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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)

**(1) POLL RESULTS OF THE 2025 SECOND EXTRAORDINARY GENERAL
MEETING HELD ON 10 OCTOBER 2025**
**(2) ESTABLISHMENT OF THE STRATEGY AND SUSTAINABLE
DEVELOPMENT COMMITTEE**
AND
**(3) ADJUSTMENTS TO MEMBERS OF SPECIAL COMMITTEES OF THE
SECOND SESSION OF THE BOARD**

At the 2025 second extraordinary general meeting held on 10 October 2025, the proposed resolution as set out in the notice of the 2025 second extraordinary general meeting dated 18 September 2025 was duly passed by the Shareholders by way of poll.

On 10 October 2025, the twelfth meeting of the second session of the Board of the Company considered and approved the resolution in relation to the establishment of the Strategy and Sustainable Development Committee and the formulation of the terms of reference of the Strategy and Sustainable Development Committee. The Board meeting further resolved to adjust members of special committees of the Board, as well as considered and approved the resolution in relation to the amendments to the terms of reference of the Nomination Committee and the Audit Committee.

I. ATTENDANCE OF THE EXTRAORDINARY GENERAL MEETING

References are made to the notice (the “**Notice**”) of the 2025 second extraordinary general meeting (the “**EGM**”) and the EGM circular (the “**Circular**”) of CALB Group Co., Ltd. (the “**Company**”) both dated 18 September 2025. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the EGM was held on Friday, 10 October 2025, at 2:00 p.m., at Conference Room VIP1, CALB Group Co., Ltd., No. 1, Jiangdong Avenue, Jintan District, Changzhou, the PRC. At the EGM, the proposed resolution as set out in the Notice was voted on by poll.

The EGM was convened by the Board and chaired by Liu Jingyu, the chairwoman of the Board. As at the date of this announcement, the total number of issued Shares of the Company was 1,772,301,858 Shares (of which 761,499,395 Shares were H Shares and 1,010,802,463 Shares were Domestic Shares), which was the total number of Shares that entitled the Shareholders to attend and vote for or against or abstain from voting on the resolution proposed at the EGM. There were no repurchased shares pending cancellation or treasury shares held by the Company as at the date of the EGM. Shareholders and their proxies holding 1,226,256,273 Shares with voting rights in aggregate attended the EGM, representing approximately 69.19% of the total issued Shares (excluding treasury shares, if any), in which, Domestic Shareholders and their proxies holding 959,932,062 Domestic Shares with voting rights in aggregate; and H Shareholders and their proxies holding 266,324,211 H Shares with voting rights in aggregate. Having made all reasonable inquiries and to the best knowledge, information and belief of the Board, no Shareholders had any material interests in the matter considered at the EGM and were required to abstain from voting on any resolution proposed at the EGM pursuant to the Listing Rules. There were no Shares entitling the holders to attend and abstain from voting in favor of the resolution proposed at the EGM as set out in Rule 13.40 of the Listing Rules. No Shareholders had stated their intention in the Circular to vote against or to abstain from voting on any resolution proposed at the EGM.

Tricor Investor Services Limited, the H Share registrar of the Company in Hong Kong, acted as the scrutineer at the EGM. Two Shareholders' representatives of the Company participated in the vote counting and scrutinizing at the EGM. Seven Directors (Wu Guangquan did not attend due to other business engagements) attended the EGM in person or by communication method.

II. POLL RESULTS OF THE EGM

Ordinary Resolution		Number of Votes (Approximate % of the total number of votes cast)		
		For	Against	Abstain
1.	To consider and approve the resolution on the election of Ms. Xiao Wen as an independent non-executive Director of the second session of the Board of the Company.	1,226,256,273 (100.00%)	0 (0.00%)	0 (0.00%)

For details of the above resolution, please refer to the Circular.

As more than half of the votes were cast in favour of the above resolution, the above resolution was duly passed as an ordinary resolution of the Company.

III. RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 16 September 2025 in relation to the resignation of independent non-executive Director and proposed appointment of independent non-executive Director. Due to personal work adjustments, Wu Guangquan has resigned from his position as an independent non-executive Director of the second session of the Board and all his roles on each special committee under the Board, effective from the date of the Company's EGM. Wu Guangquan will cease to hold any position in the Company upon the resignation, and has confirmed that he has no disagreement with the Board and that there are no other matters in relation to his resignation that need to be brought to the attention of the Shareholders of the Company and/or the Stock Exchange.

The Board is pleased to announce that, upon consideration at the EGM, Dr Xiao Wen was elected as the independent non-executive Director of the second session of the Board. Dr Xiao Wen will enter into a Director service contract with the Company, and her term of office shall be the same as the second session of the Board of the Company. The independent non-executive Directors will each receive a director's fee of RMB240,000 per annum (before tax), which was determined with reference to their qualifications, experience and level of responsibilities undertaken and the prevailing market conditions and is subject to review by the Remuneration Committee and the Board of the Company from time to time. Details of Directors' remuneration will be disclosed in the Company's annual reports.

As of the date of this announcement, the elected independent non-executive Director, namely Dr Xiao Wen has confirmed that (i) she complies with all independence factors set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) she has no past or present financial or other interest in the business of the Company and its subsidiaries, nor any connection with any core connected persons (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence upon appointment. The Board also believes that Dr Xiao Wen meets the independence criteria for independent non-executive Directors set out in Rule 3.13 of the Listing Rules.

The biography of the elected independent non-executive Director is set out in the Appendix to this announcement. Save as disclosed in the Circular and this announcement, Dr Xiao Wen confirms that as of the date of this announcement, she (i) has not held any directorship or other positions in public companies whose securities are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not have any relationship with any Director, supervisor, senior management, substantial Shareholder or controlling Shareholder of the Company, nor has held any position in the Company or any of its subsidiaries; (iii) does not own any interest in the shares of the Company or its associated corporations (as defined in Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong); (iv) has no information that shall be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules; and (v) has no other matters that need to be brought to the attention of the Shareholders.

IV. ESTABLISHMENT OF THE STRATEGY AND SUSTAINABLE DEVELOPMENT COMMITTEE

On 10 October 2025, the twelfth meeting of the second session of the Board of the Company (the “**Board Meeting**”) considered and approved the resolution in relation to the establishment of the Strategy and Sustainable Development Committee (the “**Strategy and Sustainable Development Committee**”) and the formulation of the terms of reference of the Strategy and Sustainable Development Committee, which will take effect since the date of this announcement. The terms of reference of the Strategy and Sustainable Development Committee will be published on the Company’s website and the website of the Stock Exchange in due course.

The Strategy and Sustainable Development Committee will be responsible for providing research and recommendations on the Company’s development strategies and medium- to long-term development plan. It shall review and oversee guidelines, policies and performance in respect of Environmental, Social and Governance (ESG) matters, including significant events, shareholder communication methods as well as potential impacts on and risks to the business. The committee is also responsible for reviewing ESG reports and information disclosure.

V. ADJUSTMENTS TO MEMBERS OF THE SPECIAL COMMITTEES UNDER THE SECOND SESSION OF THE BOARD

As Wu Guangquan ceased to serve as an independent non-executive Director with effect from 10 October 2025, he will no longer hold the positions of the chairman of the remuneration committee (the “**Remuneration Committee**”), the member of the nomination committee (the “**Nomination Committee**”) and the member of the audit committee (the “**Audit Committee**”) of the Board of the Company. The Board has further resolved to adjust the compositions of the special committees under the second session of the Board as follows:

- (1) members of the Strategy and Sustainable Development Committee: Liu Jingyu, Dr Xiao Wen, Dai Ying; and Liu Jingyu shall serve as the chairwoman of the committee.
- (2) members of the Audit Committee: Dr Wang Susheng, Dr Chen Zetong, Dr Xiao Wen; and Dr Wang Susheng shall serve as the chairman of the committee.
- (3) members of the Remuneration Committee: Dr Chen Zetong, Liu Jingyu, Dr Xiao Wen; and Dr Chen Zetong shall serve as the chairman of the committee.
- (4) members of the Nomination Committee: Liu Jingyu, Dr Wang Susheng, Dr Chen Zetong; and Liu Jingyu shall serve as the chairwoman of the committee.

The Board further announces that, in order to enhance the development of the Board and in compliance with the relevant requirements under the Listing Rules, the Board has considered and approved the resolution on amendments to the terms of reference of the Nomination Committee and the Audit Committee. The amended terms of reference for the Nomination Committee and the Audit Committee will be published on the Company's website and the website of the Stock Exchange in due course.

By order of the Board
CALB Group Co., Ltd.
Liu Jingyu
*Chairwoman of the Board,
executive Director and General Manager*

Changzhou, PRC
10 October 2025

As at the date of this announcement, the Board comprises Liu Jingyu and Dai Ying as executive Directors, Hu Jing, Li Jiancun and Xie Jieping as non-executive Directors, Dr Wang Susheng, Dr Chen Zetong and Dr Xiao Wen as independent non-executive Directors.

Appendix: Biography of the elected independent non-executive Director

Dr Xiao Wen, born in June 1969, has a wealth of experience in corporate strategy and operations, and corporate governance. Since July 2007, Dr Xiao Wen has been a faculty member at the University of Electronic Science and Technology of China (UESTC) through its talent recruitment program, focusing her research and teaching on corporate strategy management. She currently holds joint appointments as a professor at the School of Management and Economics and professor at the Advanced Institute of Humanities and Social Sciences, and serves as the chief professor for the “Internet+” undergraduate program (本科“互聯網+”) at UESTC. Additionally, she is a visiting full professor at ISCTE University Institute of Lisbon, Portugal. Her previous roles at UESTC include assistant dean of the School of Management and Economics (2008-2018), director of Executive Development Programs (EDP) (2007-2009), deputy director of the Business Research Center (2018-2024), and director of the UESTC-ISCTE Joint Program of Doctor of Management (2008-2024). From 1990 to July 2007, Dr Xiao Wen was employed at Chengdu University, where she held the position of executive dean of the School of International Education.

Dr Xiao Wen is deeply committed to cutting-edge research in corporate strategy theory and operational practice, underpinned by her robust theoretical foundation and sharp business insight. She possesses over 15 years of experience in corporate consulting and executive management training, and provides advisory services to organizations in areas such as strategic planning, organizational change, and digital transformation. Her extensive work has equipped her with a profound grasp of the business models and core challenges prevalent across various industries. Furthermore, she excels at delivering strategic management training and development programs to senior executives, bridging the gap between the academic community and the business community to drive successful strategy implementation.

Dr Xiao Wen obtained her master’s degree in business administration from UESTC in June 2002 and her doctorate of management in management science and engineering from UESTC in March 2007, with a research focus on corporate strategy and operations. In 2008, her co-authored monograph, *Power Allocation and Managerial Incentives* (《權力配置與經理激勵》) won second prize of the 11th Sichuan Provincial Social Science Outstanding Achievement Award (四川省第十一次社會科學優秀成果獎二等獎).