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CALB

CALB Group Co., Ltd.

中創新航科技集團股份有限公司

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 3931)

INSIDE INFORMATION

LISTING APPROVAL GRANTED BY THE STOCK EXCHANGE FOR THE H SHARE FULL CIRCULATION

This announcement is made by CALB Group Co., Ltd. (the “**Company**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

References are made to the announcements dated January 29, 2024 and March 8, 2024 of the Company (the “**Announcements**”) in relation to the proposed implementation of the H share full circulation of certain domestic shares (the “**Domestic Share(s)**”) of the Company and the issuance of filing notice by the CSRC of the application. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Announcements.

LISTING APPROVAL GRANTED BY THE STOCK EXCHANGE

The Board is pleased to announce that the Company has received the approval granted by the Stock Exchange dated March 14, 2024, for the listing of and permission to deal in 345,822,805 H Shares (the “**Converted H Shares**”), representing the total number of the Domestic Shares to be converted under the Conversion and Listing.

SHAREHOLDING STRUCTURE UPON COMPLETION OF THE CONVERSION AND LISTING

The Conversion and Listing will involve a total of 15 participating shareholders (the “**Participating Shareholders**”) holding an aggregate of 345,822,805 Domestic Shares. Upon completion of the Conversion and Listing, the shareholding percentages of the Participating Shareholders in the Company are set out as follows:

No.	Name of Participating Shareholders	Number of Converted H Shares	Approximately percentage of the total number of issued shares of the Company upon completion of the Conversion and Listing
1	Changzhou Jinsha Technology Investment Company Limited* (常州金沙科技投資有限公司)	79,874,850	4.51%
2	Changzhou Huake Engineering Construction Co., Ltd. *(常州華科工程建設有限公司)	55,897,277	3.15%
3	Sichuan Chengfei Integration Technology Co., Ltd. *(四川成飛集成科技股份有限公司)	45,343,760	2.56%
4	Xiamen Lihang Jinzhi Equity Investment Partnership (Limited Partnership) *(廈門鋰航金智股權投資合夥企業(有限合夥))	42,559,842	2.40%
5	Jiaxing Chenyi Pengqi Equity Investment Partnership (Limited Partnership)* (嘉興晨壹鵬騏股權投資合夥企業(有限合夥))	21,986,018	1.24%
6	Hongshan Kaichen (Xiamen) Equity Investment Partnership (Limited Partnership)* (紅杉凱辰(廈門)股權投資合夥企業(有限合夥))	18,260,813	1.03%
7	Shenzhen City Linghui Cornerstone Equity Investment Fund Partnership (Limited Partnership)* (深圳市領匯基石股權投資基金合夥企業(有限合夥))	16,434,731	0.93%
8	Ma’anshan Cornerstone Intelligent Manufacturing Industry Fund Partnership (Limited Partnership)* (馬鞍山基石智能製造產業基金合夥企業(有限合夥))	13,330,393	0.75%
9	Xiamen Jinli Equity Investment Partnership (Limited Partnership)* (廈門金鋰股權投資合夥企業(有限合夥))	12,782,569	0.72%

No.	Name of Participating Shareholders	Number of Converted H Shares	Approximately percentage of the total number of issued shares of the Company upon completion of the Conversion and Listing
10	Xiamen Jinyuan Investment Group Co., Ltd. *(廈門金圓投資集團有限公司)	11,274,130	0.64%
11	Xiamen Jinyuan Industry Development Company Limited *(廈門金圓產業發展有限公司)	11,274,130	0.64%
12	Wuxi Guolian Tongjin Equity Investment Partnership (Limited Partnership)* (無錫國聯通錦股權投資合夥企業(有限合夥))	9,221,710	0.52%
13	Ma'anshan Shengtuo Equity Investment Partnership (Limited Partnership)* (馬鞍山盛拓股權投資合夥企業(有限合夥))	3,652,163	0.21%
14	Shenzhen Getian Star Management Partnership (Limited Partnership)* (深圳市格天思達管理合夥企業(有限合夥))	3,104,338	0.18%
15	Guangzhou Huaxian Automobile Co., Ltd.* (廣州華現汽車有限公司)	826,081	0.05%
Total		345,822,805	19.51%

* For identification purpose only

The shareholding structure of the Company as at the date of this announcement and immediately upon completion of the Conversion and Listing is set out below:

Type of Shares	As at the date of this announcement		Immediately upon completion of the Conversion and Listing	
	Number of Shares	Percentage of the total number of issued shares of the Company	Number of Shares	Percentage of the total number of issued shares of the Company
Domestic Shares	1,506,456,558	85.00%	1,160,633,753	65.49%
H Shares	265,845,300	15.00%	611,668,105	34.51%
Total	1,772,301,858	100%	1,772,301,858	100%

CONVERSION AND TRADING PROCEDURES

The Company will complete the following procedures in connection with the Conversion and Listing:

- i. With their authorisation and on behalf of the Participating Shareholders, the Company will complete the procedure for cancellation registration for Domestic Shares held by the Participating Shareholders in China Securities Depository and Clearing Corporation Limited (“**China Clearing**”), Shenzhen Branch so that the Participating Shareholders holding an aggregate of 345,822,805 Domestic Shares will be removed from the register of members of Domestic Shares maintained by China Clearing.
- ii. With their authorisation and on behalf of the Participating Shareholders, the Company will appoint China Clearing as the nominee to deposit the relevant securities (the “**Relevant Securities**”) at China Securities Depository and Clearing (Hong Kong) Company Limited (“**China Clearing HK**”). China Clearing HK in its own name will deposit the Relevant Securities at Hong Kong Securities Clearing Company Limited (“**HKSCC**”). China Clearing, as the nominee of the Participating Shareholders, will handle all custody, maintenance of detailed records, cross-border settlement and corporate actions etc. relating to the Converted H Shares for the Participating Shareholders;
- iii. The Company will instruct the H Share registrar of the Company, Tricor Investor Services Limited, in relation to the issue of the relevant share certificates of the Converted H Shares; and
- iv. The Company will make arrangements to enable the Converted H Shares to be accepted as eligible securities by HKSCC for deposit, clearance and settlement in the Central Clearing and Settlement System (“**CCASS**”).

The holders of the Converted H Shares can only conduct trading of the Converted H Shares after completion of the below arrangements in relation to the registration, depository and transaction settlement of the Conversion and Listing:

- i. The Company will apply to China Clearing, Shenzhen Branch for the maintenance of the detailed records of the initial holding of the Converted H Shares held by the relevant holders. Meanwhile, the Company will submit applications for a domestic transaction commission code and abbreviation, which will be confirmed by China Clearing, Shenzhen Branch pursuant to the authorisation of the Shenzhen Stock Exchange (the “**Shenzhen Stock Exchange**”);
- ii. The Shenzhen Stock Exchange authorises Shenzhen Securities Communication Co., Ltd. to provide services relating to trading entrustment orders and transmission of trading messages between a domestic securities company (the “**Domestic Securities Company**”) and a Hong Kong securities company (the “**Hong Kong Securities Company**”) for the Converted H Shares, and the real-time market forwarding services of the relevant Converted H Shares;

- iii. According to the “Circular of the State Administration of Foreign Exchange on Issues concerning the Administration of Foreign Exchange Involved in Overseas Listing” (《國家外匯管理局關於境外上市外匯管理有關問題的通知》), the holders of the Converted H Shares who are PRC nationals should complete the overseas shareholding registration with the local foreign exchange administration bureau before the shares are sold, and after the overseas shareholding registration, open a specified bank account for the purpose of holding of shares overseas by onshore investors at a designated onshore bank with relevant qualifications; and
- iv. The holders of the Converted H Shares who are PRC nationals should, through the specified bank account, submit entrusted trading orders of the Converted H Shares through the Domestic Securities Company. Such orders will be submitted to the Stock Exchange for trading through the securities trading account opened by the Domestic Securities Company at the Hong Kong Securities Company. After completion of the transaction, the Hong Kong Securities Company and China Clearing HK, China Clearing HK and China Clearing, China Clearing and the Domestic Securities Company, the Domestic Securities Company and the holders of the Converted H Shares will conduct settlement respectively.

The Company has been liaising with China Clearing regarding the Conversion and Listing, and will notify the shareholders and potential investors of the Company the expected date on which the share certificates for the Converted H Shares will be issued to China Clearing HK and deposited into CCASS and the expected date on which the listing of the Converted H Shares on the Stock Exchange will commence. Further announcement(s) will be made by the Company when and where appropriate.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

By order of the Board
CALB Group Co., Ltd.
Liu Jingyu

Chairwoman of the Board, executive Director and president

Changzhou, PRC
March 14, 2024

As at the date of this announcement, the Board comprises Ms. Liu Jingyu and Mr. Dai Ying as executive Directors, Mr. Zhou Sheng, Mr. Zhang Guoqing and Mr. Li Yunxiang as non-executive Directors, Mr. Wu Guangquan, Mr. Wang Susheng and Mr. Chen Zetong as independent non-executive Directors.