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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 THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**” or “**EGM**”) of China Carbon Neutral Development Group Limited (the “**Company**”) will be held at Room B, 33/F., Nord Financial Center, No. 1006, Fuzhong 3rd Road, Futian District, Shenzhen, Guangdong Province* (廣東省深圳市福田區福中三路1006號諾德金融中心33樓B室) on Monday, 29 December 2025 at 11:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments the following resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) subject to and conditional upon The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the shares of the Company (the “**Shares**”) which may fall to be allotted and issued pursuant to the exercise of any options which may be granted under the new share option scheme of the Company (the “**New Share Option Scheme**”), the rules of which are set out in the printed documents marked “A” produced to the meeting and for the purpose of identification signed by the Chairman hereof, the rules of the New Share Option Scheme be and are hereby approved and adopted, and the directors (the “**Director(s)**”) be and are hereby authorised to grant options to allot, issue and deal in the Shares as may be required to be allotted and issued (and/or to transfer such number of treasury shares, as applicable) upon the exercise of any option (the “**Option(s)**”) granted thereunder and to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the Directors may consider necessary, desirable or expedient to effect and implement the New Share Option Scheme;

* for identification purpose only

- (b) the total number of Shares to be allotted and issued (including any treasury shares which may be transferred, as applicable) pursuant to the Options, together with any options and awards to be granted under any other share schemes of the Company as may from time to time be adopted by the Company, shall not exceed such number of Shares as equals to 10 per cent. of the Shares in issue (excluding treasury shares) as at the date of passing of this resolution; and
- (c) subject to and conditional upon the passing of resolution (a) above and the New Share Option Scheme becoming effective, the existing share option scheme of the Company as adopted on 29 March 2016 (the “**Existing Share Option Scheme**”) be and is hereby terminated upon the New Share Option Scheme coming into effect (without prejudice to the rights and benefits of and attached to any outstanding options which have been granted under the Existing Share Option Scheme prior to the date hereof (if any)).”

By order of the Board
China Carbon Neutral Development Group Limited
Chen Yonglan
Chairman and Non-executive Director

Hong Kong, 5 December 2025

Registered office:

89 Nexus Way, Camana Bay
Grand Cayman, KY1-9009
Cayman Islands

*Head office and principal place of business
in Hong Kong:*

Unit 1201, 12/F.
Landmark South
39 Yip Kan Street
Wong Chuk Hang
Hong Kong

Notes:

- (1) The register of members of the Company will be closed from Monday, 22 December 2025 to Monday, 29 December 2025 (both days inclusive) during which period no transfer of share(s) will be effected. In order to determine the eligibility to attend and vote at the EGM, all transfer of share(s), accompanied by the relevant share certificate(s) with the properly completed transfer form(s) either overleaf or separately, must be lodged with the branch share registrar and transfer office of the Company 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.
- (2) Any shareholder entitled to attend and vote at the EGM or at any adjourned meeting thereof (as the case may be) is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint not more than two proxies (who must be an individual or individuals) to attend and vote instead of him/her on the same occasion or if a recognised clearing house (or its nominee) is a shareholder of the Company, it may appoint the number of person(s) to act as its proxy or proxies not exceeding the number of shares held by it. A proxy need not be a shareholder of the Company but must attend the EGM or any adjourned meeting thereof (as the case may be) in person to represent him/her.

- (3) In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time appointed for holding the EGM (i.e. not later than 11:30 a.m. on Saturday, 27 December 2025, Hong Kong time) or any adjourned meeting thereof (as the case may be). Such prescribed form of proxy for use at the EGM is also published on the websites of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the Company at www.carbonneutral.com.hk/.
- (4) Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the EGM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (5) Where there are joint registered holders of any share(s), any one of such joint holders may attend and vote at the EGM or at any adjourned meeting thereof (as the case may be), either in person or by proxy, in respect of such share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM or at any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (6) Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders at the EGM will be taken by poll except where the chairman of the EGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the matter prescribed under Rule 13.39(5) of the Listing Rules.

As at the date hereof, the Executive Directors are Mr. Di Ling, Mr. Lu Xiangyong and Mr. Cheung Hiu Tung; the Non-executive Director are Mr. Geng Zhiyuan (Mr. Chen Lui as his alternate), Mr. Chen Yonglan and Mr. Zhong Guoxing; and the Independent Non-executive Directors are Mr. Cao Ming, Mr. Wang Jiasi and Ms. Qiao Yanlin.