, it represents a supplemental arrangement of ENN Energy Group's multi-source procurement strategy, without placing undue reliance on ENN-NG Group. Having regard to the fact that the arrangement (i) does not form significant portion of ENN Energy's procurement needs, and (ii) enables continued supplier diversification and operational benefits, we consider the arrangement commercially justifiable and fair and reasonable so far as the Company and the Independent Shareholders are concerned.

2.8 Section conclusion

Having considered the above, including the principal business activities, historical operational and financial performance and business outlook of ENN Energy Group, as well as the importance of a stable gas source structure to procurement cost and profitability, we consider that the entering into the Renewed Master Natural Gas Purchasing Agreement is commercially justifiable as it may enhance supply certainty and procurement planning, improve cost predictability and preserve a diversified supplier base. These are in the interests of the Company and the Shareholders as a whole.

3. Analysis on the Terms of the Renewed Master Natural Gas Purchasing Agreement

Specific sale and purchase contracts will be entered into for individual natural gas purchases and will set out the relevant type, specifications, quantity, delivery schedule and other arrangements in accordance with the Renewed Master Natural Gas Purchasing Agreement. Set out below is our analysis of the key terms of the Renewed Master Natural Gas Purchasing Agreement.

3.1 Minimum annual procurement volume of natural gas from the ENN-NG Group

Pursuant to the Renewed Master Natural Gas Purchasing Agreement, the parties agreed that the expected annual volume of natural gas to be purchased and sold shall be not less than 2,500 million cubic metres for each of the three years ending 31 December 2027, 2028 and 2029, with ENN Energy Group having the right and subject to the requirements described below, increase the annual supply volume by up to 10%. The specific supply volume for each year shall be confirmed by the parties in writing before the commencement of the relevant supply year.

In assessing the reasonableness of the minimum annual volume, we have reviewed, among other things, ENN Energy Group's historical operating data, gas demand, contracted supply and purchases via Swing Resources, and ENN-NG's gas resources, LNG receiving terminals and other infrastructures and historical delivery performance, as described in the section headed "2. Reasons for and benefits of entering into the Renewed Master Natural Gas Purchasing Agreement" above. In particular, the ENN Energy Group's retail gas sales volumes were approximately 26,200 million cubic metres in 2024 and 26,606 million cubic metres in FY2025. Against such operating scale, the proposed annual volume of 2,500 million cubic metres to be procured from ENN-NG Group for each of the year ending 31 December 2027, 2028 and 2029 falls within ENN Energy Group's ordinary business demand and represents only a small proportion of its retail gas requirements (representing approximately 9.4% of ENN Energy Group's annual retail gas sales volume for FY2025). The arrangement therefore principally provides ENN Energy Group with flexibility to secure supply from ENN-NG Group over the next three years, thereby enhancing supply certainty and facilitating the effective management of supply, while leveraging on ENN-NG's gas resources, infrastructure and delivery capability, for the reasons set out in sections headed "2.4 Enhancement of supply certainty and effective management of supply" and "2.5 ENN-NG's gas resources, infrastructure and delivery capability" above. On this basis, we consider the minimum annual volume of 2,500 million cubic metres to be commercially justifiable.

In further assessing whether the minimum annual volume has been set at an appropriate level, we understand from the Management that the minimum committed supply volume of 2,500 million cubic metres per annum was set out in the tender invitation document issued by ENN Energy to all participating bidders, including three independent third-party suppliers, having regard to ENN Energy Group's own procurement requirements and with a view to replacing part, rather than all, of its Swing Resources. Such volume

represents approximately 25.8% of the volume procured through Swing Resources for FY2025, which also explains the increase from the historical purchases from ENN-NG Group of approximately 584.9 million cubic metres for FY2025. Even if the 10% upward volume flexibility is exercised in full, approximately 6,950 million cubic metres of Swing Resources per annum would remain available to meet seasonal and peak demand based on the volume procured through Swing Resources for FY2025. We consider that a lower volume would leave a larger portion of ENN Energy Group's gas requirements exposed to the price and supply volatility of Swing Resources, whereas a higher volume would increase the risk of over-contracting and the reliance on a single supplier which is a connected person of the Company. The minimum annual volume also represents only approximately 46% of ENN-NG Group's actual transacted volume for FY2025. Accordingly, we are of the view that the minimum annual volume of 2,500 million cubic metres strikes an appropriate balance between supply certainty on the one hand and procurement flexibility and supplier diversification on the other, and is fair and reasonable so far as the Company and the Independent Shareholders are concerned.

We have also considered the potential impact on the Proposed Annual Caps in monetary terms and the sensitivity of the pricing formula to changes in Simulated Purchase Prices. The minimum annual procurement volume of 2,500 million cubic metres is subject to the applicable annual cap for the relevant year in monetary terms, unless ENN Energy re-complies with the applicable requirements under the Listing Rules. In other words, if the purchase amount would exceed the relevant annual cap (in monetary terms) as a result of an increase in the purchase price, the minimum annual volume for that year shall be adjusted to the upper limit volume that ENN Energy Group may procure from ENN-NG Group within such annual cap (in monetary terms). Likewise, in the event of a decrease in the purchase price, unless ENN Energy re-complies with the applicable Listing Rules requirements, ENN Energy Group will exercise all or part of its right to increase the annual supply volume by up to 10% only to the extent that the relevant annual cap (in monetary terms) will not be exceeded and where appropriate. We consider that this mechanism provides an appropriate safeguard against ENN Energy Group incurring transaction amounts beyond the level approved by the Independent Shareholders and is therefore in the interests of the Company and the Shareholders as a whole.

3.2 Pricing mechanism

Under the pricing mechanism of the Renewed Master Natural Gas Purchasing Agreement, the monthly purchase price payable by ENN Energy Group for natural gas supplied by ENN-NG Group will, for each relevant province in the PRC other than Zhejiang Province and each relevant month, be determined by reference to the weighted average monthly contract prices for contracted gas volumes procured by the relevant members of ENN Energy Group from the Three Oil Majors in that region. The weighting assigned to each supplier will be based on its respective proportion of the monthly contracted volume supplied to the relevant regional city gas enterprises of ENN Energy Group. As described in sections headed "2.4 Enhancement of supply certainty and effective management of supply" and "2.6 Pricing mechanism and procurement cost predictability"

above, we have reviewed ENN Energy Group's contracted supply and purchases via Swing Resources, the sensitivity of the proposed formula to changes in benchmark prices, and relevant spot gas and LNG price trends for FY2024, FY2025 and 1H2026. Given that the formula is based on a weighted average of contracted pipeline gas prices rather than short-term spot purchase prices, we consider that it may smooth out the impact of price fluctuations, enhance procurement cost predictability and mitigate short-term pressure arising from delays in ENN Energy Group's ability to pass procurement cost increases to end users. Having also considered the sensitivity analysis in section headed "2.6 Pricing mechanism and procurement cost predictability" above, we consider the proposed pricing formula to be fair and reasonable so far as ENN Energy and the Independent Shareholders are concerned.

For Zhejiang Province, the purchase price will be determined by reference to the selling price of Zhejiang Provincial Energy Group ("**Zheneng Group**") up to the end of March 2028. In assessing this special arrangement, we have reviewed the prevailing pricing arrangements in Zhejiang Province. Zheneng Group serves as Zhejiang Province's principal natural gas supply security provider, coordinating natural gas resources and supplying gas to city gas distributors, power plants and other users across the province through the provincial pipeline network platform. The general pricing formula of the Renewed Master Natural Gas Purchasing Agreement cannot be applied for purchases in Zhejiang Province for the moment. From April 2028 onwards, the purchase price payable to ENN-NG Group will be determined with reference to the weighted average contract prices of the three largest independent third-party suppliers in Zhejiang, weighted by the relevant monthly contracted procurement volumes of ENN Energy Group's enterprises in Zhejiang Province. Having considered the above, we consider this exceptional case to be fair and reasonable so far as ENN Energy and the Independent Shareholders are concerned.

Subject to compliance with the applicable connected transaction requirements under the Listing Rules, the parties may negotiate adjustments to the prices for an executed period and a future period where changes in domestic natural gas policies, regional city-gate prices or domestic and international supply and demand conditions result in a material deviation from the price determined under the pricing formula. Pending agreement, the original pricing formula will continue to apply. ENN Energy Group will agree to any proposed adjustment only if the adjusted price and other transaction terms remain competitive. Having considered that individual provinces may impose administrative controls on natural gas prices, we are of the view that this price adjustment and negotiation mechanism provides ENN Energy Group with appropriate flexibility to respond to changes in the applicable pricing regime and market conditions, while the continued application of the original pricing formula pending agreement and the competitiveness requirement safeguards the interests of ENN Energy Group. Accordingly, we consider the mechanism to be fair and reasonable and in the interests of ENN Energy Group and the Shareholders as a whole.

3.3 Settlement arrangement

According to the Renewed Master Natural Gas Purchasing Agreement, fees will be paid by ENN Energy Group in accordance with the agreed time and price stated in relevant specific contracts. ENN Energy Group will make the payment through a bank wire transfer to the bank account designated by ENN-NG Group.

As part of our assessment of the payment arrangements, we have obtained and reviewed the underlying gas purchase agreements and settlement statements relating to past purchases made by ENN Energy Group from ENN-NG Group. The samples were selected from the top five purchase and sales contracts for FY2024, FY2025 and the nine months ended 30 September 2026 ("**9M2026**") from ENN-NG Group and an additional randomly selected purchase and sales contracts for each of the year or period from independent third-party gas suppliers (including the Three Oil Majors). In summary, we have selected the top five purchase and sales contracts with ENN-NG Group for each year/period (15 samples in total) and one randomly selected purchase and sales contract with an independent third-party gas supplier for each year/period (three samples in total). We consider the sample size and selection basis to be sufficient and adequate for us to form our view. Based on our review, we noted that the payment arrangements offered by ENN-NG Group were comparable to those offered by the independent third-party suppliers.

3.4 Section conclusion

Having considered the above, in particular, (i) the minimum annual procurement volume in the context of ENN Energy Group's historical gas sales volumes and overall gas requirements; (ii) the pricing policy, including the applicable benchmark-based pricing formula and adjustment safeguards; and (iii) the settlement arrangements which are generally comparable to those offered by independent third-party suppliers, we are of the view that the terms of the Renewed Master Natural Gas Purchasing Agreement are on normal commercial terms and are fair and reasonable so far as the Company and the Independent Shareholders are concerned.

4. Corporate Governance and Internal Control Procedures in Relation to the Renewed Master Natural Gas Purchasing Agreement

4.1 Supplier selection and tender process

We have discussed with the Management and understand that ENN Energy issued an invitation tender in July 2026 and conducted commercial negotiations with the participating bidders in August 2026. Four suppliers, comprising ENN-NG Group and three independent third-party suppliers, participated in the tender process. During the process, ENN Energy Group has considered and negotiated various matters including procurement requirements, committed gas volumes, pricing mechanism, supply coverage and supply assurance

capability. Following the assessment and evaluation of the bids, ENN-NG Group was selected as the successful supplier of natural gas resources for the period from FY2027 to FY2029.

As ENN-NG Group was selected through an invitation tender process conducted by ENN Energy Group, and the transactions contemplated under the Renewed Master Natural Gas Purchasing Agreement are derived from the outcome of such competitive selection process, we have, in assessing the fairness of such process, reviewed the governance and control procedures adopted by ENN Energy Group in respect of the tender and supplier selection process, including the invitation letters issued to the participating suppliers, the records of commercial negotiations conducted with each bidder, the bid evaluation materials, the notification of award and the relevant internal approval documents. We have also discussed with the Management the rationale for the tender requirements, the evaluation criteria adopted and the basis upon which the successful supplier was selected. Based on our review, we noted that (i) the tender requirements and evaluation criteria were established by ENN Energy Group prior to the commencement of the tender process having regard to its operational and procurement needs; (ii) such requirements and criteria were communicated to and applied consistently across all participating bidders; and (iii) all participating bidders were provided with an equal opportunity to participate in the commercial negotiations and were assessed against the same evaluation criteria. On this basis, we are of the view that (i) the tender process was subject to appropriate internal oversight and approval procedures; and (ii) ENN-NG Group and the independent third-party suppliers competed on equal terms, were assessed against the same key tender conditions and were subject to the same process of commercial negotiation and evaluation. In assessing whether the selection of ENN-NG Group over the other three independent bidders was fair and reasonable, we have taken into account the factors considered by ENN Energy Group in its evaluation of the bids, namely (i) its procurement requirements; (ii) the committed gas volumes; (iii) the pricing mechanism and the resulting predictability of procurement cost; (iv) the supply coverage; and (v) the supply assurance capability, as well as ENN-NG Group's gas resources, infrastructure and delivery capability as described in section 2.5 above. Having considered the above factors and the outcome of the evaluation of the bids, we are of the view that the selection of ENN-NG Group over the other independent bidders through the tender process is fair and reasonable so far as the Company and the Independent Shareholders are concerned. Having considered that (i) ENN-NG Group was selected as the successful supplier following a competitive tender process in which three independent third-party suppliers also participated; and (ii) the key terms of the Renewed Master Natural Gas Purchasing Agreement, including the committed gas volumes, pricing mechanism and supply assurance arrangements, were arrived at through such tender process and the commercial negotiations conducted on the same basis with all participating bidders, we consider that the outcome of the tender process further supports our view, as set out in section 3.4 above, that the terms of the Renewed Master Natural Gas Purchasing Agreement are on normal commercial terms and are fair and reasonable so far as the Company and the Independent Shareholders are concerned.

4.2 Internal control procedures for the Transactions

We noted that ENN Energy Group has adopted the following corporate governance measures and internal control procedures to ensure that the transactions contemplated under the Renewed Master Natural Gas Purchasing Agreement are conducted in accordance with its terms, the applicable pricing policies and the Listing Rules, on normal commercial terms or better, and within the Proposed Annual Caps.

First of all, each specific contract entered into under the Renewed Master Natural Gas Purchasing Agreement is subject to prior approval by the Company's operational, finance and legal departments and other relevant management personnel to ensure compliance with the terms of the previous Master Natural Gas Purchasing Agreement. Any material amendment is required to undergo the applicable internal approval procedures and, where required, approval by the Board and compliance with the Listing Rules. The finance department also continuously monitors the pricing terms, payment arrangements and transaction amounts to ensure compliance with the relevant master agreement, that the terms are no less favourable to the Group than those available from independent third parties (where applicable), and that the relevant annual caps are not exceeded.

In addition, the internal control and risk management departments regularly review the implementation of the pricing policies, payment arrangements and annual-cap monitoring mechanism, assess whether the Transactions are conducted on normal commercial terms or better and on fair and reasonable terms, and make recommendations to management where appropriate. The Company's independent auditor conducts an annual review of the continuing connected transactions and reports on the relevant matters in accordance with the Listing Rules, including whether the transaction amounts are within the applicable annual caps. The Board and the audit committee further review the implementation of the continuing connected transactions annually, while the independent non-executive Directors provide the confirmations required under the Listing Rules in the Company's annual report, including as to whether the transactions are conducted on normal commercial terms or better, are fair and reasonable, and are in the interests of the Company and the Shareholders as a whole.

To complement the above controls, the Company's procurement, finance and legal departments will verify the provincial monthly contract volumes, prices and weightings against the Group's annual contracts with the Three Oil Majors, calculate purchase prices under the Renewed Master Natural Gas Purchasing Agreement and reconcile them with the specific purchase contracts, settlement bills and actual payments to ensure compliance with the applicable pricing principles. Supporting contracts, calculations and settlement records will be retained for internal and annual reviews.

4.3 Our review of the internal control procedures

In assessing the adequacy and effectiveness of the above internal control procedures, we have (i) reviewed the relevant internal control policies and procedural documents governing the continuing connected transactions; (ii) discussed with the Management the operation of the approval, pricing and annual-cap monitoring procedures; (iii) reviewed the payment and settlement arrangements of the top five transactions with ENN-NG Group in each of FY2024, FY2025 and 9M2026 (15 contracts in total), and three contracts with independent third-party suppliers discussed in section 3.3 above; (iv) on a random sampling basis, selected and examined one complete set of transaction records and supporting documents for each of FY2024, FY2025 and 9M2026 (three complete transaction sets in total), covering the full transaction process from internal approval, contract execution and settlement to payment, including contracts, approval records, invoices and payment records; (v) compared the relevant transaction terms and settlement arrangements with those offered by the independent third-party suppliers for each of FY2024, FY2025 and 9M2026, and compared against the then prevailing market price; and (vi) reviewed the utilisation of the relevant annual caps and the reports submitted to the Board and the audit committee. Having considered that (i) the selected sample transactions included the highest-value contracts and randomly selected contracts for each of FY2024, FY2025 and 9M2026; and (ii) the natural gas procurement contracts entered into by the Group with ENN-NG Group and independent third-party suppliers (including the Three Oil Majors and the LNG suppliers) being standardised contracts with similar key commercial terms and settlement arrangements, we consider the sample size and selection basis to be fair and representative for assessing the implementation of the relevant internal control measures.

4.4 Section conclusion

Based on the above work done, and having considered that ENN-NG Group was selected through a competitive tender process which, as set out in section 4.1 above, was subject to appropriate internal oversight and approval procedures and in which all participating bidders competed on equal terms, we are of the view that the applicable procedures have been adhered to by the Company and are adequate and effective in (i) safeguarding the interests of the Company and the Independent Shareholders in relation to the Transactions; and (ii) ensuring that the Transactions were and will be conducted in accordance with the terms of the Existing Master Natural Gas Purchasing Agreement as well as the Renewed Master Natural Gas Purchasing Agreement, on normal commercial terms or better, and within the Existing Annual Caps as well as the Proposed Annual Caps.

5. Analysis of the Annual Caps

To assess the fairness and reasonableness of the Proposed Annual Caps relating to the Transactions, we have considered the historical utilisation of the existing annual caps under the Existing Master Natural Gas Purchasing Agreement (the "**Existing Annual Caps**"), the basis for determining the Proposed Annual Caps and the reasonableness of the assumptions adopted by the Management as set out below.

5.1 Historical transaction amounts and Existing Annual Caps

Below is a table setting out (i) the actual transaction amounts paid by ENN Energy Group to ENN-NG Group for purchasing natural gas for the two years ended 31 December 2025 and for the nine months ended 30 September 2026; (ii) the Existing Annual Caps; and (iii) the utilisation rate of the Existing Annual Caps for the two years ended 31 December 2024, 2025 and for the nine months ended 30 September 2026, respectively.

	For the year ended 31 December		**For the nine months ended 30 September**
	2024	**2025**	**2026**
RMB million			
Actual transaction amount	1,675	1,652	1,279*
Existing Annual Cap	1,750	1,750	1,750
Utilisation rates	95.7%	94.4%	73.1%*

*Note: * this represents the amount recorded and utilisation rate for the nine months ended 30 September 2026 which is unaudited.*

As shown in the table above, the actual transaction amount for FY2024, FY2025 and 9M2026 amounted to approximately RMB1,675 million, RMB1,652 million and RMB1,279 million, representing approximately 95.7%, 94.4% and 73.1% of the Existing Annual Caps of RMB1,750.0 million for each of the three years ending 31 December 2026.

In terms of volume, the above historical natural gas purchased by ENN Energy Group from ENN-NG Group amounted to approximately 577.1 million cubic metres, 584.9 million cubic metres and 435.2 million cubic metres for the years ended 31 December 2024 and 2025 and the nine months ended 30 September 2026, respectively, translating into an average purchase price (exclusive of tax) of approximately RMB2.90 per cubic metre, RMB2.82 per cubic metre and RMB2.94 per cubic metre for the respective periods.

5.2 Proposed Annual Caps and basis of determination

Below is the table setting out the Proposed Annual Caps under the Renewed Master Natural Gas Purchasing Agreement for the three years ending December 31, 2029.

	For the year ending 31 December		
	2027	**2028**	**2029**
RMB million	7,500	7,500	7,500
(approximately in HK$ million)	8,760	8,760	8,760

5.2.1 Determining factors and our assessment

As described in the "Letter from the Board", the Proposed Annual Caps principally reflect ENN Energy Group's plan to optimise its natural gas procurement mix and increase purchases from ENN-NG Group, which are expected to partially replace purchases from other suppliers.

In determining the Proposed Annual Caps, the Management took into account, among other things, (i) the historical transaction amounts and high utilisation rates of the Existing Annual Caps, which were approximately 95.7% and 94.4% for FY2024 and FY2025, respectively, as shown in section "5.1 Historical transaction amount and Existing Annual Caps" above; (ii) ENN Energy Group's historical operating scale and continued growth in its customer base, gas sales volumes and revenue, as described in section 2.2 above; (iii) ENN Energy Group's anticipated gas demand, sales and distribution capabilities and existing supply arrangements; (iv) ENN Energy Group's historical and planned procurement mix among the Three Oil Majors, ENN-NG Group and other suppliers; and (v) ENN-NG Group's gas sourcing and allocation capabilities.

In assessing these factors, we have (i) reviewed the historical transaction amounts and utilisation rates of the Existing Annual Caps; (ii) reviewed ENN Energy Group's historical operating data, including its gas sales volumes and revenue; (iii) discussed with the Management ENN Energy Group's anticipated gas demand, distribution capabilities and existing supply arrangements; (iv) reviewed its historical procurement records from different suppliers and the basis of its planned procurement mix; and (v) reviewed information relating to ENN-NG Group's gas resources, infrastructure, and historical delivery performance.

Based on the above, we consider that the factors adopted by the Management in determining the Proposed Annual Caps are relevant and reasonable. In particular, the high historical utilisation of the Existing Annual Caps indicates reasonable estimates of continuing demand for purchases from ENN-NG Group, while ENN Energy Group's established operating scale, continued growth in its customer base, gas sales volumes and revenue, anticipated gas demand and existing supply arrangements provide a reasonable commercial basis for maintaining sufficient flexibility in procuring from ENN-NG Group. We also consider that the proposed increase in purchases from ENN-NG Group is consistent with ENN Energy Group's multi-source procurement strategy and is supported by ENN-NG Group's gas sourcing, infrastructure and delivery capabilities. Accordingly, we consider that the Management has taken into account appropriate factors in determining the Proposed Annual Caps.

5.2.2 Basis and calculation of the Proposed Annual Caps

In particular, we understand from the Management that the Proposed Annual Caps are derived based on a minimum annual supply volume of 2,500 million cubic metres, representing approximately 9.4% of the ENN Energy Group's annual retail gas sales volume for FY2025, and assuming an illustrative tax-exclusive purchase price of approximately RMB2.64 per cubic metre which is derived from the pricing formula under the Renewed Master Natural Gas Purchasing Agreement by reference to the ENN Energy Group's purchases from the Three Oil Majors during the nine months ended 30 September 2026.

5.2.2.1 Minimum annual supply volume

In assessing the basis of the minimum annual supply volume, we have reviewed ENN Energy Group's aggregate retail gas sales volumes for FY2024 and FY2025 and compared the minimum annual supply volume with its historical average annual gas sales volume. In considering this comparison, we have also taken into account the Management's explanation that the supply is primarily intended to meet retail gas demand, with a portion available for wholesale business subject to the Group's overall resource planning and market conditions, together with our analysis of supply certainty and the minimum annual volume in sections 2.4 and 3.1 above. Accordingly, we consider the basis adopted by the Management in determining the minimum annual supply volume of 2,500 million cubic metres to be reasonable.

5.2.2.2 Determination of Simulated Purchase Price

We have also reviewed the basis of arriving at the Simulated Purchase Price of RMB2.64 per cubic metre and compared it with the average historical purchase prices of approximately RMB2.90, RMB2.82 and RMB2.94 per cubic metre for FY2024, FY2025 and 9M2026, respectively, as described in section 5.1 above, to assess whether the Simulated Purchase Price is broadly consistent with ENN Energy Group's historical procurement experience. In this regard, we note that the historical average purchase prices and the Simulated Purchase Price are not directly comparable and may differ because (i) the historical purchases from ENN-NG Group were not priced by reference to the formula under the Renewed Master Natural Gas Purchasing Agreement described in section 3.2 above; and (ii) as described in section 2.4 above, historically when demand exceeded contracted volumes from the Three Oil Majors, ENN Energy Group has had to procure additional gas volumes through spot market purchases, and this had resulted in different market prices and supply conditions. Accordingly, we consider that any difference between the historical average purchase prices and the Simulated Purchase Price should be viewed in the context of the differences in pricing bases and procurement arrangements.

Notwithstanding that a direct comparison with the historical purchase prices may not be meaningful, we note that the Simulated Purchase Price is derived from the pricing formula under the Renewed Master Natural Gas Purchasing Agreement by reference to ENN Energy Group's recent purchase prices from the Three Oil Majors during the nine months ended 30 September 2026, which represent the latest and best available information for this purpose. The Simulated Purchase Price is used solely as a reference for determining the Proposed Annual Caps, while the actual purchase price will be determined under each specific contract at the relevant time in accordance with the new pricing formula. On this basis, we consider the Simulated Purchase Price of RMB2.64 being used as an assumption to derive the Proposed Annual Caps to be reasonable.

5.2.2.3 10% upward volume flexibility

The calculation takes into account ENN Energy Group's sole discretion to increase the annual supply volume by up to 10%. As described in section 3.1 above, such discretion will only be exercised where appropriate and to the extent that the applicable Proposed Annual Cap will not be exceeded, unless ENN Energy re-complies with the applicable Listing Rules requirements. For illustration, a decrease in the purchase price may allow additional headroom (in terms of volume) to be procured within the same monetary cap. The 10% upward flexibility therefore does not constitute an additional minimum purchase commitment. We note that the baseline annual supply volume of 2,500 million cubic metres represents approximately 9.4% of ENN Energy Group's annual retail gas sales volume for FY2025. Full exercise of the 10% upward flexibility would result in an additional supply volume of 250 million cubic metres and a total annual supply volume of 2,750 million cubic metres, representing approximately 10.3% of the annual retail gas sales volume for FY2025. Having considered (i) the scale of such supply relative to ENN Energy Group's historical retail gas sales volumes; (ii) the flexibility to procure additional volumes to manage its supply requirements while maintaining its multi-source procurement strategy; and (iii) the discretionary nature of the additional purchases and the annual-cap safeguard described above, we consider the inclusion of the 10% upward volume flexibility in determining the Proposed Annual Caps to be commercially justifiable and reasonable.

5.2.2.4 Rounding of the Proposed Annual Caps

Multiplying the annual supply volume of 2,750 million cubic metres in section 5.2.2.3 above by the illustrative purchase price of RMB2.64 per cubic metre in section 5.2.2.2 above gives RMB7,260 million. This amount is rounded up to RMB7,500 million for each Proposed Annual Cap, resulting in a difference of RMB240 million, or approximately 3.3% of the calculated amount. We consider such limited extent of rounding up to cater for some fluctuations in natural gas purchase price and customer demand to be acceptable.

5.2.3 Section conclusion

Having considered the above, in particular, (i) the historical transaction amounts and high utilisation of the Existing Annual Caps; (ii) ENN Energy Group's operating scale, anticipated gas demand, supply arrangements and multi-source procurement strategy; (iii) ENN-NG Group's gas sourcing and delivery capabilities; and (iv) the basis and assumptions underlying the calculation of the Proposed Annual Caps, including the minimum annual supply volume, Simulated Purchase Price, 10% upward volume flexibility and 3.3% buffer for natural gas price and demand fluctuations, we are of the view that the Proposed Annual Cap of RMB7,500 million for each of the three years ending 31 December 2027, 2028 and 2029 is fair and reasonable so far as the Company and the Independent Shareholders are concerned.

RECOMMENDATION

Having taken into account the above principal factors and reasons, we consider that (i) the entering into of the Renewed Master Natural Gas Purchasing Agreement is in the ordinary and usual course of business of the ENN Energy Group and is in the interests of the Company and the Shareholders as a whole; (ii) the terms of the Renewed Master Natural Gas Purchasing Agreement are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned; and (iii) the Proposed Annual Caps are fair and reasonable.

Accordingly, we recommend the Independent Shareholders, as well as the Independent Board Committee to advise the Independent Shareholders, to vote in favour of the Resolution approving the Renewed Master Natural Gas Purchasing Agreement and the Proposed Annual Caps to be proposed at the EGM.

Yours faithfully,
For and on behalf of
Altus Capital Limited

Jeanny Leung
Responsible Officer

Chang Sean Pey
Responsible Officer

*Ms. Jeanny Leung ("**Ms. Leung**") is a Responsible Officer of Altus Capital Limited licensed to carry on Type 6 (advising on corporate finance) regulated activity under the SFO and permitted to undertake work as a sponsor. She is also a Responsible Officer of Altus Investments Limited licensed to carry on Type 1 (dealing in securities) regulated activity under the SFO. Ms. Leung has over 35 years of experience in corporate finance advisory and commercial field in Greater China, in particular, she has participated in sponsorship work for initial public offerings and acted as financial adviser or independent financial adviser in various corporate finance advisory transactions.*

*Mr. Chang Sean Pey ("**Mr. Chang**") is a Responsible Officer of Altus Capital Limited licensed to carry on Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO and permitted to undertake work as a sponsor. He is also a Responsible Officer of Altus Investments Limited licensed to carry on Type 1 (dealing in securities) regulated activity under the SFO. Mr. Chang has over 30 years of experience in banking, corporate finance advisory and investment management. In particular, he has participated in sponsorship work for initial public offerings and acted as financial adviser or independent financial adviser in various corporate finance advisory transactions.*

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

DISCLOSURE OF INTEREST

Disclosure of the Directors' Interests

As at the Latest Practicable Date, the interests and short positions of each director and chief executive of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of Part XV of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code as contained in Appendix C3 to the Listing Rules, were as follows:

(a) Long positions in the Shares and underlying Shares

Name of Director	Nature of interest	Number of Shares	Number of underlying Shares	Approximate percentage of shareholding
Mr. Wang	Interest of controlled corporation *(Note 1)*	399,489,134	–	35.30%
Zhang Yuying	Beneficial owner	10,000	80,000 *(Note 2)*	0.01%
Wang Dongzhi	Beneficial owner	25,800	–	0.00%
Su Li	Beneficial owner	6,000	–	0.00%
Ma Zhixiang	Beneficial owner	–	60,000 *(Note 3)*	0.01%
Yuen Po Kwong	Beneficial owner	–	60,000 *(Note 3)*	0.01%
Law Yee Kwan, Quinn	Beneficial owner	–	44,000 *(Note 3)*	0.00%

Notes:

1. These Shares are held by Xinneng (Hong Kong) Energy Investment Limited ("**Xinneng HK**"), which is wholly owned by ENN-NG. ENN Group International Investment Limited ("**EGII**") holds 44.28% of ENN-NG and is 100% controlled by ENN Investment Holdings Company Limited ("**EIH**"). ENN Capital Management Co., Ltd. ("**ECM**") holds 91.84% of EIH and is wholly owned by LCNG. ENN Yingchuang Technology Co., Ltd. ("**EYCT**") holds 47.64% of LCNG and is owned as to 50% by Mr. Wang.

2. These underlying Shares represent interests in the notional gains of shares awarded under the share award scheme adopted by the Company on 30 November 2018. Such notional gains will not be converted into Shares. These interests are cash settled unlisted derivatives.

3. These underlying Shares comprise share options granted on 28 March 2019, exercisable at HK$76.36 per Share and expiring on 27 March 2029. These options are physically settled unlisted equity derivatives. The options held by each of Ma Zhixiang and Yuen Po Kwong comprise three tranches of 20,000, and those held by Law Yee Kwan, Quinn comprise tranches of 4,000, 20,000 and 20,000, exercisable from 1 April 2021, 1 April 2022 and 1 April 2023, respectively. The vesting period of the share options is from the date of grant until the commencement of the exercise period.

(b) Long positions in the shares of associated corporations

Company Name	Name of Director	Capacity	Number of shares	Subscribed share capital *(RMB)*	Percentage of share capital
EYCT*	Mr. Wang	Beneficial owner *(Note 1)*	–	50 million	100%
LCNG*	Mr. Wang	Beneficial owner and interest of controlled corporation *(Note 1)*	–	123 million	100%
ECM*	Mr. Wang	Interest of controlled corporation	–	1,200 million	100%
EIH*	Mr. Wang	Beneficial owner and interest of controlled corporation *(Note 1)*	8,000,000,000	–	100%
EGII	Mr. Wang	Interest of controlled corporation	1,000	–	100%

Company Name	Name of Director	Capacity	Number of shares	Subscribed share capital *(RMB)*	Percentage of share capital
ENN-NG	Mr. Wang	Beneficial owner and interest of controlled corporation	2,243,499,808	–	72.48%
Xinneng HK	Mr. Wang	Interest of controlled corporation	2,132,377,984	–	72.47%
Beijing Xinyi Aite Culture and Technology Company Limited*	Mr. Wang	Beneficial owner and interest of controlled corporation	–	800 million	80%
Xinyi Theater (Langfang) Culture Development Company Limited*	Mr. Wang	Beneficial owner and interest of controlled corporation	–	10 million	100%
ENN Group Co., Ltd.*	Mr. Wang	Beneficial owner and interest of controlled corporation	7,476,603,935	–	99.69%
Yicheng Yijia Internet Technology Company Limited*	Wang Zizheng	Beneficiary of a trust	–	6.93 million	1%
Xin'ao Data IT Company Limited*	Wang Zizheng	Beneficial owner and interest of controlled corporation	–	500 million	8%
ENN-NG	Zhang Yuying	Beneficial owner *(Note 2)*	1,470,300	–	0.05%
ENN-NG	Gong Luojian	Beneficial owner *(Note 2)*	750,000	–	0.02%
ENN-NG	Zhang Jin	Beneficial owner *(Note 2)*	578,000	–	0.02%
ENN-NG	Su Li	Beneficial owner *(Note 2)*	1,059,000	–	0.03%

* *For identification purpose only.*

Notes:

1. Such shares are beneficially owned by Mr. Wang and Ms. Zhao Baoju.

2. The interests in ENN-NG are in its A shares. These interests comprise restricted shares of ENN-NG granted and to be issued under its restricted share award schemes adopted on 26 March 2021 and 18 February 2025, save that Su Li's interests comprise 10,000 ordinary shares and 1,049,000 restricted shares. The restricted shares remain subject to the applicable sale restrictions and release conditions.

3. The interests in EIH, EGII, Xinneng HK and ENN Group Co., Ltd. are in their respective ordinary shares.

(c) Long position in debentures of the Company

Name of debenture	Name of Director	Nature of interest	Principal amount *(US$)*
2.625% Green Senior Notes due 2030 (Stock Code: 40383)	Mr. Wang	Interest of controlled corporation	30,024,000

Note:

1. These debentures are held through the controlled corporations of Mr. Wang, including EYCT, LCNG, ECM, EIH, EGII, ENN-NG and Xinneng HK.

Save as disclosed above, as at the Latest Practicable Date, there were no other interests or short positions of the directors and chief executives in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) in the register maintained by the Company pursuant to section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code as contained in Appendix C3 to the Listing Rules.

As at the Latest Practicable Date, Mr. Wang, Mr. Wang Zizheng, Mr. Zhang Yuying and Ms. Zhang Jin were directors of ENN-NG, Ms. Su Li was an executive vice president of ENN-NG, and Mr. Wang was also a director of Xinneng HK. ENN-NG and Xinneng HK had interests in the Shares falling to be disclosed under Divisions 2 and 3 of Part XV of the SFO. Save as disclosed above, none of the Directors or proposed Directors was a director or employee of a company which had an interest or short position in the Shares or underlying Shares falling to be disclosed under Divisions 2 and 3 of Part XV of the SFO.

SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group other than contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation).

OTHER INTERESTS OF THE DIRECTORS

As at the Latest Practicable Date:

(a) none of the Directors had any direct or indirect interest in any assets which have, since December 31, 2025, being the date to which the latest published audited consolidated financial statements of the Group were made up, been acquired or disposed of by, or leased to, or are proposed to be acquired or disposed of by, or leased to any member of the Group; and

(b) save as disclosed in this circular, none of the Directors was materially interested in any contract or arrangement entered into by any member of the Group which contract or arrangement is subsisting as at the date of this circular and which is significant in relation to the business of the Group as a whole.

COMPETING INTERESTS

As at the Latest Practicable Date, five directors of the Company, namely Mr. Wang, Mr. Wang Zizheng, Mr. Zhang Yuying, Mr. Gong Luojian and Ms. Zhang Jin, being directors of ENN-NG Group, comprising ENN-NG and/or certain subsidiary(ies) (for this purpose excluding the Group) and/or associate(s) of ENN-NG, were considered as having an interest in ENN-NG Group under Rule 8.10(1) and (2) of the Listing Rules.

The business of ENN-NG Group (excluding the Group) mainly includes the gas sales based on obtaining upstream natural gas resources (including the import and production of liquefied natural gas), energy engineering and energy chemical business. These gas sales business may be considered as competing business for the Group. However, the Group's gas sales are mainly to match the needs of downstream customers. And the Group has extensive experience in gas sales business, diversified distribution channels, and large and sticky customer base, it is capable of carrying on independently of ENN-NG Group (excluding the Group).

For safeguarding the interests of the Group, the Company established an independent board committee composed of all independent non-executive directors of the Company in 2020 to review the business competition situation of the Group regularly to ensure that the Group and ENN-NG Group operate gas sales business based on their respective interests.

Save as disclosed above, as at the Latest Practicable Date, none of the directors or the management shareholders of the Company or their respective close associates had any interest in a business which may directly or indirectly compete with the business of the Group.

MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors confirm that there has been no material adverse change in the financial or trading position of the Group since 31 December 2025, being the date to which the latest published audited financial statements of the Group were made up.

EXPERT'S QUALIFICATION AND CONSENT

The following are the name and qualification of the expert who has given its opinions or advice which is included in this circular:

Name	Qualification
Altus Capital Limited	Licensed corporation under the SFO to carry out Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities (as defined in the SFO)

The expert named above:

(a) has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter, opinions and references to its name, logo and advice in the form and context in which they are included;

(b) as at the Latest Practicable Date, was not beneficially interested in the share capital of any member of the Group nor did it have any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group; and

(c) as at the Latest Practicable Date, did not have any direct or indirect interest in any assets which had since 31 December 2025 (being the date to which the latest published audited financial statements of the Group were made up) been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.

DOCUMENTS ON DISPLAY

A copy of the Renewed Master Natural Gas Purchasing Agreement will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.ennenergy.com) for a period of not less than 14 days from the date of this circular.

新奧能源控股有限公司
ENN Energy Holdings Limited

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2688)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**EGM**") of ENN Energy Holdings Limited (the "**Company**") will be held at Harbour Room, Level 56, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong SAR on Friday, 4 December 2026 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

"**THAT:**

(a) the renewed master natural gas purchasing agreement dated 4 November 2026 entered into between the Company and ENN Natural Gas Co., Ltd. (the "**Renewed Master Natural Gas Purchasing Agreement**"), a copy of which has been produced to the EGM and marked "A" and signed by the chairperson of the EGM for identification, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

(b) the proposed annual caps of RMB7,500 million for each of the three years ending 31 December 2027, 2028 and 2029 for the transactions contemplated under the Renewed Master Natural Gas Purchasing Agreement be and are hereby approved; and

(c) any one director of the Company be and is hereby authorised to do all such acts and things and to sign and execute all such documents as he or she may consider necessary or expedient to give effect to the Renewed Master Natural Gas Purchasing Agreement and the transactions contemplated thereunder, subject to compliance with the applicable requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited."

By order of the Board
ENN Energy Holdings Limited
WANG Yusuo
Chairman

Hong Kong, 18 November 2026

Notes:

1. The EGM will be held as a hybrid meeting. In addition to attending in person, shareholders of the Company may choose to attend and participate in the EGM online (by browsing the website https://meetings.computershare.com/ENNEGM2026) and vote at the EGM. Shareholders who use the online platform to participate in the EGM will be deemed to have attended the EGM and will be counted in the quorum, and they will be able to vote and submit questions through the online platform. Details of the online platform are set out in the Company's circular dated 18 November 2026.

2. Every shareholder of the Company entitled to attend and vote at the EGM 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.

3. To be valid, a 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 any adjournment thereof.

4. Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting at the EGM if the shareholder of the Company so desires.

5. Where there are joint registered holders of any share in the Company, any one of such persons may vote at the EGM, 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 EGM 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.

6. For the purpose of ascertaining shareholders of the Company who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 1 December 2026 to Friday, 4 December 2026, both days inclusive, during which period no share transfer will be effected. In order to qualify for attending and voting at the EGM, all transfers of shares in the Company accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 30 November 2026.

7. 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.

8. ENN-NG and its associates and any other Shareholder with a material interest in the transactions are required to abstain from voting on the resolution. Holders of treasury shares, if any, will abstain from voting in respect of such treasury shares.

9. All dates and times referred to in this notice are Hong Kong dates and times.

As at the date of this notice, the Board comprises six executive directors, namely Mr. WANG Yusuo (Chairman), Mr. ZHANG Yuying (Chief Executive Officer), Mr. GONG Luojian (President), Mr. WANG Dongzhi (Chief Financial Officer), Ms. ZHANG Jin and Ms. SU Li; one non-executive director, Mr. WANG Zizheng; and four independent non-executive directors, namely Mr. MA Zhixiang, Mr. YUEN Po Kwong, Mr. LAW Yee Kwan, Quinn and Ms. WONG Lai, Sarah.