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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)

**ANNOUNCEMENT
PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE**

This announcement is made by AAG Energy Holdings Limited (the “**Company**”) pursuant to Rule 3.8 of The Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

References are made to (i) the announcements of Liming Holding Limited (the “**Offeror**”) dated 9 April 2018, 9 May 2018, 14 May 2018, 30 May 2018, 21 June 2018, 28 June 2018 and 5 July 2018 and the offer document of the Offeror dated 5 July 2018 (the “**Offer Document**”) and (ii) the announcements of the Company dated 9 May 2018, 5 June 2018 and 10 July 2018. Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the Offer Document.

UPDATE ON THE NUMBER OF RELEVANT SECURITIES OF THE COMPANY

The Board wishes to announce that 129,858 RSUs granted under the RSU Scheme were lapsed on 11 July 2018.

As at the date hereof, there were 3,352,221,555 Shares in issue, 198,659,683 outstanding share options under the Share Option Scheme and 39,909,669 outstanding RSUs under the RSU Scheme. Save as aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in issue as at the date of this announcement.

DISCLOSURE OF DEALINGS

In accordance with Rule 3.8 of the Takeovers Code, the associates (as defined in the Takeovers Code and including a person who owns or controls 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code)) are reminded to disclose their dealings in any securities of the Company pursuant to the Takeovers Code. The full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

WARNING: Shareholders and potential investors should exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

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

Hong Kong, 12 July 2018

As of the date of this announcement, 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 Cheuk Kin Law and Mr. Fredrick J. Barrett.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.