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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)

PROPOSED APPLICATION FOR REGISTRATION AND ISSUANCE OF DEBT FINANCING INSTRUMENTS

The board (the “**Board**”) of directors (the “**Directors**”) of CALB Group Co., Ltd. (the “**Company**”) hereby announces that, on December 6, 2024, the Board has approved and resolved to submit to the shareholders to consider, and if thought fit, approve the application to the National Association of Financial Market Institutional Investors (the “**NAFMII**”) for the registration and issuance of debt financing instruments of not more than RMB5 billion (inclusive) (the “**Debt Financing Instruments Issuance**” or the “**Issuance**”), with the type of the Issuance being medium-term notes.

Pursuant to the Company Law of the People’s Republic of China and the articles of association of the Company, the Debt Financing Instruments Issuance is subject to the approval of the shareholders at general meeting of the Company and registration with the NAFMII.

PROPOSED APPLICATION FOR REGISTRATION AND ISSUANCE OF DEBT FINANCING INSTRUMENTS

I. Plan for the Debt Financing Instruments Issuance

Details of the plan for the Debt Financing Instruments Issuance are as follows:

1. Registration and issuance size

The size of the debt financing instruments to be registered and issued shall not exceed RMB5 billion (inclusive). The final issuance size shall be subject to the amount specified in the notice of registration to be received by the Company from the NAFMII.

2. Issuance timing and method

The Company will issue the debt financing instruments in tranches based on its actual capital needs and market conditions within the validity period of relevant debt financing instruments approved by or registered with relevant regulatory authorities. The specific issuance method will be determined in accordance with relevant regulations and market conditions.

3. *Term and types of issuance*

The term for the debt financing instruments shall not exceed five years. The specific term will be determined based on the Company's capital needs and market conditions. The type of the debt financing instruments to be issued is medium-term notes.

4. *Use of proceeds*

The proceeds raised will be used in compliance with relevant laws and regulations and the requirements of the regulatory authorities for the purposes such as supplementing working capital and repaying debts of the Company, and for other purposes that meet the requirements of laws and regulations.

5. *Interest rate of issuance*

The interest rate of the debt financing instruments to be registered and issued will be determined based on market conditions.

6. The debt financing instruments to be registered and issued will be tradable in the inter-bank bond market in the PRC.

7. *Validity period of the resolution*

The resolution on the Debt Financing Instruments Issuance shall be valid from the date of its approval at the shareholders' general meeting until the expiry of 24 months after the date of registration of the Debt Financing Instruments Issuance.

II. Authorization for the Debt Financing Instruments Issuance

Shareholders are proposed to authorize the Board of the Company and then to delegate to the management of the Company by the Board at the shareholders' general meeting to handle matters related to the Debt Financing Instruments Issuance within the scope permitted by laws and regulations, including but not limited to:

1. determining the specific terms, conditions and relevant matters for each issuance of the debt financing instruments within the issuance size permitted, based on the Company's production and operation conditions, capital expenditure needs and market conditions, including but not limited to, determining the type, quantity, amount, issue price, interest rate or the manner of its determination, term, rating arrangement, issuance timing, target subscribers, issuance method, specific use of proceeds, issuance and placement arrangement, underwriting arrangement, principal and interest payment arrangement, etc., of each actual issuance of debt financing instruments, as well as relevant information disclosure and all other matters relating thereto.
2. selecting intermediaries for the Debt Financing Instruments Issuance, including but not limited to underwriting agencies, rating agencies, law firms, etc., to handle relevant filing matters for the Debt Financing Instruments Issuance, negotiate, execute and amend relevant contracts or agreements, and execute all necessary legal documents in connection with each issuance, according to the actual needs for the issuance of the debt financing instruments.

3. making adjustments to the plan for each issuance of the debt financing instruments by the management of the Company according to the opinions of regulatory authorities in case of changes in regulatory policies or market conditions, except for matters that need to be re-voted by the shareholders' general meeting of the Company as stipulated by relevant laws, regulations and the articles of association of the Company.
4. handling all the registration and filing procedures and all the account opening procedures involved in the process of the Debt Financing Instruments Issuance, and completing the necessary procedures and work for the Debt Financing Instruments Issuance.
5. handling relevant matters such as bond trading, procedures for interest payment and redemption, and the information disclosure in periodical financial reports and of temporary major events during the duration upon completion of the Debt Financing Instruments Issuance.
6. handling matters related to the publication and dispatch of disclosure documents such as announcements and circulars of the shareholders' general meeting in relation to the Debt Financing Instruments Issuance.
7. handling all other reasonable and necessary matters related to the Debt Financing Instruments Issuance which are not mentioned above.

The authorization set out in items 1 to 7 above shall be valid from the date of approval by the shareholders' general meeting of the Company to the date when the above-mentioned authorized matters are accomplished.

REASONS FOR AND BENEFITS OF THE PROPOSED APPLICATION FOR REGISTRATION AND ISSUANCE OF DEBT FINANCING INSTRUMENTS

The Directors are of the view that the Debt Financing Instruments Issuance will enable the Company to further diversify its financing channels and optimize its debt financing structure. Therefore, the Directors are of the view that the Debt Financing Instruments Issuance is in the interests of the Company and the shareholders as a whole.

GENERAL

The Company will propose, among others, an ordinary resolution to approve the Debt Financing Instruments Issuance at a general meeting to be convened by the Company for the shareholders' consideration and approval.

A circular containing, amongst other things, details of the Debt Financing Instruments Issuance, together with the notice of general meeting, will be made available on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.calb-tech.com), where practicable, and will be despatched to the shareholders who have already provided instructions indicating their preference to receive hard copies in due course.

The Debt Financing Instruments Issuance is subject to, among other things, shareholders' approval and the registration with the NAFMII. Accordingly, the Debt Financing Instruments Issuance may or may not proceed. shareholders of the Company and potential investors 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
December 6, 2024

As at the date of this announcement, 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.