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## **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)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Notice is hereby given that** an extraordinary general meeting (the “**EGM**”) of AAG Energy Holdings Limited (the “**Company**”) will be held at Aberdeen Room, JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong at 11:00 a.m. or immediately after the conclusion of the annual general meeting of the Company on Tuesday, May 9, 2017 for the purposes of considering and, if thought fit, passing (with or without amendments) the following purposes:

1. To consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

**“THAT:**

- (a) the conditional grant of 4,028,976 restricted share units (“**RSU(s)**”) to Dr. Stephen Xiangdong Zou (the chairman of the Board and an executive director of the Company (the “**Director(s)**”), in accordance with the terms of the post-IPO RSU scheme of the Company (the “**Post-IPO RSU Scheme**”) and subject to all applicable laws, rules, regulations and the applicable award document(s), is hereby approved and confirmed;
- (b) the conditional grant of 450,000 RSUs to Mr. Yaowen Wu (an independent non-executive Director), in accordance with the terms of the Post-IPO RSU Scheme and subject to all applicable laws, rules, regulations and the applicable award document(s), is hereby approved and confirmed;
- (c) the conditional grant of 450,000 RSUs to Mr. Robert Ralph Parks (an independent non-executive Director), in accordance with the terms of the Post-IPO RSU Scheme and subject to all applicable laws, rules, regulations and the applicable award document(s), is hereby approved and confirmed;

- (d) the conditional grant of 450,000 RSUs to Mr. Fredrick J. Barrett (an independent non-executive Director), in accordance with the terms of the Post-IPO RSU Scheme and subject to all applicable laws, rules, regulations and the applicable award document(s), is hereby approved and confirmed;
- (e) the conditional grant of 450,000 RSUs to Mr. Stephen Cheuk Kin Law (an independent non-executive Director), in accordance with the terms of the Post-IPO RSU Scheme and subject to all applicable laws, rules, regulations and the applicable award document(s), is hereby approved and confirmed;
- (f) the conditional grant of 5,077,957 RSUs to Mr. Jing Li (the chief executive officer of the Company and the president of the Company), in accordance with the terms of the Post-IPO RSU Scheme and subject to all applicable laws, rules, regulations and the applicable award document(s), is hereby approved and confirmed; and
- (g) any one or more of the Directors be and is/are hereby authorized to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the RSU Grants and the transactions contemplated thereunder, including but not limited to the issue and allotment of the Shares pursuant to the Post-IPO RSU Scheme, is hereby approved and confirmed.”

By Order of the Board  
**AAG Energy Holdings Limited**  
**Stephen Xiangdong Zou**  
*Chairman and Executive Director*

Hong Kong, April 19, 2017

*Notes:*

1. All resolutions at the EGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.aagenergy.com](http://www.aagenergy.com)) in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at EGM is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
3. In the 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 the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time

appointed for the holding of the EGM or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, May 4, 2017 to Tuesday, May 9, 2017, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of Shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17F., Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, May 2, 2017.
6. In the event of inconsistency, the English text of this notice shall prevail over the Chinese text.
7. As at the date of this notice, the executive Director is Dr. Stephen Xiangdong Zou; the non-executive Directors are Mr. Peter Randall Kagan, Mr. Gordon Sun Kan Shaw, Mr. Zhen Wei, Mr. Lei Jin, Dr. Guiyong Cui and Mr. Saurabh Narayan Agarwal; and the independent non-executive Directors are Mr. Yaowen Wu, Mr. Robert Ralph Parks, Mr. Stephen Law Cheuk Kin and Mr. Fredrick J. Barrett.