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China CBM Group Company Limited

中國煤層氣集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8270)

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 21 MAY 2021

The Board is pleased to announce that all the resolutions proposed at the SGM held on Friday, 21 May 2021 were duly passed by the Independent Shareholders by way of poll at the SGM.

Reference is made to the circular (the “**Circular**”) of China CBM Group Company Limited (the “**Company**”) and the notice (the “**Notice**”) of the SGM dated 22 April 2021. Unless the context otherwise requires, terms defined in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SGM

The Board is pleased to announce that the resolutions (the “**Resolutions**”) proposed at the SGM held on Friday, 21 May 2021 were duly passed by the Independent Shareholders by way of poll at the SGM. Ascenda Cachet CPA Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking.

As at the date of the SGM, the total number of issued Shares was 1,319,484,534 Shares. As disclosed in the Circular, the Subscriber and parties acting in concert with him and their respective associates and any other Shareholders who are involved or interested in the Subscription Agreement and/or the Whitewash Waiver shall and they did, abstain from voting at the SGM in respect of the resolutions approving the Subscription Agreement and the transactions contemplated thereunder and the Whitewash Waiver. As at the date of the SGM, the Subscriber and parties acting in concert with him and their respective associates hold an aggregate of 394,239,983 Shares, representing approximately 29.88% of the issued share capital of the Company.

Accordingly, the total number of issued Shares entitled to attend and vote either for or against the Resolutions at the SGM was 925,244,551 Shares. Save as disclosed above, there was no Shareholder required to abstain from voting in favour of the Resolutions at the SGM, and there was no Share which only entitled the holders thereof to attend and vote only against the Resolutions at the SGM. No person had indicated in the Circular of his intention to vote against or to abstain from voting on any of the Resolutions at the SGM.

The poll results in respect of the Resolutions were as follows:

Ordinary Resolution <i>(Note)</i>		Number of Votes (%)	
		For	Against
1.	To approve the Subscription Agreement and the transactions contemplated thereunder (including the Specific Mandate)	222,809,215 (100%)	0 (0%)
Special Resolution <i>(Note)</i>			
2.	To approve the Whitewash Waiver	222,809,215 (100%)	0 (0%)

Note: For the full text of the Resolutions, please refer to the Notice. The number of votes and approximate percentage of voting as stated above are based on the total number of issued Shares held by the Independent Shareholders who attended and voted at the SGM in person, by authorised representative or by proxy.

As more than 50% of the votes were cast in favour of the above ordinary resolution number 1, the ordinary resolution was duly passed as ordinary resolution of the Company and as more than 75% of the votes were cast in favour of the above special resolution number 2, the above special resolution was duly passed as special resolution of the Company.

EFFECTS ON THE SHAREHOLDING STRUCTURE

As at the date of this announcement, the relevant securities of the Company comprise a total of 1,319,484,534 Shares in issue and a total of 32,119,074 outstanding Options (with exercise price of HK\$3.81 per Share (in which (i) 324,750 outstanding Options were granted to the Subscriber; and (ii) the rests were granted to other employees and consultants of the Group) entitling the holders thereof to subscribe for a total of 32,119,074 Shares.

Set out below are the shareholding structure of the Company (i) as at the date of SGM; and (ii) upon the Subscription Completion (assuming there is no change in the issued share capital of the Company other than the issue of the Subscription Shares):

	As at the date of SGM		Upon the Subscription Completion (assuming there is no change in the issued share capital of the Company other than the issue of the Subscription Shares)	
	No. of Shares	Approx. %	No. of Shares	Approx. %
The Subscriber	376,121,483	28.51	1,134,637,197	54.60
Jumbo Lane Investments Limited (<i>Note 1</i>)	<u>18,118,500</u>	<u>1.37</u>	<u>18,118,500</u>	<u>0.87</u>
The Subscriber and the parties acting in concert with him	394,239,983	29.88	1,152,755,697	55.47
Public Shareholders (<i>Note 2</i>)	<u>925,244,551</u>	<u>70.12</u>	<u>925,244,551</u>	<u>44.53</u>
Total	<u><u>1,319,484,534</u></u>	<u><u>100.00</u></u>	<u><u>2,078,000,248</u></u>	<u><u>100.00</u></u>

Notes:

1. *The Subscriber owns 100% interest in the issued share capital of Jumbo Lane Investments Limited and he is taken to be interested in the shares owned by Jumbo Lane Investments Limited pursuant to Part XV of the SFO.*
2. *As at the date of this announcement, other than the Subscriber, none of the other Directors hold any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company. The Directors (other than the Subscriber) are presumed to be acting in concert with the Subscriber under presumption class (6) of the definition of “acting in concert” of the Takeovers Code.*

As at the date of this announcement, except conditions (i) and (ii) as referred to in the Circular, all other conditions have been fulfilled. Further announcement(s) will be made by the Company upon Subscription Completion.

Warning: The Subscription is subject to certain conditions to be fulfilled and may or may not proceed. Shareholders and potential investors of the Company are advised to exercise extreme caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

By order of the Board
China CBM Group Company Limited
Wang Zhong Sheng
Chairman

Hong Kong, 21 May 2021

As at the date of this announcement, the executive Directors are Mr. Wang Zhong Sheng and Mr. Chang Jian, the non-executive Directors are Mr. Duan Shi Chuan, Mr. Wang Chen and Mr. Liang Feng and the independent non-executive Directors are Mr. Lau Chun Pong, Mr. Wang Zhi He and Mr. Xu Yuan Jian.

The Directors jointly and severally accept full responsibility for the accuracy of the information (other than that relating to the Subscriber and parties acting in concert with him) contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Subscriber) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

The Subscriber accepts full responsibility for the accuracy of the information (other than that relating to the Group) contained in this announcement and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this announcement (other than those expressed by the Directors in their capacity as Directors) have been arrived at after due and careful consideration, and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.

In the case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.

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

This announcement will remain on the “Latest Company Announcements” page of the GEM website for at least 7 days from the date of its posting.