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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: 08270)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**Meeting**”) of China CBM Group Company Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) will be held at Conference Room, Yixian Scientific and Industrial Zone, 2 Cuiming Road, Wuqing Development Area, Tianjin, PRC on 3 December 2015 (Thursday) at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution:

**ORDINARY RESOLUTION**

“**THAT**

- (a) the conditional sale and purchase agreement dated 12 October 2015 (the “**Agreement**”) (as supplemented by the supplemental sale and purchase agreement dated 6 November 2015) and entered into between Mr. Wang Zhong Sheng as vendor (the “**Vendor**” or “**Mr. Wang**”) and 山西陽城順泰能源發展有限公司 (Shanxi Province Yangcheng County Shuntai Energy Development Co., Ltd), a wholly owned subsidiary of the Company as purchaser (the “**Purchaser**” or “**Shanxi Yangcheng**”), pursuant to which, among other things, the Vendor shall sell and the Purchaser shall acquire (the “**Acquisition**”) the entire issued equity interest in 諾信(獻縣)機械工程材料有限公司 (Nuoxin (Xian County) Engineering Materials Company Limited\*) (the “**Target Company**”) (a copy of which has been produced to the Meeting marked “A” and initialed by the Chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Consideration Shares (as defined below) and the issue of the Convertible Bonds (as defined below) and the issue and allotment of the Conversion Shares (as defined below)) be and are hereby approved, confirmed and ratified;

- (b) the issue of the convertible bonds (the “**Convertible Bonds**”) in the principal amount of HK\$21,238,440 by the Company to the Vendor (or at his direction) to settle part of the consideration payable by the Purchaser under the Agreement in accordance with the terms and conditions of the Agreement and all transactions contemplated be and is hereby approved, confirmed and ratified;
- (c) the allotment and issue of new ordinary shares of HK\$0.01 each (the “**Conversion Shares**”) in the share capital of the Company at the initial conversion price of HK\$0.2256 per Conversion Share which may fall to be issued upon exercise of the conversion rights attaching to the Convertible Bonds to the relevant holder(s) of the Convertible Bonds be and are hereby approved, confirmed and ratified;
- (d) the allotment and issue of 178,004,166 new ordinary shares of HK\$0.01 each (the “**Consideration Shares**”) at the issue price of approximately HK\$0.2256 per Consideration Share by the Company to the Vendor (or at his direction) to settle part of the consideration payable by the Purchaser under the Agreement in accordance with the terms and conditions of the Agreement and all transactions contemplated be and is hereby approved, confirmed and ratified;
- (e) subject to The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consideration Shares and the Conversion Shares to be allotted and issued, the directors (the “**Directors**”) of the Company be and are hereby granted a specific mandate (the “**Specific Mandate**”) to allot and issue the Consideration Shares and the Conversion Shares to be allotted and issued upon the exercise of the conversion rights attaching to the Convertible Bonds pursuant to the Agreement. The Specific Mandate is in addition to, and shall not prejudice nor revoke any existing or such other general or special mandates which may from time to time be granted to the Directors prior to passing of this resolution; and
- (f) any of the Director be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents, instruments and agreements (whether under common seal or not) and to take all steps and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Agreement (as supplemented) and the transactions contemplated thereunder as he/she may in his/her absolute discretion consider

necessary, desirable or expedient to give effect to the Agreement (as supplemented) and the implementation of all transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.”

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

Hong Kong, 17 November 2015

*Registered office:*  
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Bermuda

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business in Hong Kong:*  
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Tsim Sha Tsui Centre  
66 Mody Road  
Tsim Sha Tsui  
Kowloon, Hong Kong

*Notes:*

1. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his/her stead. A proxy needs not be a member of the Company.
2. In order to be valid, the form of proxy must be duly lodged at the Company's branch registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, 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 meeting or any adjourned meeting.
3. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish, and in such event, the form of proxy shall be deemed to be revoked.

*As at the date of this announcement, the executive Directors are Mr. Wang Zhong Sheng and Mr. Fu Shou Gang, and the independent non-executive Directors are Mr. Luo Wei Kun, Ms. Pang Yuk Fong and Mr. Wang Zhi He.*