

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



AAG

AAG Energy Holdings Limited

亞美能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2686)

**IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION**

CAUSE NO. FSD 62 OF 2023 (IKJ)

**IN THE MATTER OF SECTIONS 14 TO 16 AND SECTION 86 OF THE
COMPANIES ACT (2023 REVISION)**

**AND IN THE MATTER OF ORDER 102 OF THE GRAND COURT RULES (2023
REVISION)**

AND IN THE MATTER OF AAG ENERGY HOLDINGS LIMITED

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an order dated 24 March 2023 (the “**Order**”) made in the above matter, the Grand Court of the Cayman Islands (the “**Court**”) has directed a meeting (the “**Court Meeting**”) to be convened of the Disinterested Scheme Shareholders (as defined in the Scheme of Arrangement hereinafter mentioned) for the purpose of considering and, if thought fit, approving, with or without modifications, a scheme of arrangement (the “**Scheme of Arrangement**”) proposed to be made between AAG Energy Holdings Limited 亞美能源控股有限公司 (the “**Company**”) and the Scheme Shareholders (as defined in the Scheme of Arrangement) and that the Court Meeting will be held on Thursday, 27 April 2023 at 10:00 a.m. Hong Kong time at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong (the “**Court Meeting Venue**”) at which place and time all Disinterested Scheme Shareholders are requested to attend.

A copy of the Scheme of Arrangement and a copy of an explanatory memorandum explaining the effect of the Scheme of Arrangement are incorporated in the composite scheme document of which this Notice forms part. A copy of the composite scheme document can also be obtained by the Scheme Shareholders from the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

Disinterested Scheme Shareholders may vote in person at the Court Meeting or they may appoint another person (who must be an individual), whether a member of the Company or not, to attend and vote in their stead. A form of proxy for use at the Court Meeting is enclosed with the composite scheme document dated 29 March 2023 despatched to members of the Company on 29 March 2023.

In the case of joint holders of a share, any one of such joint holders may vote, either personally or by proxy, in respect of such share as if he were solely entitled thereto. However, if more than one of such joint holders be present at the Court Meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names of the joint holders stand on the register of members of the Company in respect of such joint holding.

It is requested that forms appointing proxies, together with the power of attorney or other authority (if any) under which they are signed or a certified copy thereof (in the case of a corporation either under its seal or under the hand of an attorney or a duly authorised officer on its behalf), be deposited at the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 10:00 a.m. on Tuesday, 25 April 2023, but if forms are not so lodged they may be handed to the chairman of the Court Meeting at the Court Meeting (who will have absolute discretion on whether or not to accept it).

The completion and return of a form of proxy for the Court Meeting will not preclude the Disinterested Scheme Shareholder from attending and voting in person at the Court Meeting or any adjournment thereof should he/she/it so wish, and, in such event, the relevant form of proxy will be revoked by operation of law.

For the purpose of determining the entitlements of the Disinterested Scheme Shareholders to attend and vote at the Court Meeting, the register of members of the Company will be closed from Friday, 21 April 2023 to Thursday, 27 April 2023 (both days inclusive) (or such other dates as may be notified by the Company by way of announcement(s)), and during such period, no transfer of Shares will be effected. In order to qualify to attend and vote at the Court Meeting, the relevant forms of transfer of share ownership accompanied by the relevant share certificates must be lodged with the Share Registrar (as defined in the Scheme of Arrangement) at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong before 4:30 p.m. on Thursday, 20 April 2023. A subsequent purchaser of Scheme Shares will need to obtain a form of proxy from the transferor if he/she/it wishes to attend and vote at the Court Meeting.

By the Order, the Court has appointed Mr. Tai Kwok Leung Alexander, who is an independent non-executive Director of the Company, failing whom, any other director of the Company (not being a person considered to be acting in concert with the Offeror under the Takeovers Code) at the date of the Order, to act as the chairman of the Court Meeting and has directed the chairman of the Court Meeting to report the results of the Court Meeting to the Court.

The Scheme of Arrangement will be subject to the subsequent Sanction of the Grand Court as set out in the Explanatory Memorandum contained in the composite scheme document.

By Order of the Court
AAG Energy Holdings Limited
亞美能源控股有限公司

Dated 29 March 2023

Registered Office:
P.O. Box 31119, Grand Pavilion
Hibiscus Way, 802 West Bay Road
Grand Cayman, KY1-1205
Cayman Islands

*Principal Place of Business
in Hong Kong:*
Unit 2506
25/F, Cosco Tower
183 Queen’s Road Central
Sheung Wan, Hong Kong

Notes:

1. Unless otherwise defined in this notice or the context otherwise requires, terms defined in the Scheme of Arrangement shall have the same meanings when used in this notice.
2. A pink form of proxy for use at the Court Meeting (or any adjournment thereof) is enclosed with the Scheme Document.
3. Any member entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the meeting of the Company. A proxy need not be a member of the Company.

4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorized to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
5. The pink form of proxy, together with (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority (in the case of a corporation, either under its seal or under the hand of an attorney or a duly authorised officer on its behalf), shall be lodged to 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 meeting or adjourned meeting at which the person named in the instrument proposes to vote.
6. Lodging of the pink form of proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting 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 holders, 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.
8. The English text of this notice of court meeting shall prevail over the Chinese text in case of inconsistency.
9. If a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above or "extreme conditions" caused by super typhoons is in force at or at any time after 8:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will publish an announcement on the Company's website at www.aagenergy.com and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk to notify members of the date, time and place of the rescheduled meeting.
10. If a member has any particular access requirements or needs special arrangements for participating at the meeting, please call the hotline of the Hong Kong branch share registrar of the Company and transfer office at (852) 2862 8555.

As of the date of this notice, the executive directors of the Company are Mr. Ming Zaiyuan, Mr. Yan Danhua, and Mr. Zhang Jianbing; the non-executive director of the Company is Mr. Huang Min; and the independent non-executive directors of the Company are Mr. Tai Kwok Leung Alexander, Dr. Liu Xiaofeng and Dr. Yang Ruizhao.