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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of China CBM Group Company Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) will be held at Conference Room, Main Building, Lizhuang Village, Jiafeng Town, Qinshui County, Jincheng City, Shanxi Province, the PRC on Monday, 6 March 2023 at 9:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon compliance by the Company with the relevant procedures and requirements under the laws of Bermuda and the bye-laws of the Company to effect the reduction of share premium account referred to below, and with effect from the first business day immediately following the day of passing of this special resolution or upon the day on which the above condition is fulfilled (whichever is the later) (the “**Effective Date**”):

- (a) the entire amount standing to the credit of the share premium account of the Company on the Effective Date be and is hereby reduced to nil (the “**Reduction**”);
- (b) the credit arising from the Reduction be entirely transferred to the contributed surplus account of the Company (the “**Contributed Surplus Account**”) within the meaning of the Companies Act 1981 of Bermuda (as amended);
- (c) any one director of the Company be and is hereby authorised to apply any credit balance of the Contributed Surplus Account to eliminate or to set off the accumulated losses of the Company as at the Effective Date and/or to apply the credit of the Contributed Surplus Account in such other manner as he/she considers appropriate as permitted by the bye-laws of the Company in effect from time to time and all applicable laws without further authorisation from the shareholders of the Company and all such actions in relation thereto be approved, confirmed and ratified; and

- (d) any one director of the Company be and is hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the Reduction.”

Yours faithfully,
By order of the Board
China CBM Group Company Limited
Wang Zhong Sheng
Chairman

Hong Kong, 9 February 2023

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place of business
in Hong Kong:*
Room 20, 19/F
Fortune Commercial Building
362 Sha Tsui Road
Tsuen Wan, Hong Kong

Notes:

1. Any member entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his/her/its stead. A proxy needs not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In the case of joint holders of any share, any one of such joint holders may vote, either in person or by proxy or in the case of a corporation by its duly authorised representative, in respect of such share at the SGM as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present in person or by proxy or in the case of a corporation by its duly authorised representative at the meeting, then one of the persons so present whose name stands first on the registers of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. For the purpose of determining the shareholders who are entitled to attend and vote at the meeting, the register of members of the Company will be closed from Thursday, 2 March 2023 to Monday, 6 March 2023 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the SGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 1 March 2023 (Hong Kong time).
4. In order to be valid, the form of proxy must be duly lodged at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with a power of attorney or other authority, if any, under which it is duly signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the SGM or any adjourned meeting.

5. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he so wish, and in such event, the form of proxy shall be deemed to be revoked.
6. As at the date of this notice, the executive directors of the Company are Mr. Wang Zhong Sheng and Mr. Chang Jian, the non-executive directors of the Company are Mr. Duan Shi Chuan, Mr. Wang Chen and Mr. Liang Feng and the independent non-executive directors of the Company are Mr. Lau Chun Pong, Mr. Wang Zhi He and Mr. Xu Yuan Jian.

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

This notice, 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 notice 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 notice misleading.

This notice will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at 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>.