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ASIA ENERGY LOGISTICS GROUP LIMITED

亞洲能源物流集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 351)

**(1) POLL RESULTS OF THE GENERAL MEETING
HELD ON 15 AUGUST 2019;**

(2) SHARE CONSOLIDATION;

**(3) ADJUSTMENTS TO THE EXERCISE PRICE AND THE NUMBER
OF CONSOLIDATED SHARES TO BE ISSUED UPON EXERCISE OF
THE OPTIONS GRANTED UNDER THE SHARE OPTION SCHEMES;
AND**

**(4) ADJUSTMENTS TO THE CONVERSION PRICE AND THE
NUMBER OF CONSOLIDATED SHARES TO BE ISSUED UPON
CONVERSION OF THE EXISTING CONVERTIBLE BONDS**

The Board announces that all the Resolutions set out in the notice of the General Meeting were duly passed by the Shareholders as ordinary resolutions of the Company by way of poll.

Upon the Share Consolidation becoming effective on 19 August 2019, there will be adjustments to (i) the exercise price of the outstanding Options and number of Consolidated Shares to be issued upon exercise of the subscription rights attaching to the outstanding Options; and (ii) the conversion price of the Existing Convertible Bonds and the number of Consolidated Shares to be issued upon conversion of the Existing Convertible Bonds.

Reference is made to the circular of Asia Energy Logistics Group Limited (the “**Company**”) dated 26 July 2019 (the “**Circular**”) in relation to the grant of Options; proposed Share Consolidation; and placing of Convertible Bonds under Specific Mandate. Unless otherwise defined in this announcement, terms used herein shall have the same meanings as those defined in the Circular.

(1) POLL RESULTS OF THE GENERAL MEETING HELD ON 15 AUGUST 2019

The Board announces that at the General Meeting, all the resolutions set out in the notice of the General Meeting (the “**Resolutions**”) were duly passed by the Shareholders as ordinary resolutions of the Company by way of poll and the results are as follows:

ORDINARY RESOLUTIONS		No. of Votes (%)	
		For	Against
1.	To approve the grant of Options to Mr. Liang Jun under the Share Option Scheme (2018).	677,977,554 (99.9999%)	40 (0.0001%)
2.	To approve the grant of Options to Mr. Fu Yongyuan under the Share Option Scheme (2018).	677,977,554 (99.9999%)	40 (0.0001%)
3.	To approve the grant of Options to Mr. Wu Jian under the Share Option Scheme (2018).	677,977,554 (99.9999%)	40 (0.0001%)
4.	To approve the grant of Options to Mr. Yu Baodong under the Share Option Scheme (2018).	677,977,554 (99.9999%)	40 (0.0001%)
5.	To approve the Share Consolidation.	677,977,554 (99.9999%)	40 (0.0001%)
6.	To approve, confirm and ratify the Placing Agreement and the placing of Convertible Bonds and grant to the Directors the Specific Mandate to allot and issue the Placing Shares pursuant to the terms and conditions of the Placing Agreement.	677,977,554 (99.9999%)	40 (0.0001%)

As at the date of the General Meeting, the total number of issued Shares of the Company was 2,479,876,223, which was also the total number of Shares in issue entitling the Shareholders to attend and vote for or against all the Resolutions at the General Meeting. As stated in the Circular, Conditional Grantees and their respective associates are required to abstain from voting on the resolutions for approving the grant of Options. None of the Conditional Grantees has any shareholding in the Company as at the date of the General Meeting. In addition, there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolutions at the General Meeting as set out in Rule 13.40 of the Listing Rules.

Save as disclosed above, there were no Shareholders who have stated their intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the General Meeting.

The Company’s share registrar, Tricor Secretaries Limited, acted as the scrutineer for the vote-taking at the General Meeting.

(2) SHARE CONSOLIDATION

As at the date of this announcement, 2,479,876,223 Existing Shares have been allotted and issued, and are fully paid or credited as fully paid. Upon the Share Consolidation becoming effective on 19 August 2019, there will be 495,975,244 Consolidated Shares in issue.

Fractional Entitlement to Consolidated Shares

Fractional Consolidated Shares, if any, will be disregarded and will not be issued to Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Shareholders who are concerned about losing out on any fractional entitlement are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser and may wish to consider the possibility of buying or selling the Existing Shares in a number sufficient to make up an entitlement to receive a whole number of Consolidated Shares.

Odd Lots Trading Arrangement

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company has appointed Get Nice Securities Limited as an agent to arrange for matching service on a best efforts basis regarding the sale and purchase of odd lots of the Consolidated Shares from 2 September 2019 to 20 September 2019 (both days inclusive) to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Shareholders should note that matching of the sale and purchase of odd lots of the Consolidated Shares is on a “best effort” basis and successful matching of the sale and purchase of such odd lots is not guaranteed. The Company will bear the costs relating to the matching of sale and purchase of odd lots of the Consolidated Shares.

Any Shareholder who is in any doubt about the odd lot arrangement is recommended to consult his/her/its own professional advisers. Shareholders of odd lots of the Consolidated Shares or to top up to board lot size may contact Mr. Jaime Leung of Get Nice Securities Limited at (852) 29708105 or at 10/F, Cosco Tower, Grand Millennium Plaza, 183 Queen’s Road Central, Hong Kong.

Exchange of Share Certificates

Upon the Share Consolidation becoming effective on 19 August 2019, Shareholders may, on or after 19 August 2019 and until 24 September 2019 (both days inclusive), submit their share certificates for the Existing Shares (in purple colour) to the share registrar of the Company, Tricor Secretaries Limited at Level 54 Hopewell Centre, 183 Queen's Road East, Hong Kong, to exchange, at the expense of the Company, for new share certificates of the Consolidated Shares (in blue colour). Thereafter, the share certificates of Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation, whichever the number of certificates cancelled/issued is higher. After the close of business on 24 September 2019, share certificates for the Existing Shares will only remain effective as documents title and may be exchanged for share certificates for Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

(3) ADJUSTMENTS TO THE EXERCISE PRICE AND THE NUMBER OF CONSOLIDATED SHARES TO BE ISSUED UPON EXERCISE OF THE OPTIONS GRANTED UNDER THE SHARE OPTION SCHEMES

Share Option Scheme (2008)

As at the date of this announcement, there were 111,150,271 outstanding Options granted under the Share Option Scheme (2008) entitling the holders thereof to subscribe for 111,150,271 Existing Shares. Upon the Share Consolidation becoming effective on 19 August 2019, the exercise price and the number of Consolidated Shares to be allotted and issued upon exercise of the outstanding Options will be adjusted in accordance with Rule 17.03(13) of the Listing Rules and terms of the Share Option Scheme (2008) as follows:

Immediately before the Share Consolidation becoming effective		Immediately after the Share Consolidation becoming effective	
Exercise price of Option	Number of Existing Shares which may be issued upon exercise of the Options that had been granted and outstanding	Exercise price of Option	Number of Consolidated Shares which may be issued upon exercise of the Options that had been granted and outstanding
HK\$1.680	13,900,000	HK\$8.40	2,780,000
HK\$0.1432	97,250,271	HK\$0.716	19,450,054
	<u>111,150,271</u>		<u>22,230,054</u>

Share Option Scheme (2018)

Upon the ordinary resolutions approving the grant of Options to Mr. Liang, Mr. Fu, Mr. Wu and Mr. Yu for a total of 184,000,000 Existing Shares passed in the General Meeting, as at the date of this announcement, there were 493,325,244 outstanding Options granted under the Share Option Scheme (2018) entitling the holders thereof to subscribe for 493,325,244 Existing Shares. Upon the Share Consolidation becoming effective on 19 August 2019, the exercise price and the number of Consolidated Shares to be allotted and issued upon exercise of the outstanding Options will be adjusted in accordance with Rule 17.03(13) of the Listing Rules and terms of the Share Option Scheme (2018) as follows:

Immediately before the Share Consolidation becoming effective		Immediately after the Share Consolidation becoming effective	
Exercise price of Option	Number of Existing Shares which may be issued upon exercise of the Options that had been granted and outstanding	Exercise price of Option	Number of Consolidated Shares which may be issued upon exercise of the Options that had been granted and outstanding
HK\$0.0976	245,337,622	HK\$0.488	49,067,524
HK\$0.091	247,987,622	HK\$0.455	49,597,524
	<u>493,325,244</u>		<u>98,665,048</u>

Save for the adjustments above, all other terms and conditions of the outstanding Options granted by the Company under the Share Option Scheme (2008) and Share Option Scheme (2018) remain unchanged.

Mazars CPA Limited, the independent auditor of the Company, has reviewed and confirmed to the Directors in writing that the above adjustments are calculated in accordance with the terms of the Share Option Scheme (2008) and Share Option Scheme (2018) respectively and Rule 17.03(13) of the Listing Rules.

(4) ADJUSTMENTS TO THE CONVERSION PRICE AND THE NUMBER OF CONSOLIDATED SHARES TO BE ISSUED UPON CONVERSION OF THE EXISTING CONVERTIBLE BONDS

Existing Convertible Bonds

GIC Convertible Bonds

As at the date of this announcement, the GIC Convertible Bonds with the aggregate outstanding principal amount of HK\$100,000,000 entitled the bondholders to convert into 587,889,476 Existing Shares at the initial conversion price of HK\$0.1701 per Existing Share (subject to adjustments). Pursuant to the terms and conditions of the GIC Convertible Bonds, upon the Share Consolidation becoming effective on 19 August 2019, the conversion price of the GIC Convertible Bonds (subject to adjustments) and the number of Consolidated Shares to be issued upon conversion of the GIC Convertible Bonds will be adjusted as follows:

Immediately before the Share Consolidation becoming effective		Immediately after the Share Consolidation becoming effective	
Conversion price per Existing Share	Number of Existing Shares which may be issued upon conversion of the GIC Convertible Bonds	Conversion price per Consolidated Share	Number of Consolidated Shares which may be issued upon conversion of the GIC Convertible Bonds
HK\$0.1701	587,889,476	HK\$0.8505	117,577,895

Convertible Bonds Due 2021

As at the date of this announcement, the Convertible Bonds Due 2021 with the aggregate outstanding principal amount of HK\$18,000,000 entitled the bondholders to convert into 193,133,047 Existing Shares at the initial conversion price of HK\$0.0932 per Existing Share (subject to adjustments). Pursuant to the terms and conditions of the Convertible Bonds Due 2021, upon the Share Consolidation becoming effective on 19 August 2019, the conversion price of the Convertible Bonds Due 2021 (subject to adjustments) and the number of Consolidated Shares to be issued upon conversion of the Convertible Bonds Due 2021 will be adjusted as follows:

Immediately before the Share Consolidation becoming effective		Immediately after the Share Consolidation becoming effective	
Conversion price per Existing Share	Number of Existing Shares which may be issued upon conversion of the Convertible Bonds Due 2021	Conversion price per Consolidated Share	Number of Consolidated Shares which may be issued upon conversion of the Convertible Bonds Due 2021
HK\$0.0932	193,133,047	HK\$0.466	38,626,609

Save for the adjustments above, all other terms and conditions of Existing Convertible Bonds remain unchanged.

By Order of the Board
Asia Energy Logistics Group Limited
Liang Jun
Executive Director

Hong Kong, 15 August 2019

As at the date of this announcement, the executive directors of the Company are Mr. Liang Jun, Mr. Fu Yongyuan and Mr. Wu Jian; the non-executive director of the Company is Mr. Yu Baodong (Chairman); and the independent non-executive directors of the Company are Mr. Chan Chi Yuen, Mr. Wong Cheuk Bun and Mr. Wong Yin Shun.