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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 ADJOURNED COURT MEETING

IT IS HEREBY NOTED THAT by an order dated 28 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 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, pursuant to a notice dated 29 March 2023 (which was incorporated in the composite scheme document (the “**Scheme Document**”). The Court Meeting which was originally scheduled to 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 has been adjourned. Unless otherwise defined, capitalised terms used in this notice shall have the same meaning ascribed to them in the Scheme Document.

NOTICE IS HEREBY GIVEN THAT, the adjourned Court Meeting will be held on Friday, 2 June 2023 at 10:00 a.m. Hong Kong time at Salon 1–3 of JW Marriott Ballroom, 3/F, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong, at which place and time all Disinterested Scheme Shareholders are requested to attend.

Disinterested Scheme Shareholders who are entitled to attend and vote at the adjourned Court Meeting are those whose names appear on the register of members of the Company as at Friday, 2 June 2023.

Disinterested Scheme Shareholders may attend and vote at the adjourned Court Meeting in person or they may appoint another person as their proxy to attend and vote in their stead. A proxy need not be a member of the Company, but must attend the adjourned Court Meeting in person. A new form of proxy for use at the adjourned Court Meeting (the “**New Court Meeting Proxy Form**”) is enclosed with this notice despatched to members of the Company.

Disinterested Scheme Shareholders who have duly completed and returned the form of proxy for the Court Meeting should note that the forms of proxy for the Court Meeting is no longer applicable for the adjourned Court Meeting. Disinterested Scheme Shareholders are requested to complete and return the New Court Meeting Proxy Form for the adjourned Court Meeting in accordance with the instructions printed thereon to the Share Registrar 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 holding the adjourned Court Meeting or its further adjourned meeting.

The New Court Meeting Proxy Form, together with the power of attorney or other authority (if any) under which they are signed or a certified copy thereof, should be lodged with 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 by 10:00 a.m. (Hong Kong time) on Wednesday, 31 May 2023 (or not less than 48 hours before the time appointed for any further adjourned Court Meeting), but if the New Court Meeting Proxy Forms are not so lodged they may alternatively be handed to the chairman of the adjourned Court Meeting at the adjourned Court Meeting and the chairman at the adjourned Court Meeting shall have absolute discretion whether or not to accept the form of proxy.

The completion and return of the New Court Meeting Proxy Form will not preclude a Disinterested Scheme Shareholder from attending and voting in person at the adjourned Court Meeting or any further adjournment thereof and in such event, the New Court Meeting Proxy Form will be revoked by operation of law.

Where there are joint holders of any Disinterested Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Disinterested Share as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the adjourned 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, 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.

In the case of a Disinterested Scheme Shareholder which is a corporation, the Disinterested Scheme Shareholder may by its seal or under the hand of an attorney or a duly authorised officer authorise such person as it thinks fit to act as its corporate representative at the adjourned Court Meeting and exercise the same powers on behalf of the corporate Disinterested Scheme Shareholder as if the corporate Disinterested Scheme Shareholder was an individual Disinterested Scheme Shareholder of the Company.

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 (which shall include any adjourned meeting thereof) and has directed the chairman of the Court Meeting (or any adjournment thereof) to report the results of the Court Meeting (or any adjournment thereof) 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 Scheme Document.

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

Dated 5 May 2023

Registered Office:
P.O. Box 31119, Grand Pavilion
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Cayman Islands

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

Notes:

1. A New Court Meeting Proxy Form is enclosed with this notice.
2. The register of members of the Company will be closed from Thursday, 25 May 2023 to Friday, 2 June 2023 (both days inclusive), during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the adjourned Court Meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 24 May 2023.
3. The English text of this notice of adjourned Court Meeting shall prevail over the Chinese text in case of inconsistency.
4. 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 adjourned Court Meeting, the adjourned Court 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.
5. 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 are Mr. Ming Zaiyuan, Mr. Yan Danhua, and Mr. Zhang Jianbing; the non-executive Director is Mr. Huang Min; and the independent non-executive Directors are Mr. Tai Kwok Leung Alexander, Dr. Liu Xiaofeng and Dr. Yang Ruizhao.