



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 14–16 AND 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**

**FORM OF PROXY FOR THE COURT MEETING OF SCHEME SHAREHOLDERS TO BE HELD ON
27 APRIL 2023 (OR ANY ADJOURNMENT THEREOF)**

Form of proxy for use at the meeting (or any adjournment thereof) of the Disinterested Scheme Shareholders (as defined in the Scheme Document defined below) of AAG Energy Holdings Limited convened at the direction of the Grand Court of the Cayman Islands (the “**Court Meeting**”).

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary shares of US\$0.0001 each in the issued share capital of AAG Energy Holdings Limited (the “**Company**”) hereby appoint _____
of _____
or, failing him/her, the chairman of the Court Meeting ^(Note 3) as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the Court Meeting of the Disinterested Scheme Shareholders to be held at 10:00 a.m. on Thursday, 27 April 2023 at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong and at any adjournment thereof for the purpose of considering and, if thought fit, approving the Scheme of Arrangement (with or without modification) (the “**Scheme**”) dated 29 March 2023 between the Company and the Scheme Shareholders referred to in the notice dated 29 March 2023 convening the Court Meeting and at the Court Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) for or against the Scheme as indicated below, and if no such indication is given as my/our proxy thinks fit.

Please tick (“✓”) the appropriate boxes to indicate how you wish your vote(s) to be cast ^(Note 4).

FOR the Scheme ^(Notes 4 and 5)	AGAINST the Scheme ^(Notes 4 and 5)

Dated this _____ day of _____ 2023

Signature(s) ^(Note 6): _____

Contact number: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- If any proxy other than the chairman of the meeting is preferred, please strike out the words “or, failing him/her, the chairman of the Court Meeting” and insert the name and address of the proxy desired in the space provided. Any member of the Company entitled to attend and vote at the Court Meeting and a member who is the holder of two or more shares is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company. Every member present in person or by proxy shall be entitled to one vote for each share held by him/her. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE SCHEME, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Court Meeting other than those referred to in the notice convening the Court Meeting.
- The full text of the Scheme and a copy of an explanatory memorandum explaining the effect of the Scheme appear in the scheme document of the Company dated 29 March 2023 (the “**Scheme Document**”).
- This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer, attorney or other person so authorised.
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s branch share registrar, 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 the holding of the Court Meeting or the adjourned meeting (as the case may be). Alternatively, this form of proxy for use at the Court Meeting may be handed to the chairman of the Court Meeting (who shall have absolute discretion whether or not to accept it) at the Court Meeting if it is not so lodged.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Court Meeting if you so wish. If you attend and vote at the Court Meeting, the authority of your proxy will be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Court Meeting (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong or by email to PrivacyOfficer@computershare.com.hk.