

*Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated June 11, 2015 (the “**Prospectus**”) issued by AAG Energy Holdings Limited.*

This announcement is for information purposes only and does not constitute an invitation or an offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Offer Shares.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia).

*This announcement is not an offer to sell, or a solicitation of an offer to buy or subscribe for any securities (the “**Shares**”) of the Company in the United States or in any other jurisdictions. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) or any state securities laws of the United States, and may not be offered or sold in the United States except pursuant to an effective registration statement or in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.*

*In connection with the Global Offering, China International Capital Corporation Hong Kong Securities Limited (the “**Stabilizing Manager**”), its affiliates or any person acting for it, as stabilizing manager, on behalf of the Underwriters, may, to the extent permitted by applicable laws of Hong Kong or elsewhere, over-allot or effect transactions with a view to stabilizing or maintaining the market price of the Shares at a level higher than that which might otherwise prevail for a limited period beginning on the Listing Date and expected to end on the 30th day after the last day for lodging of applications under the Hong Kong Public Offering. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it to conduct any such stabilizing action, which, if commenced, will be done at the absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).*

*Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, 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 announcement.*

Potential investors should be aware that stabilizing actions cannot be taken to support the price of the Shares for longer than the stabilization period which will begin on the Listing Date and is expected to expire on the 30th day after the last date for lodging of applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken and demand for the Shares and the price of the Shares could fall.



AAG Energy Holdings Limited

亞美能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

- Number of Offer Shares under the Global Offering** : 761,400,000 Shares (comprising 666,160,920 new Shares being offered by us and 95,239,080 Shares being offered by the Selling Shareholder, subject to the Over-allotment Option)
- Number of Hong Kong Offer Shares** : 76,140,000 Shares (subject to adjustment)
- Number of International Offer Shares** : 685,260,000 Shares, (comprising 590,020,920 new Shares being offered by us and 95,239,080 Shares being offered by the Selling Shareholder, subject to adjustment and the Over-allotment Option)
- Maximum Offer Price** : HK\$3.70 per Offer Share, plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
- Nominal value** : US\$0.0001 per Share
- Stock code** : 2686

Joint Global Coordinators and Joint Sponsors



Joint Bookrunners



Joint Lead Managers



Application has been made by the Company to the Listing Committee of the Stock Exchange for the granting approval for the listing of, and permission to deal in, the Shares in issue, the Additional Shares and Shares to be issued by the Company pursuant to the Capitalization Issue and the Global Offering (including any Shares which may be allotted and issued upon the exercise of any options granted under the Pre-IPO Share Option Scheme and any Shares which may be issued pursuant to the RSUs granted under the Post-IPO RSU Scheme).

The Global Offering comprises of the Hong Kong Public Offering of initially 76,140,000 Shares (subject to adjustment) and the International Offering of initially 685,260,000 Shares (subject to adjustment and the Over-allotment Option), representing 10% and 90% of the total number of Shares initially being offered under the Global Offering, respectively. Please refer to the section headed “Structure of the Global Offering” in the Prospectus for more details.

Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Tuesday, June 23, 2015, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Tuesday, June 23, 2015. In connection with the Global Offering, the Over-allotment Option Grantors are expected to grant the Over-allotment Option to the International Underwriters, exercisable by the Joint Global Coordinators at their sole and absolute discretion on behalf of the International Underwriters, to require the Over-allotment Option Grantors to sell and transfer up to 114,210,000 Over-allotment Shares, representing 15% of the initial Offer Shares, at the same price per Offer Share under the International Offering, to cover, among other things, over-allocations in the International Offering, if any. In the event that the Over-allotment Option is exercised, an announcement will be made by the Company on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.aagenergy.com.

The Offer Price will not be more than HK\$3.70 per Share and is expected to be not less than HK\$3.00 per Share. Applicants under the Hong Kong Public Offering are required to pay, on application, the maximum price of HK\$3.70 per Offer Share in addition to the brokerage, SFC transaction levy and the Stock Exchange trading fee payable on each Offer Share, equal to a total of HK\$3,737.29 for one board lot of 1,000 Shares.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related Application Forms and the designated website (www.eipo.com.hk) for the White Form eIPO.

Applicants who would like to have the allotted Hong Kong Offer Shares registered in their own names should (i) complete and sign the **WHITE** Application Forms; or (ii) submit applications online through the designated website of the **White Form eIPO** Service Provider at www.eipo.com.hk under the **White Form eIPO** service. Applicants who would like to have the allotted Hong Kong Offer Shares registered in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their designated CCASS Participants’ stock accounts or their CCASS Investor Participant stock accounts should (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, June 11, 2015 until 12:00 noon on Tuesday, June 16, 2015 from:

- the following address of the Hong Kong Underwriters:

China International Capital Corporation Hong Kong Securities Limited	29th Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong
The Hongkong and Shanghai Banking Corporation Limited	1 Queen's Road Central, Hong Kong
Credit Suisse (Hong Kong) Limited	Level 88, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong

or

- any of the branches and sub-branches of the following receiving banks:

Standard Chartered Bank (Hong Kong) Limited

	Branch Name	Address
Hong Kong Island	88 Des Voeux Road Branch	88 Des Voeux Road Central, Central
	Hennessy Road Branch	399 Hennessy Road, Wanchai
	Quarry Bay Branch	G/F, Westlands Gardens, 1027 King's Road, Quarry Bay
	North Point Centre Branch	Shop G, G/F, North Point Centre, 284 King's Road, North Point
	Aberdeen Branch	Shop 4A, G/F and Shop 1, 1/F, Aberdeen Centre Site 5, No. 6-12 Nam Ning Street, Aberdeen

	Branch Name	Address
Kowloon	Kwun Tong Branch	G/F, 414 Kwun Tong Road, Kowloon
	Mongkok Branch	Shop B, G/F, 1/F & 2/F, 617–623 Nathan Road, Mongkok
	Tsimshatsui Branch	G/F, 8A-10 Granville Road, Tsimshatsui
	68 Nathan Road Branch	Basement, Shop B1, G/F Golden Crown Court, 66–70 Nathan Road, Tsimshatsui
	Mei Foo Stage I Branch	G/F, 1C Broadway, Mei Foo Sun Chuen Stage I, Lai Chi Kok
New Territories	Metroplaza Branch	Shop No. 175–176, Level 1, Metroplaza, 223 Hing Fong Road, Kwai Chung
	Tsuen Wan Branch	Shop C, G/F & 1/F, Jade Plaza, 298 Sha Tsui Road, Tsuen Wan
	Tai Po Branch	G/F Shop No. 2, 23–25 Kwong Fuk Road, Tai Po Market, Tai Po

Bank of Communications Co., Ltd. Hong Kong Branch

	Sub-Branch Name	Address
Hong Kong Island	Central District Sub-Branch	G/F., Far East Consortium Building, 125A Des Voeux Road C., Central
	Taikoo Shing Sub-Branch	Shop 38, G/F., CityPlaza 2, 18 Taikoo Shing Road
Kowloon	Cheung Sha Wan Plaza Sub-Branch	Unit G04, Cheung Sha Wan Plaza, 833 Cheung Sha Wan Road
	Mongkok Sub-Branch	Shops A & B, G/F., Hua Chiao Commercial Centre, 678 Nathan Road

	Sub-Branch Name	Address
New Territories	Tseung Kwan O Sub-Branch	Shop 253–255, Metro City Shopping Arcade, Phase I, Tseung Kwan O
	Sheung Shui Sub-Branch	Shops 1010–1014, G/F., Sheung Shui Centre Shopping Arcade, Sheung Shui

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, June 11, 2015 till 12:00 noon on Tuesday, June 16, 2015 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have such Application Forms and copies of the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in all respects in accordance with the instructions printed thereon, to which a cheque or banker's cashier order payable to Horsford Nominees Limited — AAG Energy Public Offer should be securely stapled, should be deposited in the special collection boxes provided at any of the branches and sub-branches of the receiving bank referred to above on the following dates during the following times:

Thursday, June 11, 2015 — 9:00 a.m. to 5:00 p.m.
Friday, June 12, 2015 — 9:00 a.m. to 5:00 p.m.
Saturday, June 13, 2015 — 9:00 a.m. to 1:00 p.m.
Monday, June 15, 2015 — 9:00 a.m. to 5:00 p.m.
Tuesday, June 16, 2015 — 9:00 a.m. to 12:00 noon

Applicants applying by means of **White Form eIPO** may submit your application through the designated website at www.eipo.com.hk (24 hours daily, except on the last application day) from 9:00 a.m. on Thursday, June 11, 2015 until 11:30 a.m. on Tuesday, June 16, 2015 and the latest time for completing full payment of the application monies in respect of such application will be 12:00 noon on Tuesday, June 16, 2015 or such later time as described in the section headed “How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, June 11, 2015 until 12:00 noon on Tuesday, June 16, 2015 and the latest time for completing full payment of the application monies in respect of such application will be 12:00 noon on Tuesday, June 16, 2015 or such later date as may apply in case of certain bad weather conditions as described in the section headed “How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

Please refer to the “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” sections in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish an announcement on the final Offer Price, the level of indication of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares under the Hong Kong Public Offering (i) in the South China Morning Post (in English); (ii) in the Hong Kong Economic Times (in Chinese); (iii) on the Company’s website (www.aagenergy.com) and (iv) on the website of the Stock Exchange (www.hkexnews.hk) on Monday, June 22, 2015.

Results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be made available in the manners described in the section headed “How to Apply for Hong Kong Offer Shares — 11. Publication of Results” in the Prospectus from Monday, June 22, 2015.

The Company will not issue temporary documents of title or receipt for application fees received. Share certificates will only become valid certificates of title at 8:00 a.m. on Tuesday, June 23, 2015 provided that the Global Offering has become unconditional in all respects and the right of termination described in the section headed “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination” in the Prospectus has not been exercised. Dealings in the Offer Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, June 23, 2015. The Offer Shares will be traded in board lots of 1,000 Shares each under the Company’s stock code 2686.

By order of the Board of Directors
AAG Energy Holdings Limited
Stephen Xiangdong ZOU
Chairman and Executive Director

Hong Kong, June 11, 2015

As at the date of this announcement, the Board of Directors of the Company comprises of: Dr. Stephen Xiangdong ZOU as Executive Director; Mr. Peter Randall KAGAN, Mr. Gordon Sun Kan SHAW, Mr. Zhen WEI, Mr. Zhijie ZENG, Mr. Lei JIN, Dr. Guiyong CUI and Dr. Bo BAI as Non-Executive Directors; Mr. Yaowen WU, Mr. Robert Ralph PARKS, Dr. Tin Yau Kelvin WONG and Mr. Fredrick J. BARRETT as Independent Non-Executive Directors.