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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 the Extraordinary General Meeting (the “**Meeting**”) of China Carbon Neutral Development Group Limited (the “**Company**”) will be held at Unit 1808, 18/F, Landmark South, 39 Yip Kan Street, Wong Chuk Hang, Hong Kong on Wednesday, 11 October 2023 at 10:00 a.m. for the following purposes:

#### **AS SPECIAL BUSINESS**

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

“**THAT** the authorised share capital of the Company be increased from HK\$5,000,000 divided into 500,000,000 shares of HK\$0.01 each (the “**Shares**”) to HK\$100,000,000 divided into 10,000,000,000 Shares by the creation of an additional 9,500,000,000 Shares (the “**Increase in Authorised Share Capital**”), such Shares shall rank pari passu in all respects; and **THAT** any one or more of the directors or the company secretary of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider(s) necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital”

Yours faithfully,

For and on behalf of the Board

**China Carbon Neutral Development Group Limited**

**Sha Tao**

*Chairman*

Hong Kong, 25 September 2023

*Notes:*

1. Any member of the Company entitled to attend and vote at the 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 of shares in respect of which each such proxy is so appointed. A proxy needs 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/it were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, that the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
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 Meeting (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 at the Meeting will be taken by poll (except where the chairman of the Meeting 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, 6 October 2023 to Wednesday, 11 October 2023, both days inclusive, for the purpose of determining the right of the Shareholders to attend and vote at the Meeting, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Meeting, all completed share transfer documents accompanied by the relevant share certificates must be lodged with 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, for registration not later than 4:30 p.m. on Thursday, 5 October 2023.

*As at the date of this notice, the executive directors of the Company are Mr. Sha Tao, Mr. Chen Xinwei and Mr. Di Ling; the non-executive director of the Company is Mr. Lam Po Foon; and the independent non-executive directors of the Company are Mr. Wang Anyuan and Dr. Li Qun.*