

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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)

RESULT OF THE SPECIAL GENERAL MEETING

The Board is pleased to announce that the resolution as set out in the Notice was duly passed by the Independent Shareholders by way of poll at the SGM held on 3 December 2015.

Reference is made to the circular incorporating the notice (the “**Notice**”) of the special general meeting (the “**SGM**”) of China CBM Group Company Limited (the “**Company**”) dated 17 November 2015 relating to the discloseable and connected transaction on the part of the Company relating to the Acquisition (the “**Circular**”). Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

RESULT OF THE SGM

At the SGM held on 3 December 2015, the proposed resolution as set out in the Notice was taken by poll. Crowe Horwath (HK) CPA Limited was appointed as the scrutineer at the SGM for the purpose of vote-taking.

As at the date of SGM, the total number of issued shares in the Company was 1,141,480,368 Shares, which was the total number of the Shares entitling the Shareholders to attend and vote for or against or abstain from voting on the proposed resolution set out in the notice of SGM.

As at the date of SGM and as stated in the Circular, Mr. Wang is the Chairman and an executive Director and he directly and indirectly interested in 216,235,817 Shares, representing approximately 18.94% of the entire issued share capital of the Company and therefore is also a substantial shareholder of the Company within the meaning of the GEM Listing Rules. As such, Mr. Wang is a connected person of the Company and the Acquisition constitutes a connected transaction of the Company under Chapter 20 of the GEM Listing Rules. Mr. Wang and his associates are required to abstain from voting in respect of the resolution(s) approving

the Agreement (as supplemented) and the transactions contemplated thereunder (including the allotment and issue of the Consideration Shares and the Conversion Shares) at the SGM and have been so abstained. Therefore, the total number of Shares held by the Independent Shareholders who were entitled to attend and vote for or against the ordinary resolution proposed at the SGM was 925,244,551.

Save for the aforesaid and to the best knowledge of the Company, as at the date of SGM, no other Shareholder has material interest in the Acquisition and therefore no other Shareholder is required to abstain from voting on the proposed resolution(s) approving the Agreement (as supplemented) and the transactions contemplated thereunder (including the allotment and issue of the Consideration Shares and the Conversion Shares) at the SGM. Save as disclosed above, to the best of the Directors' knowledge, information and belief, having made all reasonable enquires, there were no restrictions on any Shareholders to cast votes on the resolution at the SGM, and there were no Shares entitling the holder to attend and vote only against the resolution proposed at the SGM.

The Board is pleased to announce that the proposed resolution was duly passed by the Independent Shareholders by way of poll at the SGM. The poll result in respect of the resolution was as follows:

| Ordinary Resolution | Number of Votes (%) | |
|--|----------------------------|----------------|
| | For | Against |
| To approve, confirm and ratify the Agreement involving the Acquisition of the Target Company and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Consideration Shares and the issue of the Convertible Bonds (<i>Note</i>) | 71,480,000 (100%) | 0 (0%) |

Note: The full text of the resolution appears in the Notice of SGM dated 17 November 2015.

By order of the Board
China CBM Group Company Limited
WANG ZHONG SHENG
Executive Director

Hong Kong, 3 December 2015

As at the date hereof, 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.

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 Company Announcements” page of the GEM website for at least 7 days from the date of its posting.