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ENERCHINA HOLDINGS LIMITED

威華達控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 622)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “**SGM**”) of Enerchina Holdings Limited (“**Company**”) will be held at the Board Room, 28th Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on Monday, 15 August 2011 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modification, the following resolution as an ordinary resolution of the Company:–

ORDINARY RESOLUTION

“THAT:

- (a) the disposal (the “**Future Disposal**”) by the Company and/or its subsidiaries (the “**Group**”) of up to 195,487,245 shares (“**TCC Shares**”) (or if any of the TCC Shares have been disposed of before the date of the SGM, such maximum amount of TCC Shares shall be the difference between the maximum of 195,487,245 TCC Shares and the number of TCC Shares actually sold by the Group from 25 July 2011 up to the date of the SGM) in the share capital of Towngas China Company Limited, a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) during the period of 12 months from the date of passing of this resolution (unless revoked or varied by ordinary resolution of the shareholders in general meeting of the Company) (the “**Mandate Period**”) on the following conditions:
 - (i) apart from disposal in the open market on the Stock Exchange, the Company may also dispose of the TCC Shares during the Mandate Period through block trade(s) by entering into placing agreement(s) with reputable investment banks as placing agents;

* for identification purposes only

- (ii) (1) the selling price per TCC Share that is to be sold through block trade(s) shall represent no more than 20% discount to the average closing price of the TCC Shares in the five (5) trading days immediately prior to the date of the relevant sale and purchase agreement; and
- (2) whether the disposal is made in the open market or through block trade(s), the minimum selling price per TCC Share shall not be less than HK\$3.00,

be and is hereby approved.

- (b) the directors of the Company (the “**Directors**”) be and are hereby authorized for and on behalf of the Company to exercise all the powers of the Company to effect the Future Disposal from time to time during the Mandate Period (the “**Disposal Mandate**”) and the Directors be and are hereby authorized to do all such acts and things, including but not limited to the execution of all documents, which the Directors deem necessary, appropriate or desirable, to implement and give effect to the Future Disposal and the transactions contemplated thereunder or in connection with the exercise of the Disposal Mandate.”

Hong Kong, 25 July 2011

By Order of the Board
Enerchina Holdings Limited
Lo Tai On
Company Secretary

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:
28th Floor, Infinitus Plaza
199 Des Voeux Road Central
Hong Kong

Notes:

- (i) Any member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (ii) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- (iii) To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered 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 not less than forty-eight (48) hours before the time appointed for holding the SGM or any adjourned meeting.
- (iv) In the case of joint holders of a share, if more than one of such joint holders be present at the SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (v) As at the date of this notice, the executive Directors are Mr. Ou Yaping (Chairman), Mr. Chen Wei (Chief Executive Officer), Mr. Xiang Ya Bo and Mr. Tang Yui Man Francis; and the independent non-executive Directors are Mr. Lu Yungang, Dr. Xiang Bing and Mr. Xin Luo Lin.