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CENTRAL NEW ENERGY HOLDING GROUP LIMITED

中環新能源控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1735)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the extraordinary general meeting (the “**EGM**”) of **Central New Energy Holding Group Limited** (the “**Company**”) will be held at Unit 2102–03 & 10–12, 21/F, K. Wah Centre, 191 Java Road, North Point, Hong Kong on Wednesday, 20 December 2023 at 10:30 a.m., for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “THAT:

- (a) subject to and conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Subdivided Shares (as defined below) and (ii) the compliance with all relevant procedures and requirements under the laws of the Cayman Islands (where applicable) and the Rules Governing the Listing of Securities on the Stock Exchange to effect the Share Subdivision (as defined below), each of the issued and unissued ordinary shares of a par value of HK\$0.0025 each of the Company be and is hereby subdivided into four (4) ordinary shares of a par value of HK\$0.000625 each of the Company (the “**Subdivided Shares**”), and such Subdivided Shares shall rank *pari passu* with each other in all respects with, and have the same rights and privileges in respect of ordinary shares in accordance with the articles of association of the Company attaching thereto as, the shares of the Company in issue prior to the Share Subdivision (as defined below), with effect from the second business day immediately following the date on which this resolution is passed or the date on which the foregoing conditions of the Share Subdivision (as defined below) are fulfilled (whichever is later), being a day on which the Stock Exchange is open for business of dealing in securities (the “**Share Subdivision**”), such that immediately following the Share Subdivision becoming effective, the authorised share capital of the Company shall be changed from (i) HK\$50,000,000 divided into 20,000,000,000 ordinary shares of HK\$0.0025 each to (ii) HK\$50,000,000 divided into 80,000,000,000 ordinary shares of HK\$0.000625 each; and

- (b) any one director of the Company (“**Director**”) be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things as he/she in his/her absolute discretion consider to be necessary, desirable or expedient to implement and give effect to the Share Subdivision and the matters contemplated thereunder, including but not limited to, cancelling any existing share certificates and issuing new share certificates in respect of the Subdivided Shares to holders of the existing shares of the Company pursuant to the Share Subdivision.”

By Order of the Board
Central New Energy Holding Group Limited
Yu Zhuyun
*Chairman, Chief Executive Officer
and Executive Director*

Hong Kong, 30 November 2023

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman, in good faith, decides to allow a resolution relating purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). The results of the poll will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.centralenergy.cn) in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall on a poll be entitled to one vote for each share held by him/her.
3. The instrument appointing a proxy shall be in writing signed by the appointer or of his/her attorney duly authorised in writing, or if the appointer is a corporation, either under its seal or signed by an officer or attorney duly authorised.
4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for the EGM or the adjourned meeting (as the case may be).
5. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending and voting in person at the EGM or any adjournment thereof should he/she so wish and, in such event, the form of proxy shall be deemed to be revoked.
6. Where there are joint registered holders of any shares of the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said person as present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

7. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Friday, 15 December 2023 to Wednesday, 20 December 2023, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on Thursday, 14 December 2023.
8. If a tropical cyclone warning signal number 8 or above is hoisted or “extreme conditions” caused by a super typhoon or a black rainstorm warning signal is in force at any time after 7:00 a.m. on the date of the EGM, the EGM will be adjourned, changed or postponed in accordance with the articles of association of the Company. Further announcement(s) for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.
9. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the executive Directors are Mr. Yu Zhuyun (Chairman and Chief Executive Officer) and Mr. Li Menglin; the non-executive Directors are Mr. Qiao Xiaoge and Ms. Zhu Yujuan; and the independent non-executive Directors are Dr. Li David Xianglin, Mr. Wang Wenxing and Dr. Zhou Chunsheng.