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

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

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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)

PROPOSALS FOR GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES AND RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of the Company (the “AGM”) to be held at Room 3302, 33/F, Global Trade Square, No. 21 Wong Chuk Hang Road, Hong Kong on Wednesday, 29 June 2022 at 10:00 a.m. is set out on pages 16 to 19 of this circular. A form of proxy for use at the AGM (or any adjournment thereof) is enclosed herewith.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

The Company will implement the following prevention and control measures at the AGM in view of the coronavirus disease 2019 (“COVID-19”) pandemic, details of which can be found on page 1 of this circular:

- **compulsory temperature checks**
- **wearing of surgical face masks**
- **no provision of refreshments and no distribution of corporate gift**

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. The Company requests attendees to wear face masks and reminds Shareholders that they may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

Whether or not you are able to attend and vote at the AGM (or any adjournment thereof), you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the AGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM (or any adjournment thereof) should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

27 May 2022

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the COVID-19 pandemic and recent requirements for the prevention and control of its spread, the Company will implement the following prevention and control measures at the AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue, but will be able to vote by submitting a voting slip to the scrutineer at the entrance of the AGM venue.
- (ii) Attendees should wear surgical face masks inside the AGM venue at all times, and to maintain a safe distance between each other.
- (iii) No provision of refreshments and no distribution of corporate gift.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue, but will be able to vote by submitting a voting slip to the scrutineer at the entrance of the AGM venue, in order to ensure the health and safety of the attendees at the AGM.

In the interest of all stakeholders' health and safety and consistent with recent guidelines for prevention and control of the coronavirus disease 2019 (COVID-19) pandemic, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person. The proxy form is attached to this circular for Shareholders.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company convened to be held at Room 3302, 33/F, Global Trade Square, No. 21 Wong Chuk Hang Road, Hong Kong on Wednesday, 29 June 2022 at 10:00 a.m. or any adjournment thereof, notice of the AGM (or any adjournment thereof) is set out on pages 16 to 19 of this circular
“Article(s)”	the articles of association of the Company currently in force
“Board”	the board of Directors of the Company (including independent non-executive Directors)
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	China Carbon Neutral Development Group Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1372)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	25 May 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)” or “Member(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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)

Directors:

Executive Directors:

Ms. Chan Tan Na Donna
Mr. Chen Xinwei
Dr. Cui Dingjun
Mr. Di Ling
Mr. Chen Lei

Non-executive Director:

Mr. Lam Po Foon

Independent non-executive Directors:

Dr. Guo Yike
Mr. Wang Anyuan
Mr. Yu Wai Chun

Registered Office:

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

*Head Office and Principal Place
of Business in Hong Kong:*

Room 3302, 33/F
Global Trade Square
No. 21 Wong Chuk Hang Road
Hong Kong

27 May 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE NEW SHARES
AND TO REPURCHASE SHARES
AND RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the resolutions to be proposed at the AGM to be held at Room 3302, 33/F, Global Trade Square, No. 21 Wong Chuk Hang Road, Hong Kong on Wednesday, 29 June 2022 at 10:00 a.m. including (i) grant of the New Issue Mandate to the Directors; (ii) grant of the New Repurchase Mandate to the Directors; (iii) extension of the New Issue Mandate; and (iv) re-election of Directors; and to give you notice of the AGM.

LETTER FROM THE BOARD

NEW ISSUE MANDATE AND NEW REPURCHASE MANDATE

At the annual general meeting of the Company held on Wednesday, 30 June 2021, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares respectively. These general mandates will lapse at the conclusion of the AGM. In order to give the Company the flexibility to issue and repurchase Shares if and when appropriate, the following ordinary resolutions will be proposed at the AGM to approve the grant of the new general mandates to the Directors:

- (i) to allot, issue or deal with Shares of an aggregate nominal amount not exceeding 20% of the total nominal amount of the issued share capital of the Company as at the date of passing of such resolution (i.e. an aggregate nominal amount of Shares on the basis that the existing issued share capital of the Company remains unchanged as at the date of the AGM) (the “**New Issue Mandate**”);
- (ii) to purchase Shares, on the Stock Exchange or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange, of an aggregate nominal amount not exceeding 10% of the total nominal amount of the issued share capital of the Company as at the date of passing of such resolution on the basis that the existing issued share capital of the Company remains unchanged as at the date of the AGM) (the “**New Repurchase Mandate**”); and
- (iii) to extend the New Issue Mandate by an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to and in accordance with the New Repurchase Mandate.

The New Issue Mandate and the New Repurchase Mandate, if granted, will remain effective until 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 law or the Articles to be held; or (iii) the revocation or variation by an ordinary resolution of the Shareholders in general meeting.

In accordance with the requirements of the Listing Rules, the Company shall send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the grant of the New Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the New Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

In accordance with Article 84(1) of the Articles, each of Mr. Di Ling (an executive Director) and Dr. Cui Dingjun (an executive Director) will retire from office by rotation and, being eligible, will offer himself for re-election at the AGM.

In accordance with Article 83(3) of the Articles, each of Dr. Guo Yike (an independent non-executive director), Mr. Lam Po Foon (a non-executive Director), Ms. Chan Tan Na Donna (an executive Director) and Mr. Wang Anyuan (an independent non-executive Director) shall hold office only until the AGM and, being eligible, offer himself/herself for re-election at the AGM.

LETTER FROM THE BOARD

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the character and integrity, professional qualifications, skills, knowledge and experience of the Directors that are relevant to the Company's business and corporate strategy with reference to the nomination procedures and criteria set out in the Company's Board Diversity Policy and Nomination Policy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board that the re-election of all the above-mentioned Directors including the aforesaid independent non-executive Directors be proposed for the Shareholders' approval at the AGM.

The Board is of the view that each of the independent non-executive Director who are subject to re-election at the AGM has provided valuable contributions to the Company and demonstrated his ability to provide an independent, balanced and objective view to the Company's matters during his tenure of office. The Nomination Committee has reviewed and assessed the independence of Dr. Guo Yike and Mr. Wang Anyuan and has formed the view that each of them has met the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines, taking into account, among others, his ability to exercise independent judgment in relation to the Company's affairs by scrutinising and monitoring the operation of the Board during his tenure of office and his annual confirmation of independence to the Company.

The particulars of Mr. Di Ling, Dr. Cui Dingjun, Mr. Lam Po Foon, Dr. Guo Yike, Ms. Chan Tan Na Donna and Mr. Wang Anyuan are set out in Appendix II to this circular.

CLOSURE OF REGISTER OF MEMBERS

The AGM is scheduled to be held on Wednesday, 29 June 2022. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 24 June 2022 to Wednesday, 29 June 2022, both days inclusive, during which no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of Shares should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 23 June 2022.

ANNUAL GENERAL MEETING

The notice of the AGM, which contains, among others, the ordinary resolutions to approve the New Issue Mandate, the New Repurchase Mandate and the extension of the New Issue Mandate and the re-election of Directors is set out on pages 16 to 19 of this circular.

A form of proxy for use at the AGM (or any adjournment thereof) is enclosed with this circular. Whether or not you are able to attend the AGM (or any adjournment thereof), you are requested to complete and return the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event, no later than 48 hours before the time fixed for holding the AGM (or any adjournment thereof). Completion and

LETTER FROM THE BOARD

return of the form of proxy shall not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting of the Company must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY OF THE DIRECTORS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.

RECOMMENDATION

The Board believes that the resolutions proposed in the notice of the AGM are in the best interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favor of all the resolutions to be proposed at the AGM (or any adjournment thereof).

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text in case of discrepancy.

Yours faithfully,
For and on behalf of the Board
China Carbon Neutral Development Group Limited
Chan Tan Na Donna
Chairman

This explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules. Its purpose is to provide the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the AGM in relation to the New Repurchase Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors have no present intention for any repurchase of Shares but are seeking the grant of the New Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The Directors believe that it is in the best interests of the Company, the Group and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company, the Group and the Shareholders.

The New Repurchase Mandate, if granted, will become effective from the date of passing of the ordinary resolution granting the same until 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 law or the Articles to be held; or (iii) the revocation or variation by an ordinary resolution of the Shareholders in general meeting.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 305,500,000 Shares.

Subject to the passing of the ordinary resolution granting the New Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the AGM, the Directors would be authorised under the New Repurchase Mandate to repurchase, during the period in which the New Repurchase Mandate remains in force, a maximum of 30,550,000 Shares being 10% of the aggregate nominal amount of Shares in issue as at the date of the AGM.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles and the applicable laws of the Cayman Islands.

Pursuant to the New Repurchase Mandate, repurchases will be made out of funds of the Company legally permitted to be utilised in this connection, including profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or out of share premium account or, if authorised by the Articles and subject to the Companies Law, out of capital of the Company and, in the case of any premium payable on the repurchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles and subject to the Companies Law, out of capital of the Company.

The Directors do not propose to exercise the New Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company. 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 2021) in the event that the New Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period.

4. INTENTION OF DIRECTORS AND CONNECTED PERSONS TO SELL SHARES

None of the Directors nor, to the best of their knowledge and belief, having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules), has any present intention, if the New Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell Shares to the Company, or that they have undertaken not to do so, in the event that the grant of the New Repurchase Mandate is approved by the Shareholders.

5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the 12 months preceding the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
April	7.60	4.91
May	6.20	4.49
June	6.30	5.40
July	6.17	5.32
August	5.99	4.80
September	5.28	3.92
October	4.95	4.05
November	4.32	3.54
December	5.80	3.55
2022		
January	5.20	4.10
February	4.50	3.80
March	4.50	3.52
April	3.98	3.23
May (up to the Latest Practicable Date)	3.79	3.34

6. SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the previous 6 months (whether on the Stock Exchange or otherwise).

7. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the New Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

8. EFFECT OF TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

Assuming that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, on exercise in full of the New Repurchase Mandate, the number of issued Shares will decrease from 305,500,000 to 274,950,000.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Quick Tycoon Limited ("**Quick Tycoon**") held 28.81% of the existing issued Shares.

In the event that the Directors exercise in full the power to repurchase Shares pursuant to the New Repurchase Mandate the interest held by Quick Tycoon would be increased to 32.01%.

In the opinion of the Directors, on the basis of the current shareholding in the Company, an exercise of the New Repurchase Mandate in full may result in Quick Tycoon becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases pursuant to the New Repurchase Mandate.

The Directors have no intention to exercise the New Repurchase Mandate to such an extent that will result in any mandatory offer being required under the Takeovers Code or will result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

APPENDIX II PROFILE OF DIRECTORS PROPOSED FOR RE-ELECTION

Set out below are details of the Director who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM:

Mr. Di Ling, *Executive Director*

Mr. Di Ling, aged 58, has been appointed as an executive Director since 18 March 2021. Mr. Di is responsible for developing and executing corporate strategies of the Carbon Neutral Business and directly leads the strategic investments in Carbon Neutral Business. Mr. Di is experienced in the risk investment and corporate finance sectors. He obtained a bachelor's degree from the Department of Thermal Engineering of Tsinghua University. Mr. Di served as the standing vice president of SBCVC* between 2011 and 2019 and the president of SB Green Investment Fund Limited* since 2019. He has extensive experience in risk management, project management, corporate restructuring and debt restructuring. Mr. Di is the director of certain subsidiaries of the Company, namely China Carbon Neutral Group Limited, China Carbon Green (Nanjing) Technology Development Co., Limited* and China Carbon Green Development (Shenzhen) Co., Limited*. Mr. Di is currently an executive director of a Hong Kong listed company, China Ecotourism Group Limited (stock code: 01371).

Mr. Di has entered into a letter of appointment with the Company which may be terminated by either party giving to the other not less than one-month prior notice in writing, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles. Mr. Di is currently entitled to an emolument of HK\$50,000 per month which has been determined by reference to his background, qualifications, experience, level of responsibilities to be undertaken with the Company and prevailing market conditions.

As at the Latest Practicable Date, Mr. Di was interested in 1,500,000 underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Di did not (i) hold any other positions in the Group nor does he hold any directorship in any other listed public companies in the last three years; or (ii) have any relationship with any other Director, senior management, substantial shareholder, or controlling shareholder of the Company.

Dr. Cui Dingjun, *Executive Director*

Dr. Cui Dingjun, aged 56, has been appointed as an executive Director since 18 March 2021. Dr. Cui is an expert in liquid mechanics field. He obtained the doctoral degree in engineering from the Beihang University majoring in jet aerospace power, and subsequently obtained his second doctoral degree in the University of Strathclyde majoring in fluid dynamics. Dr. Cui is a member of the technical committee of the American Society for Testing and Materials (ASTM), a Professional Engineer of Ontario (PEO) and a member of the Ontario Society of Professional Engineers (OSPE). Apart from the academic sector, Dr. Cui also possesses extensive experience in the practical application of cutting-edge scientific technology. Dr. Cui served as (i) the supervisor of laboratory of Fantom Technologies Ltd between 1999 and 2001, responsible for the design of new products and respective quality standards; (ii) the principal designer of Armstrong Pump Ltd between 2001 and 2006, responsible for the development, design and production of high-tech products; (iii) the managing director of Watson Process Systems since 2006, responsible for the design and supply of gas processing and environmental protection equipment; and (iv) the executive director of Macro

APPENDIX II PROFILE OF DIRECTORS PROPOSED FOR RE-ELECTION

Eng. & Tech. Inc. since 2010, responsible for the design and production of high-tech plastic products. He has participated in various large projects of energy conservation and emission reduction as well as international carbon trading.

Dr. Cui has entered into a letter of appointment with the Company which may be terminated by either party giving to the other not less than one-month prior notice in writing, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles. Dr. Cui is currently entitled to an emolument of HK\$50,000 per month which has been determined by reference to his background, qualifications, experience, level of responsibilities to be undertaken with the Company and prevailing market conditions.

As at the Latest Practicable Date, Dr. Cui did not have interest in shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Dr. Cui did not (i) hold any other positions in the Group nor does he hold any directorship in any other listed public companies in the last three years; or (ii) have any relationship with any other Director, senior management, substantial shareholder, or controlling shareholder of the Company.

Mr. Lam Po Foon, *Non-executive Director*

Mr. Lam Po Foon, aged 60, has been appointed as a non-executive Director since 10 August 2021. Mr. Lam is a bachelor of University of Salford, Manchester in the United Kingdom, and started his career in a company under General Electric in the United Kingdom. He has been involved in the financial field since the late 1980s. He has worked in securities, commodity futures and financial venture capital companies in Hong Kong, the United Kingdom, Ireland, the United States and other places, and has accumulated rich experience in financial investment and risk management. Subsequently, Mr. Lam founded his independent family office, focusing on his own wealth management and inheritance planning, and the main areas involved include life technology, clean energy, green finance and financial technology. In 2017, while managing his independent family office, Mr. Lam co-founded a Hong Kong-licensed trust company – Wealth Assets Trustee Limited and served as the chairman.

Mr. Lam has entered into a letter of appointment with the Company which may be terminated by either party giving to the other not less than one-month prior notice in writing, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles. Mr. Lam is currently entitled to an emolument of HK\$50,000 per month which has been determined by reference to his background, qualifications, experience, level of responsibilities to be undertaken with the Company and prevailing market conditions.

As at the Latest Practicable Date, Mr. Lam was interested in 23,800,000 shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lam did not (i) hold any other positions in the Group nor does he hold any directorship in any other listed public companies in the last three years; or (ii) have any relationship with any other Director, senior management, substantial shareholder, or controlling shareholder of the Company.

APPENDIX II PROFILE OF DIRECTORS PROPOSED FOR RE-ELECTION

Dr. Guo Yike, *Independent non-executive Director*

Dr. Guo Yike, aged 59, has been appointed as an independent non-executive Director since 4 August 2021. Dr. Guo is currently the chairman of the Technology Development Committee of the Group. Dr. Guo is a Fellow of the Royal Academy of Engineering, a Fellow of the Academy of Europe and the Director of the Data Science Institute of Imperial College London; the Vice President (Research and Development) of Hong Kong Baptist University; the Dean of the School of Computer Engineering and Science, Shanghai University, the Honorary Vice President of the Chinese Association for Artificial Intelligence, the co-founder of Gold-wood Learning. Dr. Guo studied in the Department of Computer Science, Tsinghua University from 1980 to 1987, and obtained the first class honors bachelor's degree in engineering and became the first batch of graduate and doctoral students in Tsinghua University. He was sent to the United Kingdom to study by the government in 1987, and graduated with a PhD in Computer Science from Imperial College London in 1994. He founded the Data Science Institute at Imperial College London and was appointed as the Director in 2014. In April 2015, Shanghai University appointed Dr. Guo as the Dean of the School of Computer Engineering and Science. In January 2020, Dr. Guo served as the Vice-President (Research and Development) of Hong Kong Baptist University.

Dr. Guo is a world-renowned scientist in the field of large-scale data mining technology, systems and applications. Dr. Guo has been interviewed by national leaders as the representative of outstanding Chinese in the UK and provided suggestions for the development of national science and technology. Dr. Guo is currently an independent non-executive director of Lizhi Inc. (NASDAQ: LIZI) and an independent non-executive director of a Hong Kong listed company, Bairong Inc. (stock code: 06608).

Dr. Guo has entered into a letter of appointment for a term of three years commencing from 4 August 2021 and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Dr. Guo is currently entitled to an emolument of HK\$50,000 per month which has been determined by reference to his background, qualifications, experience, level of responsibilities to be undertaken with the Company and prevailing market conditions.

As at the Latest Practicable Date, Dr. Guo did not have interest in shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Dr. Guo did not (i) hold any other positions in the Group nor does he hold any directorship in any other listed public companies in the last three years; or (ii) have any relationship with any other Director, senior management, substantial shareholder, or controlling shareholder of the Company.

Ms. Chan Tan Na Donna, *Executive Director*

Ms. Chan Tan Na Donna, aged 41, has been appointed as an executive Director since 18 November 2021. Ms. Chan is the Chairman of the Board, who is responsible for leading the Group. Ms. Chan holds a Bachelor's degree in Economics and Finance from the University of Hong Kong and a Master's degree in Economics from Boston University, USA. She is a qualified Chartered Financial Analyst (CFA). From 2005 to early 2012, Ms. Chan held positions at Deutsche Bank's Corporate Finance department and Atlantis

APPENDIX II PROFILE OF DIRECTORS PROPOSED FOR RE-ELECTION

Investment Management (Hong Kong) Limited. Ms. Chan is currently an executive director of a Hong Kong listed company, China Ecotourism Group Limited (stock code: 01371). Ms. Chan is the spouse of Mr. Sha Tao, a substantial shareholder of the Company.

Ms. Chan has entered into a letter of appointment with the Company which may be terminated by either party giving to the other not less than one-month prior notice in writing, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Ms. Chan is currently entitled to an emolument of HK\$50,000 per month which has been determined by reference to her background, qualifications, experience, level of responsibilities to be undertaken with the Company and prevailing market conditions.

As at the Latest Practicable Date, Ms. Chan was deemed to be interested in 259,500,000 shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Ms. Chan did not (i) hold any other positions in the Group nor does she hold any directorship in any other listed public companies in the last three years; or (ii) have any relationship with any other Director, senior management, substantial shareholder, or controlling shareholder of the Company.

Mr. Wang Anyuan, *Independent non-executive Director*

Mr. Wang Anyuan, aged 50, has been appointed as an independent non-executive Director since 18 November 2021. Mr. Wang obtained a Bachelor's degree specialising in maritime and communication accounting from the Shanghai Maritime University in July 1994. He joined China Merchants Group and served as the manager of the audit (risk assurance) department from September 1996 to July 2001, the chief financial officer of China Merchants Securities (HK) Company Limited from July 2001 to January 2007 and general manager of audit (risk assurance) department of China Merchants Finance Holdings Company Limited from February 2007 to February 2008. In April 2008, Mr. Wang served BOCOM International Holdings Company Limited as an executive director and head of China operation, responsible for the equity sales. From June to December 2009, Mr. Wang served CITIC Securities International as a director and head of China operation, responsible for their securities business and had been the account executive of CITIC Securities International Company Limited from January 2010 to November 2012. In October 2012, Mr. Wang served as a deputy head of brokerage department of China Investment Securities (Hong Kong) Financial Holdings Limited, responsible for securities trading. In February 2013, Mr. Wang served as a responsible officer of China Investment Securities International Brokerage Limited of Type 1 (Dealing in Securities) regulated activities as defined in the SFO. Since May 2013, Mr. Wang joined Orient Finance Holdings (Hong Kong) Limited as a business director of the brokerage department. Mr. Wang was an executive director, compliance officer and authorised representative of a Hong Kong listed company, Farnova Group Holdings Limited (stock code: 08153) from September 2015 to January 2018. He is currently an independent non-executive director of a Hong Kong listed company, F8 Enterprises (Holdings) Group Limited (stock code: 08347). Mr. Wang is licensed with the SFC as a representative of Orient Securities Limited to carry out type 1 (dealing in securities) regulated activity and as a representative of Orient Futures (Hong Kong) Limited to carry out type 2 (dealing in futures contract) regulated activity.

APPENDIX II PROFILE OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Wang has entered into a letter of appointment with the Company for a term of three years commencing from 18 November 2021 and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Wang is currently entitled to an emolument of HK\$50,000 per month which has been determined by reference to his background, qualifications, experience, level of responsibilities to be undertaken with the Company and prevailing market conditions.

As at the Latest Practicable Date, Mr. Wang did not have interest in shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang did not (i) hold any other positions in the Group nor does he hold any directorship in any other listed public companies in the last three years; or (ii) have any relationship with any other Director, senior management, substantial shareholder, or controlling shareholder of the Company.

Each of the above-mentioned Directors has confirmed to the Board that the details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules are not relevant to him/her and therefore no information needs to be disclosed by any of them in relation to those paragraphs. Each of the above-mentioned Directors has further confirmed to the Board that save as disclosed above, there is no other matter that needs to be brought to the Shareholders' attention in relation to their re-election as Directors and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules.

* *For identification purposes only*

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “AGM”) of China Carbon Neutral Development Group Limited (the “Company”) will be held at Room 3302, 33/F, Global Trade Square, No. 21 Wong Chuk Hang Road, Hong Kong on Wednesday, 29 June 2022 at 10:00 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company and the independent auditor of the Company (the “Auditor”) for the year ended 31 December 2021.
2. To re-elect Mr. Di Ling as an executive director of the Company.
3. To re-elect Dr. Cui Dingjun as an executive director of the Company.
4. To re-elect Mr. Lam Po Foon as a non-executive director of the Company.
5. To re-elect Dr. Guo Yike as an independent non-executive director of the Company.
6. To re-elect Ms. Chan Tan Na Donna as an executive director of the Company.
7. To re-elect Mr. Wang Anyuan as an independent non-executive director of the Company.
8. To authorise the board of directors of the Company to fix the directors’ remuneration.
9. To re-appoint UniTax Prism (HK) CPA Limited as the Auditor and authorise the board of directors of the Company to fix their remuneration.

SPECIAL BUSINESS

10. To consider and, if thought fit, pass with or without modification the following resolution as an ordinary resolution:

NOTICE OF ANNUAL GENERAL MEETING

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or 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 by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of the outstanding conversion rights attaching to any convertible bonds or securities issued by the Company, which are convertible into shares of the Company; or (iii) the exercise of option under a share option scheme of the Company or (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company, shall not exceed twenty per cent. (20%) of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from 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 Articles of Association of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company of any class thereof on the register on a fixed record date in proportion to their then holdings of such shares of the Company thereof (subject to such exclusions or other arrangements as the directors of the Company may deem necessary

NOTICE OF ANNUAL GENERAL MEETING

or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

11. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which might be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed ten per cent (10%) of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution and the said approval be limited accordingly; and
- (c) for the purpose of this resolution:

“Relevant Period” means the period from 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 Articles of Association of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings.”

12. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT, subject to the passing of resolutions no. 10 and 11 set out in this notice, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with authorised and unissued shares of the Company pursuant to resolution no. 10 set out in this notice be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of the share capital of the Company which has been repurchased by the Company since the grant of such general mandate pursuant to

NOTICE OF ANNUAL GENERAL MEETING

resolution no. 11 set out in this notice, provided that such amount of shares of the Company shall not exceed ten per cent (10%) of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution.”

Yours faithfully,
For and on behalf of the Board
China Carbon Neutral Development Group Limited
Chan Tan Na Donna
Chairman

Hong Kong, 27 May 2022

Notes:

1. A form of proxy for use at the AGM (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 notarially certified copy of such power or authority must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited of Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time fixed for holding the AGM (or any adjournment thereof).
4. Completion and return of the proxy form in respect of the proposed ordinary resolutions for the AGM will not preclude a member of the Company from attending and voting in person at the AGM (or any adjournment thereof) should he/she so wishes and in such event, the proxy form for the AGM (or any adjournment thereof) will be deemed to have been revoked.
5. All resolutions at the AGM will be taken by poll (except where the chairman 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
6. The register of members of the Company will be closed from Friday, 24 June 2022 to Wednesday, 29 June 2022 (both days inclusive) for the purpose of determining the right to attend and vote at the AGM, during which no transfer of shares will be registered. In order to be eligible to attend and vote at the forthcoming AGM, 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 23 June 2022.

As at the date of this notice, the executive Directors are Ms. Chan Tan Na Donna, Mr. Chen Xinwei, Dr. Cui Dingjun, Mr. Di Ling and Mr. Chen Lei; the non-executive Director is Mr. Lam Po Foon; and the independent non-executive Directors are Dr. Guo Yike, Mr. Wang Anyuan and Mr. Yu Wai Chun.