

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.



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)

COMPLETION OF SUBSCRIPTIONS OF NEW SHARES UNDER THE GENERAL MANDATE

Reference is made to the announcements of China Carbon Neutral Development Group Limited (the “Company”) dated 4 December 2024, 6 December 2024 and 24 January 2025 in respect of the Subscription of an aggregate of 107,160,000 Subscription Shares at the Subscription Price of HK\$0.22 per Share (the “Announcements”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the Announcements.

COMPLETION OF THE SUBSCRIPTION

The Board is pleased to announce that the condition precedent of the Subscription Agreements, including but not limited to the consideration amount received, had been satisfied and Completion took place on 2 April 2025.

On 27 March 2025 and 2 April 2025, an aggregate of 107,160,000 Subscription Shares were fully allotted and issued to the Subscribers.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

This is to clarify and supplement that the data of following table set out the shareholding structure of the Company (i) as at the date of the Subscription Agreements (i.e. 4 December 2024); and (ii) immediately after Completion is as follows:-

	As at the date of the Subscription Agreements (i.e. 4 December 2024)		Immediately after Completion (i.e. 2 April 2025)	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Substantial Shareholders				
Quick Tycoon Limited <i>(Note 1)</i>	89,470,000	16.70	89,470,000	13.92
China Eco Fund Investment Limited <i>(Note 1)</i>	40,000,000	7.47	40,000,000	6.22
Legit Aiming Limited <i>(Note 2)</i>	70,000,000	13.06	70,000,000	10.89
Director				
Mr. Geng Zhiyuan <i>(Note 3)</i>	12,000,000	2.24	12,000,000	1.87

Public Shareholders				
Pei Wen Bing	-	-	30,158,000	4.69
Tse Siu Ling	-	-	29,500,000	4.59
Zhang Qin	-	-	26,000,000	4.04
Liu Xiu Zhen	-	-	21,500,000	3.34
Lan Ping	-	-	1,000	0.00
Wang Qi	-	-	1,000	0.00
Other public Shareholders	324,330,000	60.53	324,330,000	50.44
Total	535,800,000	100.00	642,960,000	100.00

Notes:

1. Both Quick Tycoon Limited and China Eco Fund Investment Limited are wholly-owned by China Eco Investment Limited, a company which is wholly-owned by Mr. Sha Tao.
2. Legit Aiming Limited is owned by Mr. Hai Shixun and Mr. Gao Rihui as to respective 51% and 49%.
3. Mr. Geng Zhiyuan is a non-executive Director.

CHANGE IN USE OF PROCEEDS

The net proceeds (after deducting the relevant expenses) from the Subscription will be approximately HK\$23,575,000 (the “Net Proceeds”). The Board has resolved to change the % use of the Net Proceeds as follows:

Intended use	Intended use of the Net Proceeds as disclosed on 6 December 2024	Proposed change of use of the Net Proceeds	Revised/proposed use of the Net Proceeds
	%		%
(a) repayment of the debts of the Group	60	Not applicable	90
(b) general working capital	30	general working capital, repayment of the debts of the Group	10
(c) investment in new developing businesses relating to new energy business and renewable energy business and etc.	10	repayment of the debts of the Group	-

The Net Proceeds are expected to be utilised during the year ended 30 June 2025.

REASONS FOR AND BENEFITS OF THE CHANGE IN USE OF NET PROCEEDS

Having considered that (i) the maturity of several loans have been extended for several years and recently the lenders have issued demand letters for repayment of such loans by end of this month; and (ii) the interest accrual of the loans, the Board believed that it is in the best interests of the Group to allocate the Net Proceeds for “repayment of the debts of the Group” to improve the financial position of the Group in the long run.

By order of the Board
China Carbon Neutral Development Group Limited
Zhong Guoxing
Chairman and Executive Director

Hong Kong, 2 April 2025

As at the date of this announcement, the Executive Directors are Mr. Zhong Guoxing, Mr. Di Ling and Mr. Lu Xiangyong; the Non-executive Director, Mr. Geng Zhiyuan (Mr. Wang Guangzu as his alternate) and the Independent Non-executive Directors are Mr. Cao Ming, Mr. Wang Jiasi and Ms. Qiao Yanlin.