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## 中國碳中和發展集團有限公司

China Carbon Neutral Development Group Limited

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1372)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of China Carbon Neutral Development Group Limited (the “**Company**”) will be held at Room B, 33rd Floor, Nuode Financial Centre, Fuzhong 3rd Road, Futian District, Shenzhen, Guangdong Province, PRC on Monday, 29 December 2025 at 10:30 a.m. for the following purposes. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular dated 5 December 2025 issued by the Company.

#### ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the subscription agreement dated 30 May 2025 (the “**Subscription Agreement A**”) entered into between the Company and Green Securities Group Limited (a copy of which has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose) in relation to the issue of the convertible bonds in the principal amount of HK\$30,434,088.52, be and are hereby approved, confirmed and ratified;
- (b) conditional upon the Stock Exchange having approved the listing of and dealing in the relevant conversion shares under the Subscription Agreement A, the Directors be and are hereby granted a specific mandate to allot and issue up to 108,693,173 ordinary shares of the Company at the conversion price of HK\$0.28 (subject to adjustments) per conversion share, upon exercise of conversion rights attaching to the convertible bonds in accordance with the terms of the Subscription Agreement A; and

- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and sign and execute all such documents and to take such steps as he/she/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Subscription Agreement A and the transactions contemplated thereby.”

2. “**THAT**

- (a) the subscription agreement dated 30 May 2025 (the “**Subscription Agreement B**”) entered into between the Company and Green Assets Management Limited (a copy of which has been produced to the meeting and marked “B” and initialed by the chairman of the meeting for identification purpose) in relation to the issue of the convertible bonds in the principal amount of HK\$27,225,391.00, be and are hereby approved, confirmed and ratified;
- (b) conditional upon the Stock Exchange having approved the listing of and dealing in the relevant conversion shares under the Subscription Agreement B, the Directors be and are hereby granted a specific mandate to allot and issue up to 97,233,539 ordinary shares of the Company at the conversion price of HK\$0.28 (subject to adjustments) per conversion share, upon exercise of conversion rights attaching to the convertible bonds in accordance with the terms of the Subscription Agreement B; and
- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and sign and execute all such documents and to take such steps as he/she/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Subscription Agreement B and the transactions contemplated thereby.”

Yours faithfully,

By order of the Board

**China Carbon Neutral Development Group Limited**

**Chen Yonglan**

*Chairman and Non-executive Director*

Hong Kong, 5 December 2025

*Notes:*

1. A form of proxy for use at the EGM (or any adjournment thereof) is enclosed herewith. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. 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. A proxy need not be a member of the Company but must be present in person at the meeting to represent the member.

2. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting (or any adjournment thereof).
4. Completion and return of the proxy form will not preclude a member of the Company from attending and voting in person at the EGM (or any adjournment thereof) should he/she/it so wishes and in such event, the proxy form will be deemed to have been revoked.
5. All resolution(s) at the EGM will be taken by poll (except where the chairman of the EGM decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
6. The register of members of the Company will be closed from Monday, 22 December 2025 to Monday, 29 December 2025 (both days inclusive) for the purpose of determining the right to attend and vote at the EGM, during which no transfer of shares will be registered. In order to be eligible to attend and vote at the forthcoming EGM, all share transfer documents accompanied by the corresponding share certificates must be lodged with 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, for registration not later than 4:30 p.m. on Sunday, 21 December 2025.

*As at the date of this notice, the executive Directors are Mr. Di Ling, Mr. Lu Xiangyong and Mr. Cheung Hiu Tung; the non-executive Directors are Mr. Chen Yonglan, Mr. Geng Zhiyuan (Mr. Chen Lui as his alternate) and Mr. Zhong Guoxing; and the independent non-executive Directors are Mr. Wang Jiasi, Mr. Cao Ming and Ms. Qiao Yanlin.*