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## **China CBM Group Company Limited**

**中國煤層氣集團有限公司**

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 8270)**

### **(1) POLL RESULTS OF THE SPECIAL GENERAL MEETING; (2) EFFECTIVE DATE OF THE SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE; AND (3) ADJUSTMENTS TO THE SHARE OPTIONS**

References are made to the circular (the “**Circular**”) of China CBM Group Company Limited (the “**Company**”) and the notice (the “**Notice**”) of the special general meeting (the “**SGM**”) of the Company, both dated 12 December 2022. Unless otherwise defined below, the terms used herein shall have the same meaning as those defined in the Circular and the Notice.

#### **POLL RESULTS OF THE SGM**

The Board is pleased to announce that at the SGM held on 3 January 2023, all the proposed resolutions as set out in the Notice were duly passed by the Shareholders by way of poll.

Ascenda Cachet CPA Limited was appointed as the scrutineer for the vote-taking at the SGM. All directors (the “**Directors**”) of the Company have attended the SGM in person or by way of electronic means.

As at the date of the SGM, the total number of issued Shares was 2,078,000,248 Shares, where the total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolutions no. 1 and no. 2 at the SGM were 2,078,000,248 Shares and 706,315,336 Shares, respectively. To the best of the Directors’ knowledge, information and belief, no Shareholder was entitled to attend and vote only against any resolutions at the SGM. Save for Mr. Wang and his associate, Jumbo Lane Investments Limited, who were required to abstain, and have abstained, from voting on resolution no. 2, to the best knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholder (i) was required under the GEM Listing Rules to abstain from voting on the resolutions at the SGM or (ii) has stated their intention in the Circular to vote against or to abstain from voting on the resolutions at the SGM.

The voting results in respect of the resolutions were as follows:

<b>ORDINARY RESOLUTIONS</b>		<b>Number of votes (approximate %)</b>	
		<b>FOR</b>	<b>AGAINST</b>
1.	To approve the Share Consolidation.	1,011,283,431 (100%)	0 (0%)
2.	To approve the Sale and Purchase Agreement and all transactions contemplated thereunder, including (i) the allotment and issue of Consideration Shares; (ii) the issue of the Convertible Bonds; and (iii) the grant of the Specific Mandate to allot and issue the Consideration Shares and the Conversion Shares.	51,840,002 (100%)	0 (0%)

The full text of the abovementioned resolutions proposed at the SGM were set out in the Circular and the Notice.

As more than 50% of the votes were cast in favour of each of the above resolutions, resolutions no. 1 to 2 were duly passed as ordinary resolutions of the Company.

### **EFFECTIVE DATE OF THE SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE**

Following the passing of the ordinary resolutions, the Board is pleased to announce that all the conditions of the Share Consolidation have been fulfilled as at 3 January 2023. The Share Consolidation will become effective on Thursday, 5 January 2023, upon which the board lot size of the Consolidated Shares for trading on the Stock Exchange will be changed from 40,000 Existing Shares to 10,000 Consolidated Shares. Dealing in the Consolidated Shares on the Stock Exchange will commence at 9:00 a.m. on Thursday, 5 January 2023.

Please refer to the Circular for the details, including the trading arrangement and the exchange of share certificates arising in connection with the Share Consolidation. Shareholders should note that upon the Share Consolidation and the change in board lot size becoming effective, the colour of the share certificates of the Company will be changed from red to yellow.

### **ODD LOTS ARRANGEMENT AND MATCHING SERVICES**

To facilitate the trading of odd lots of the Consolidated Shares, the Company has appointed Orient Securities Limited as its designated broker to provide matching services, on a best effort basis regarding the sale and purchase of odd lots of consolidated Shares from 9:00 a.m. on Thursday, 19 January 2023 to 4:00 p.m. on Monday, 13 February 2023 (both days inclusive). 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 should contact Mr. LAU Wai Man of Orient Securities Limited at Unit B, 8/F, Hip Shing Hong Centre, 55 Des Voeux Road Central, Hong Kong (telephone number: (852) 2123-2200) during the office hours of such period.

## ADJUSTMENTS TO THE SHARE OPTIONS

As at the date of this announcement, there were outstanding share options entitling the holders thereof to subscribe for up to an aggregate of 207,800,024 Existing Shares under the Share Option Scheme.

As a result of the Share Consolidation and in accordance with (1) the terms and conditions of the Share Option Scheme and (2) the GEM Listing Rules, immediately upon the Share Consolidation becoming effective on Thursday, 5 January 2023, the exercise price and the number of Consolidated Shares to be issued upon exercise of the outstanding share options under the Share Option Scheme will be adjusted as follows:

Date of grant	Before adjustment		After adjustment	
	Number of Existing Shares to be issued upon full exercise of the Share Options	Exercise price per Existing Share <i>HK\$</i>	Number of Consolidated Shares to be issued upon full exercise of the Share Options	Exercise price per Consolidated Share <i>HK\$</i>
7 April 2022	15,000,000	0.056	1,875,000	0.448
13 October 2022	192,800,024	0.057	24,100,003	0.456
	<u>207,800,024</u>		<u>25,975,003</u>	

In accordance with the terms and conditions of the Share Option Scheme, the above adjustments in relation to the Share Options will take effect on Thursday, 5 January 2023, being the effective date of the Share Consolidation. Save for the above adjustments, all other terms and conditions of the Share Options shall remain unchanged.

The Independent Financial Adviser, Silverbricks Securities Company Limited, has confirmed to the Board in writing that the adjustments made to the exercise prices of the Share Options and the number of Consolidated Shares to be issued upon the exercise of the Share Options are in accordance with (1) the terms of the Share Option Scheme; (2) Rule 23.03(13) of the GEM Listing Rules; and (3) the Supplementary Guidance and the Note Immediately After the Rule attached to the Frequently Asked Question No. 072-2020 issued by the Stock Exchange on 6 November 2020.

By order of the Board  
**China CBM Group Company Limited**  
**Wang Zhong Sheng**  
*Executive Director*

Hong Kong, 3 January 2023

*As at the date hereof, the executive Directors are Mr. Wang Zhong Sheng and Mr. Chang Jian, the non-executive Directors are Mr. Duan Shi Chuan, Mr. Liang Feng and Mr. Wang Chen, and the independent non-executive Directors are Mr. Lau Chun Pong, Mr. Xu Yuan Jian and Mr. Wang Zhi He.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for at least 7 days from the date of its publication and the website of the Company at <https://mediumir.com/c08270/en/index.php>.*