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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: 08270)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of China CBM Group Company Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) will be held at Conference Room, Building 27-2, Yard No. 1, Disheng North Street, Beijing Economic – Technology Development Area, Beijing, PRC on 30 March 2015 (Monday) at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT**

- (a) the finance lease agreement entered into, among other things, between 山西沁水順泰能源發展有限公司 (Shanxi Qinshui Shuntai Energy Development Company Limited) (“**Qinshui Energy**”) (as lessee and seller) and 中集融資租賃有限公司 (CIMC Capital Ltd.) (“**CIMC**”) (as lessor and purchaser) dated 28 January 2015, pursuant to which, among other things, (i) Qinshui Energy conditionally agreed to sell and CIMC conditionally agreed to purchase certain liquefied natural gas equipments (the “**Equipments**”) for a total consideration of RMB98,000,000; and (ii) Qinshui Energy conditionally agreed to lease from CIMC, and CIMC conditionally agreed to lease to Qinshui Energy, the Equipments for a total lease consideration of RMB114,836,400 (subject to adjustments) for a term of 36 months by monthly installments inclusive of interest with a lump sum handling fee in the sum of RMB980,000 and subject to floating lending interest rate as promulgated by People’s Bank of China from time to time (the “**Finance Lease Agreement**”) (a copy of which has been produced to the Meeting marked “A” and initialled by the Chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder, including but not limited to the execution of relevant security documents including guarantees and share pledge by the Company and/or certain other subsidiaries of the Group in favour of CIMC in respect of the finance lease arrangement, be and are hereby approved, confirmed and ratified; and
- (b) any of the directors of the Company be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents, instruments and agreements (whether under common seal or not) and to take all steps and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Finance Lease Agreement as he/she may in his/her absolute discretion consider necessary, desirable or

expedient to give effect to the Finance Lease Agreement and the implementation of all transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the directors of the Company, in the interest of the Company and its shareholders as a whole.”

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

Hong Kong, 12 March 2015

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Hamilton HM11
Bermuda

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business in Hong Kong:*
Room 910B, 9/F
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66 Mody Road
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Notes:

1. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his/her stead. A proxy needs not be a member of the Company.
2. In order to be valid, the form of proxy must be duly lodged at the Company's branch registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is duly signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
3. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish, and in such event, the form of proxy shall be deemed to be revoked.

As at the date hereof, the executive Directors are Mr. Wang Zhong Sheng, Mr. Shi Liang and Mr. Fu Shou Gang and the independent non-executive Directors are Mr. Luo Wei Kun, Ms. Pang Yuk Fong and Mr. Wang Zhi He.

This announcement, for which the directors of the Company (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange 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.