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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)**

## **NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING**

A NOTICE IS HEREBY GIVEN THAT the 2024 second extraordinary general meeting (the “**EGM**”) of CALB Group Co., Ltd. (the “**Company**”) will be held on December 31, 2024, at 2:00 p.m., at Conference Room VIP1, CALB Group Co., Ltd., No. 1, Jiangdong Avenue, Jintan District, Changzhou, People's Republic of China, at which, the following ordinary resolutions will be considered and approved.

### **ORDINARY RESOLUTIONS**

1. To consider and approve the resolution on the election of directors (excluding independent non-executive directors) to the second session of the Board of the Company, including:
  - 1.1 To elect Ms. Liu Jingyu as an executive Director of the second session of the Board;
  - 1.2 To elect Mr. Dai Ying as an executive Director of the second session of the Board;
  - 1.3 To elect Ms. Hu Jing as a non-executive Director of the second session of the Board;
  - 1.4 To elect Mr. Li Jiancun as a non-executive Director of the second session of the Board; and
  - 1.5 To elect Ms. Xie Jieping as a non-executive Director of the second session of the Board.
2. To consider and approve the resolution on the election of independent non-executive Directors to the second session of the Board of the Company, including:
  - 2.1 To elect Mr. Wu Guangquan as an independent non-executive Director of the second session of the Board;
  - 2.2 To elect Mr. Wang Susheng as an independent non-executive Director of the second session of the Board; and
  - 2.3 To elect Mr. Chen Zetong as an independent non-executive Director of the second session of the Board.

3. To consider and approve the resolution on the election of non-employee representative Supervisors to the second session of the Supervisory Committee of the Company, including:
  - 3.1 To elect Mr. Li Hui as a non-employee representative Supervisor to the second session of the Supervisory Committee; and
  - 3.2 To elect Ms. Cheng Yan as a non-employee representative Supervisor to the second session of the Supervisory Committee.
4. To consider and approve the resolution on the remuneration of Directors of the second session of the Board of the Company
5. To consider and approve the resolution on the remuneration of Supervisors of the second session of the Supervisory Committee of the Company
6. To consider and approve the resolution on the 2025 Entrusted Processing Framework Agreement, including:
  - 6.1 the 2025 Entrusted Processing Framework Agreement, the transactions contemplated thereunder and the proposed annual cap for the year ending December 31, 2025; and
  - 6.2 the authorization of the Board or its authorized person to make adjustments, amendments, sign the connected transaction agreement considered and approved at the EGM and to complete other requisite procedures and processes pursuant to the relevant requirements as it/he/she considers appropriate in its/his/her discretion, according to provisions in domestic and foreign laws and regulations, requirements and advices from the relevant domestic and foreign governmental authorities and regulatory institutions (including but not limited to the Stock Exchange) and the Company's actual listing situation on the Stock Exchange.
7. To consider and approve the resolution on the utilization of remaining net proceeds from issuance of H Shares for replenishment of working capital
8. To consider and approve the resolution on application for registration and issuance of debt financing instruments

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

*Chairwoman of the Board, executive Director and president*

Changzhou, PRC  
December 9, 2024

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

*Notes:*

1. For the purpose of determining the entitlement of the H Share shareholders to attend and vote at the EGM, the H Share register of members of the Company will be closed from Tuesday, December 24, 2024 to Tuesday, December 31, 2024 (both days inclusive), during which period no transfer of H shares will be registered. To be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, December 23, 2024.
2. 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 vote in his stead. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is appointed.
3. Form of proxy together with the 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 lodged with the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 24 hours before the time fixed for holding the EGM (i.e. before 2:00 p.m. on Monday, December 30, 2024) or any adjournment thereof. Completion and return of the proxy form will not preclude a member from attending and voting in person at the EGM or any adjournment thereof (as the case may be), should he/she so wishes and in such event, the form of proxy shall be deemed to be revoked.
4. Pursuant to Rule 13.39(4) of the Listing Rules, the ordinary resolutions set out above will be voted by poll. Where the chairperson of the Company in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted, such resolution will be decided by a show of hands.
5. Where there are joint holders of any share, any one of such joint holder may vote, either in person 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 EGM, the vote of the senior 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 in respect of the joint holding of such share.
6. The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.
7. Unless otherwise specified, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated December 9, 2024.