

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China CBM Group Company Limited (the “**Company**”), you should at once forward this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

---

**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) PROPOSED GRANT OF GENERAL MANDATES  
TO ALLOT AND ISSUE NEW SHARES AND  
REPURCHASE BY THE COMPANY OF SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the annual general meeting of the Company to be held at Conference Room, Main Building, Lizhuang Village, Jiafeng Town, Qinshui County, Jincheng City, Shanxi Province, PRC on 16 June 2025 at 11 a.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

23 May 2025

---

## CHARACTERISTICS OF GEM

---

**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

---

# CONTENTS

---

	<i>Page</i>
<b>Characteristics of GEM</b> .....	i
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
Introduction .....	3
General Mandate and Repurchase Mandate .....	4
Re-election of Directors .....	5
AGM .....	6
Responsibility statement .....	6
Recommendation .....	7
General .....	7
Miscellaneous .....	7
<b>Appendix I – Explanatory statement for the Repurchase Mandate</b> .....	8
<b>Appendix II – Particulars of Directors for re-election</b> .....	12
<b>Notice of AGM</b> .....	16

---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held to consider and, if thought fit, approve, among other things, the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate and the proposed re-election of Directors
“Board”	the board of Directors from time to time
“Bye-laws”	the Bye-laws of the Company
“Company”	China CBM Group Company Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the issued Shares of which are listed on GEM
“close associate(s)”	has the meaning ascribed to this term under the GEM Listing Rules
“Director(s)”	the director(s) of the Company from time to time
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with new Shares not exceeding 20% of the number of issued Shares of the Company as at the date of passing of the relevant resolution granting of such general mandate by the Shareholders
“Group”	the Company and all of its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	19 May 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

---

## DEFINITIONS

---

“PRC”	the People’s Republic of China, which for the purpose of this circular only, shall exclude Hong Kong, Macau Special Administrative Region and Taiwan
“Registrar”	the branch registrar of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase up to a maximum of 10% of the number of issued Shares of the Company as at the date of passing of the relevant resolution granting of such repurchase mandate by the Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.08 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

---

## LETTER FROM THE BOARD

---

### 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)

*Executive Directors:*

Mr. Wang Zhong Sheng (*Chairman*)

Mr. Wang Chen

Mr. Chang Jian

Mr. Tan Ye Kai, Byron

Mr. Leung Chi Ho

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

*Non-Executive Director:*

Ms. Li Siliang

*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

*Independent non-executive Directors:*

Mr. Xu Yuan Jian

Mr. Lau Chun Pong

Mr. Wang Zhi He

23 May 2025

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES  
TO ALLOT AND ISSUE NEW SHARES AND  
REPURCHASE BY THE COMPANY OF SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

#### INTRODUCTION

At the forthcoming AGM, the resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate, and (ii) the re-election of Directors.

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate, the re-election of Directors and the notice of the AGM.

---

## LETTER FROM THE BOARD

---

### **GENERAL MANDATE AND REPURCHASE MANDATE**

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate and the Repurchase Mandate.

#### **General Mandate**

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with unissued Shares or underlying shares of the Company (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Bye-laws) or make or grant offers and/or agreements which might require the exercise of such power, of an aggregate amount of up to 20% of the number of the issued Shares (exclusive of treasury shares, if any) as at the date of granting of the General Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the General Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 390,450,669 Shares in issue. Subject to the passing of the resolutions for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 78,090,133 Shares.

#### **Repurchase Mandate**

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of up to 10% of the number of the issued Shares (exclusive of treasury shares, if any) as at the date of granting of the Repurchase Mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 39,045,066 Shares.

---

## LETTER FROM THE BOARD

---

The General Mandate (including the extended General Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate (including the extended General Mandate) and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act 1981 of Bermuda (as amended) or any applicable laws of Bermuda to be held; (iii) the revocation or variation of the General Mandate (including the extended General Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first (the “**Relevant Period**”).

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

The Company has no plan to issue new Shares under the General Mandate or repurchase Shares under the Repurchase Mandate as at the Latest Practicable Date. In the event of exercising the Repurchase Mandate, the Company intends to cancel the repurchased Shares under the Repurchase Mandate. The Company does not intend to hold the repurchased Shares as treasury Shares.

### RE-ELECTION OF DIRECTORS

According to Bye-law 84(1), at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years.

According to the Bye-laws, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting.

In accordance with the Bye-Laws, Mr. Wang Chen, Mr. Tan Ye Kai, Byron, Mr. Leung Chi Ho, Ms. Li Siliang and Mr. Xu Yuan Jian shall retire at the AGM and, being eligible, offer themselves for re-election.

At the AGM, ordinary resolutions will be proposed to re-elect each of Mr. Wang Chen, Mr. Tan Ye Kai, Byron, Mr. Leung Chi Ho as executive Director, Ms. Li Siliang as non-executive Director and Mr. Xu Yuan Jian as independent non-executive Director.

---

## LETTER FROM THE BOARD

---

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

The Board has duly considered the composition of the members of the Board. The Board has confirmed, Mr. Xu Yuan Jian does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders, and does not hold any interests of the Company in any form. Accordingly, the Board has reasonable belief that he is independent.

Each of the independent non-executive Director does not act as directors of seven or more listed companies. The Board believes that each of them can commit sufficient time to assume their respective director's duties.

### AGM

A notice convening the AGM to be held at Conference Room, Main Building, Lizhuang Village, Jiafeng Town, Qinshui County, Jincheng City, Shanxi Province, PRC on 16 June 2025 at 11 a.m. is set out on pages 16 to 20 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the granting of the General Mandate (including the extended General Mandate), the Repurchase Mandate and the re-election of Directors.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

### RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

---

## LETTER FROM THE BOARD

---

### RECOMMENDATION

The Directors consider the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate and the proposed re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully  
For and on behalf of the Board of  
**China CBM Group Company Limited**  
**WANG ZHONG SHENG**  
*Chairman*

*This Appendix I serves as an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM authorising the proposed Repurchase Mandate.*

*This explanatory statement contains all information pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules which is set out as follows:*

### **1. NUMBER OF SHARES WHICH MAY BE REPURCHASED**

Exercise in full of the Repurchase Mandate, on the basis of 390,450,669 Shares in issue as at the Latest Practicable Date, would result in 39,045,066 Shares (representing approximately 10% of the number of the issued Share as at the date of passing of the resolution), being repurchased by the Company during the period prior to the next annual general meeting of the Company following the passing of the resolution approving the Repurchase Mandate.

### **2. REASONS FOR PROPOSED REPURCHASE OF SHARES**

The Directors believe that it is in the interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on GEM. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share.

The Repurchase Mandate will only be exercised when the Directors believe that such purchases will benefit the Company and the Shareholders as a whole. The Directors have no present intention to repurchase any Shares.

### **3. SOURCE OF FUNDS**

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with its Bye-laws, the laws of Bermuda and the GEM Listing Rules. The laws of Bermuda provide that the amount of capital paid in connection with a repurchase of Shares may only be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the laws of Bermuda. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Shares are repurchased in the manner provided for in the laws of Bermuda. The Company will not purchase the Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

**4. EFFECT OF EXERCISING THE REPURCHASE MANDATE**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2024) in the event that the Repurchase Mandate is exercised in full at any time during the Relevant Period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

**5. DISCLOSURE OF INTERESTS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, any of their respective close associates (as defined in the GEM Listing Rules), has any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders at the AGM.

**6. DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Bye-laws, the GEM Listing Rules and the applicable laws of Bermuda.

**7. THE HONG KONG CODE ON TAKEOVERS AND MERGERS**

If, as a result of a repurchase of Shares, pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code.

As a result, a Shareholder, or a group of Shareholders acting in concert (within that term's meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or 32 of the Takeovers Code.

---

**APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**


---

As at the Latest Practicable Date, to the best knowledge of the Company, the following Shareholder(s) is/are interested in more than 10% of the number of the issued Shares then in issue. In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the total interests of such Shareholder(s) in the Shares would be increased to approximately the percentage set out in the last column as follows:

<u>Name of Shareholder(s)</u>	<u>Nature of Interest</u>	<u>Number of Shares</u>	<u>Approximate percentage of shareholding</u>	<u>Approximate percentage of shareholding if the Repurchase Mandate is exercised in full</u>
Wang Zhong Sheng	Interest of controlled corporation	2,264,812 (L)	0.58% <i>(Note 1)</i>	0.64%
	Beneficial owner	288,661,440 (L)	73.93% <i>(Note 2)</i>	82.14%
Zhao Xin	Interest of spouse	290,926,252 (L)	74.51% <i>(Note 3)</i>	82.78%

*(L) denotes long position*

*Notes:*

- Such shares are owned by Jumbo Lane Investments Limited.

Mr. Wang Zhong Sheng owns 100% interest in the issued share capital of Jumbo Lane Investments Limited and he is taken to be interested in the shares owned by Jumbo Lane Investments Limited pursuant to Part XV of the SFO (Chapter 571 of the Laws of Hong Kong).

- Mr. Wang Zhong Sheng is the beneficial owner of the 288,661,440 Shares. Mr. Wang Zhong Sheng also holds convertible bonds issued by the Company.
- Ms. Zhao Xin (the spouse of Mr. Wang Zhong Sheng) is deemed to be interested in her spouse's interest in the Company pursuant to the SFO.

Save as disclosed above, as at the Latest Practicable Date, no other person (other than the Directors or chief executive of the Company) had an interest or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under to section 336 of the SFO.

On the basis of the current shareholdings of the above Shareholders, an exercise of the Repurchase Mandate in full will not result in him/her becoming obliged to make a mandatory offer under Rule 26 or 32 of the Takeovers Code.

As at the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of any of the above Shareholder(s) or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

The Directors are not aware of any consequences which could arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate in full.

#### **8. NO PURCHASES OF SHARES BY THE COMPANY**

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the previous six months preceding the Latest Practicable Date.

#### **9. CORE CONNECTED PERSON**

No core connected persons (as defined in the GEM Listing Rules) has notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders at the AGM.

#### **10. SHARE PRICES**

The highest and lowest closing prices at which the Shares were traded on GEM during each of the previous twelve months were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2024</b>		
April	0.5	0.37
May	0.64	0.445
June	0.6	0.6
July	0.69	0.385
August	0.6	0.48
September	0.54	0.49
October	0.495	0.35
November	0.4	0.355
December	0.41	0.335
<b>2025</b>		
January	0.58	0.34
February	0.55	0.37
March	0.39	0.25
April	0.32	0.29
May (up to the Latest Practicable Date)	0.325	0.29

*Detail of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:*

**(1) Mr. Wang Chen (“Mr. Wang”)**

Mr. Wang, aged 39, was appointed as a non-executive Director on June 2019 and re-designated to an executive Director on 1 November 2024. Mr. Wang has previously studied in Tianjin Bohai Vocational Technical College (天津渤海化工職業技術學院). He has over 10 years of experience in corporate management. Mr. Wang is the son of the Chairman of the Company. Mr. Wang holds 250,000 Shares in person, representing approximately 0.06% of the issued share capital of the Company as at the Latest Practicable Date.

There was no service contract entered into between Mr. Wang and the Company in respect of the proposed length of services for the appointment of Mr. Wang as executive Director. Pursuant to the Bye-laws, Mr. Wang is subject to retirement by rotation and re-election at the annual general meetings of the Company. Mr. Wang shall be entitled to a remuneration of HK\$426,000 and a discretionary bonus which is commensurate with his duties and responsibilities as executive Director and the prevailing market situation. The remuneration of Mr. Wang has been reviewed by the remuneration committee of the Company.

Save as disclosed above, Mr. Wang does not hold any directorship in public companies of which the securities are listed on any securities market in Hong Kong or overseas in the last three years, or any other position in the Group. As at the Latest Practicable Date, save as disclosed above, Mr. Wang does neither have any other interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) nor any relationship with any Director, supervisor, senior management, chief executive or substantial shareholder or controlling shareholder of the Company for the purpose of the GEM Listing Rules.

**(2) Mr. Tan Ye Kai, Byron (“Mr. Tan”)**

Mr. Tan, aged 56, has been a director of Capital 9 Limited, which is a corporate finance adviser licensed by the Securities and Futures Commission (the “SFC”) to carry out Type 6 (Advising on Corporate Finance) regulated activities since 2021. Mr. Tan graduated from the Deakin University of Australia with a bachelor’s degree with major in information system and finance in 1993. He was admitted as a member of the Australian Society of Certified Public Accountants in 1995 and was qualified as a Chartered Financial Analyst of the CFA Institute in 1997.

Mr. Tan has over 25 years of experience in the investment banking and financial services industry and has gained all-round experience through working for both international and local financial firms including Carr Indosuez Asia Limited, Dao Heng Securities Limited, First Shanghai Securities Limited, Kingsway Financial Services Group Limited and Convoy Global Holdings Limited.

Mr. Tan and the Company have entered into a service contract for a term of 3 years commencing from 1 September 2024 in respect of the appointment of Mr. Tan as an executive Director. In accordance with the Bye-laws, the appointment of the Mr. Tan shall be effective from 1 September 2024 until the next annual general meeting of the Company and Mr. Tan shall then be eligible for re-election. Pursuant to the Bye-laws, Mr. Tan is subject to retirement by rotation and re-election at annual general meetings of the Company. Mr. Tan shall be entitled to a remuneration of HK\$3,500,000 and a discretionary bonus in accordance with his service agreement which is commensurate with his duties and responsibilities as executive Director and the prevailing market situation. The remuneration of Mr. Tan has been reviewed by the remuneration committee of the Company.

Save as disclosed above, Mr. Tan does not hold any directorship in public companies of which the securities are listed on any securities market in Hong Kong or overseas in the last three years, or any other position in the Group. As at the Latest Practicable Date, save as disclosed above, Mr. Tan does neither have any other interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) nor any relationship with any Director, supervisor, senior management, chief executive or substantial shareholder or controlling shareholder of the Company for the purpose of the GEM Listing Rules.

**(3) Mr. Leung Chi Ho (“Mr. Leung”)**

Mr. Leung, aged 46, joined the Company as finance manager in 2019. Mr. Leung graduated from the Swinburne University of Technology with a Bachelor of Business in Accounting degree. Mr. Leung has extensive experience in the fields of audit, internal control, accountancy, taxation and treasury.

Mr. Leung and the Company have entered into a service contract for a term of 3 years commencing from 1 November 2024 in respect of the appointment of Mr. Leung as an executive Director. In accordance with the Bye-laws, the appointment of the Mr. Leung shall be effective from 1 November 2024 until the next annual general meeting of the Company and Mr. Leung shall then be eligible for re-election. Pursuant to the Bye-laws, Mr. Leung is subject to retirement by rotation and re-election at annual general meetings of the Company. Mr. Leung shall be entitled to a remuneration of HK\$444,000 and a discretionary bonus for his positions within the Group which is commensurate with his duties and responsibilities as executive Director and other position within the Group and the prevailing market situation. The remuneration of Mr. Leung has been reviewed by the remuneration committee of the Company.

Save as disclosed above, Mr. Leung does not hold any directorship in public companies of which the securities are listed on any securities market in Hong Kong or overseas in the last three years, or any other position in the Group. As at the Latest Practicable Date, save as disclosed above, Mr. Leung does neither have any other interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) nor any relationship with any Director, supervisor, senior management, chief executive or substantial shareholder or controlling shareholder of the Company for the purpose of the GEM Listing Rules.

**(4) Ms. Li Siliang (“Ms. Li”)**

Ms. Li, aged 38, joined the Company as chief representative of the Company’s Beijing Office in 2023. Ms. Li holds a Bachelor’s degree in Human Resources by Beijing Institute of Petrochemical Technology. Ms. Li has extensive experience in human resources and administrative works with various corporations.

Ms. Li and the Company have entered into an appointment letter for a term of 3 years commencing from 1 November 2024 in respect of the appointment of Ms. Li as non-executive Director. In accordance with the Bye-Laws, the appointment of the Ms. Li shall be effective from 1 November 2024 until the next annual general meeting of the Company and Ms. Li shall then be eligible for re-election. Pursuant to the bye-laws of the Company, Ms. Li is subject to retirement by rotation and re-election at annual general meetings of the Company. Ms. Li shall be entitled to a remuneration of HK\$200,000 and a discretionary bonus for her positions within the Group which is commensurate with her duties and responsibilities as non-executive Director and her other position within the Group and the prevailing market situation. The remuneration of Ms. Li has been reviewed by the remuneration committee of the Company.

Save as disclosed above, Ms. Li does not hold any directorship in public companies of which the securities are listed on any securities market in Hong Kong or overseas in the last three years, or any other position in the Group. As at the Latest Practicable Date, save for holding 487,500 Shares of the Company, Ms. Li does neither have any other interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) nor any relationship with any Director, supervisor, senior management, chief executive or substantial shareholder or controlling shareholder of the Company for the purpose of the GEM Listing Rules.

**(5) Mr. Xu Yuan Jian (“Mr. Xu”)**

Mr. Xu, aged 51, was appointed as an independent non-executive Director on August 2019. Mr. Xu graduated from Beijing Normal University with a bachelor’s degree in Chemistry in 1994. He pursued the doctorate in the National University of Singapore from 1997 to 2000. Mr. Xu has years of working experience in research areas of organic chemical technology as well as in physiochemical treatment for organic pollutants.

There was no service contract entered between Mr. Xu and the Company in respect of the proposed length of services for the appointment of Mr. Xu as an independent non-executive Director. He is subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company and the Code. Mr. Xu’s emolument during his tenure of office as an independent non-executive Director (if any) shall be determined by the Board.

Save as disclosed above, Mr. Xu does not hold any directorship in public companies of which the securities are listed on any securities market in Hong Kong or overseas in the last three years, or any other position in the Group. As at the Latest Practicable Date, save as disclosed above, Mr. Xu does neither have any other interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) nor any relationship with any Director, supervisor, senior management, chief executive or substantial shareholder or controlling shareholder of the Company for the purpose of the GEM Listing Rules.

There is no other information relating to Mr. Wang Chen, Mr. Tan Ye Kai, Byron, Mr. Leung Chi Ho, Ms. Li Siliang and Mr. Xu Yuan Jian that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

---

## NOTICE OF AGM

---

### 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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of China CBM Group Company Limited (the “**Company**”) will be held at Conference Room, Main Building, Lizhuang Village, Jiafeng Town, Qinshui County, Jincheng City, Shanxi Province, PRC on 16 June 2025 at 11 a.m., for the following purposes:

1. to receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2024;
2.
  - (a) to re-elect Mr. Wang Chen as executive Director;
  - (b) to re-elect Mr. Tan Ye Kai, Byron as executive Director;
  - (c) to re-elect Mr. Leung Chi Ho as executive Director;
  - (d) to re-elect Ms. Li Siliang as non-executive Director;
  - (e) to re-elect Mr. Xu Yuan Jian as independent non-executive Director;
  - (f) to authorise the board of Directors to fix the Directors’ remuneration;
3. to re-appoint KTC Partners CPA Limited as the auditors of the Company and to authorise the board of Directors to fix their remuneration;
4. to, as special business, consider and, if thought fit, pass the following resolution as ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares (the “**Shares**”) of the Company and to make or grant offers and/or agreements to subscribe for Shares which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

---

## NOTICE OF AGM

---

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws (the “**Bye-laws**”) of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
- (aa) 20 per cent. of number of the issued Share (exclusive of treasury shares, if any) on the date of the passing of this resolution; and
- (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of the issued Share on the date of the passing of resolution no. 5),
- and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act 1981 of Bermuda (as amended) (the “**Companies Act**”) or any other applicable law of Bermuda to be held; and

---

## NOTICE OF AGM

---

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

- 5. to, as special business, consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission and the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the number of the issued Share (exclusive of treasury shares, if any) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

---

## NOTICE OF AGM

---

- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act or any other applicable law of Bermuda to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. to, as special business, consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

By order of the Board  
**China CBM Group Company Limited**  
**WANG ZHONG SHENG**  
*Chairman*

Hong Kong, 23 May 2025

*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. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Bye-laws, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. 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.

---

## NOTICE OF AGM

---

2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the annual general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he/she/it so wish.
3. In relation to the proposed resolution no. 2 above, details of the retiring Directors standing for re-election are set out in Appendix II to this circular.
4. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the granting to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the GEM Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
5. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to this circular.