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**LIMING HOLDING LIMITED**  
**香港利明控股有限公司**  
*(Incorporated in Hong Kong with limited liability)*

**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)**

## **JOINT ANNOUNCEMENT**

**(1) CONDITIONAL PROPOSAL FOR THE PRIVATISATION OF  
AAG ENERGY HOLDINGS LIMITED BY THE OFFEROR  
BY WAY OF A SCHEME OF ARRANGEMENT  
(UNDER SECTION 86 OF THE COMPANIES ACT)**

**(2) EFFECTIVE DATE OF THE SCHEME**

**(3) WITHDRAWAL OF LISTING**

**AND**

**(4) DESPATCH OF CHEQUES**

*Joint Financial Advisers to the Offeror*

 **信達國際**  
CINDA INTERNATIONAL  
**CINDA INTERNATIONAL  
CAPITAL LIMITED**

 **華融國際融資有限公司**  
HUARONG INTERNATIONAL CAPITAL LIMITED  
**HUARONG INTERNATIONAL  
CAPITAL LIMITED**

*Financial Adviser to the Company*

 **中國銀河國際**  
CHINA GALAXY INTERNATIONAL  
**CHINA GALAXY INTERNATIONAL SECURITIES  
(HONG KONG) CO., LIMITED**

*Independent Financial Adviser to the Independent Board Committee*

 **SOMERLEY CAPITAL LIMITED**  
**SOMERLEY CAPITAL LIMITED**

Reference is made to (i) the scheme document dated 29 March 2023 jointly issued by Liming Holding Limited (the “**Offeror**”) and AAG Energy Holdings Limited (the “**Company**”) in relation to, among other things, the conditional proposal for the privatisation of the Company by the Offeror by way of a scheme of arrangement under Section 86 of the Companies Act (the “**Scheme Document**”); (ii) the announcement dated 5 May 2023 jointly issued by the Offeror and the Company in relation to, among other things, the change of date of the Court Meeting and the EGM; (iii) the announcement dated 2 June 2023 jointly issued by the Offeror and the Company in relation to, among other things, the results of the adjourned Court Meeting and the adjourned EGM; and (iv) the announcement dated 10 July 2023 jointly issued by the Offeror and the Company in relation to, among other things, the sanction of the Scheme by the Grand Court (the “**Sanction Announcement**”). Unless the context requires otherwise, capitalised terms used herein shall bear the same meanings as defined in the Scheme Document.

## **EFFECTIVE DATE OF THE SCHEME**

As at the date of the Sanction Announcement, the Scheme was sanctioned without modification by the Grand Court at the petition hearing held at 10:00 a.m. on Friday, 7 July 2023 (Cayman Islands time). The reduction of the issued share capital of the Company by the cancellation and extinguishment of the Scheme Shares (the “**Reduction**”) was also confirmed by the Grand Court on the same day at the same hearing.

A sealed copy of the order of the Grand Court sanctioning the Scheme under section 86 of the Companies Act and confirming the Reduction (the “**Order**”) was delivered to the Registrar of Companies in the Cayman Islands for registration (the “**Registration**”) on Tuesday, 11 July 2023 (Cayman Islands time). Notice of the registration by the Registrar of Companies in the Cayman Islands of the Order confirming the reduction of the issued share capital of the Company and the annexure thereto shall be published once in the first available Cayman Islands Gazette, and once in the one English language newspaper circulated in Hong Kong, namely “The Standard”, and once in one Chinese language newspaper circulated in Hong Kong, namely “Sing Tao Daily” within 14 days of such registration.

After the Registration, all of the Conditions as set out in the section headed “Conditions of the Proposal” in the Explanatory Memorandum of the Scheme Document have been fulfilled. Accordingly, the Scheme became effective on Tuesday, 11 July 2023 (Cayman Islands time).

## **WITHDRAWAL OF THE LISTING OF THE SHARES**

The withdrawal of the listing of the Shares on the Stock Exchange will become effective from 9:00 a.m. on Wednesday, 12 July 2023.

## DESPATCH OF CHEQUES

Cheques for entitlements to the Scheme Shareholders will be despatched by ordinary post at the risk of the recipients to their respective addresses shown in the register of members of the Company as at the Scheme Record Date on or before Thursday, 20 July 2023.

By the sole director of  
**Liming Holding Limited**  
**Huang Min**  
Director

By order of the Board  
**AAG Energy Holdings Limited**  
**Zhang Jianbing**  
Executive Director

Hong Kong, 12 July 2023

*As at the date of this joint announcement, the sole director of the Offeror is Mr. Huang Min.*

*The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Directors (other than himself) in their capacity as such) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As of the date of this joint announcement, the executive directors of Xinjiang Xintai are Mr. Ming Zaiyuan, Mr. Zhang Shu, Mr. Zhang Xinlong and Mr. Chen Jianxin and the independent directors of Xinjiang Xintai are Mr. Wen Xiaojun, Mr. Huang Jian and Mr. Liao Zhongxin.*

*The directors of Xinjiang Xintai jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Directors (other than Mr. Ming Zaiyuan) in their capacity as such) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As of the date of this joint announcement, 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.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the sole director of the Offeror in his capacity as such) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*