

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Central New Energy Holding Group Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---

## **CENTRAL NEW ENERGY HOLDING GROUP LIMITED**

**中環新能源控股集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1735)**

### **PROPOSED RE-ELECTION OF RETIRING DIRECTORS, PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE NEW SHARES AND NOTICE OF ANNUAL GENERAL MEETING**

---

The notice convening the Annual General Meeting of Central New Energy Holding Group Limited to be held at Unit 2102-3, 21/F, K. Wah Centre, 191 Java Road, North Point, Hong Kong on Friday, 26 June 2026 at 10:00 a.m. is set out on pages 10 to 13 of this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the accompanying form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the Annual General Meeting if they so wish and, in such event, the form of proxy shall be deemed to be revoked.

This circular together with the form of proxy are also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.centralenergy.cn](http://www.centralenergy.cn)).

*In case of any inconsistency between the English version and the Chinese version of this circular, the English version shall prevail.*

30 April 2026

# CONTENTS

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
1. Introduction .....	3
2. Proposed Re-election of Retiring Directors .....	3
3. Re-appointment of the Auditors .....	4
4. Proposed Granting of General Mandate to Issue New Shares .....	4
5. Annual General Meeting and Proxy Arrangement .....	5
6. Closure of Register of Members .....	5
7. Responsibility Statement .....	6
8. Recommendation .....	6
9. General Information .....	6
<b>Appendix — Details of the Retiring Directors Proposed to be                     Re-elected at the Annual General Meeting</b> .....	7
<b>Notice of Annual General Meeting</b> .....	10

## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting”	the annual general meeting of the Company to be held at Unit 2102–3, 21/F, K. Wah Centre, 191 Java Road, North Point, Hong Kong on Friday, 26 June 2026 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 10 to 13 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company currently in force;
“Audit Committee”	the audit committee of the Company;
“Board”	the board of Directors;
“Company”	Central New Energy Holding Group Limited (中環新能源控股集團有限公司), an exempted company with limited liability incorporated in the Cayman Islands and the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1735);
“Director(s)”	the director(s) of the Company;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares (including any sale or transfer of any Treasury Shares out of treasury) of not exceeding 20% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting;
“Latest Practicable Date”	24 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time);
“Nomination Committee”	the nomination committee of the Company;
“PRC”	the People’s Republic of China;

## DEFINITIONS

“Remuneration Committee”	the remuneration committee of the Company;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.000625 each in the issued capital of the Company or if there has been a subsequent capitalisation issue, rights issue, subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules; and
“%”	per cent.

**LETTER FROM THE BOARD**

**CENTRAL NEW ENERGY HOLDING GROUP LIMITED**

**中環新能源控股集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1735)**

*Executive Directors:*

Mr. Yu Zhuyun (*Chairman and Chief Executive Officer*)

Mr. Li Menglin

*Non-executive Directors:*

Mr. Qiao Xiaoge

Ms. Zhu Yujuan

*Independent Non-executive Directors:*

Mr. Wang Wenxing

*(Lead independent non-executive Director)*

Dr. Li David Xianglin

Dr. Zhou Chunsheng

*Registered Office:*

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Headquarters and Principal Place of  
Business in Hong Kong:*

Unit 2102-03 & 10-12

21/F, K. Wah Centre

191 Java Road

North Point

Hong Kong

30 April 2026

*To the Shareholders:*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED GRANTING OF GENERAL MANDATE  
TO ISSUE NEW SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Friday, 26 June 2026.

**2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Article 108 of the Articles of Association, Mr. Qiao Xiaoge, Mr. Wang Wenxing and Dr. Zhou Chunsheng shall retire at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

## LETTER FROM THE BOARD

Mr. Wang Wenxing and Dr. Zhou Chunsheng, who are independent non-executive Directors, have confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Board also considers the re-election of Mr. Wang Wenxing and Dr. Zhou Chunsheng as independent non-executive Directors is in the best interests of the Company and the Shareholders as a whole.

In considering the re-election of Mr. Qiao Xiaoge, Mr. Wang Wenxing and Dr. Zhou Chunsheng, with the assistance and recommendation from the Nomination Committee, the Board has reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to the age, gender, nationality, length of service and the professional experience, skills and expertise of Mr. Qiao Xiaoge, Mr. Wang Wenxing and Dr. Zhou Chunsheng. Mr. Qiao Xiaoge, Mr. Wang Wenxing and Dr. Zhou Chunsheng attended most of the meetings of the Board and the Board committees held in the last financial year. Details of the attendance records are set out in the Corporate Governance Report of the annual report for the year ended 31 December 2025 of the Company. The relevant Board papers and materials were provided to the Directors for review and consideration prior to the meetings. Mr. Qiao Xiaoge, Mr. Wang Wenxing and Dr. Zhou Chunsheng have remained responsible for their performance functions and discharged their duties to the Company through active participation on the Board and by bringing balance of views as well as knowledge, experience and expertise.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and director nomination policy, the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors, including the aforesaid independent non-executive Directors who are due to retire at the Annual General Meeting. The Company considers that the retiring independent non-executive Directors will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Details of the retiring Directors proposed for re-election at the Annual General Meeting are set out in the Appendix to this circular.

### **3. RE-APPOINTMENT OF THE AUDITORS**

HLB Hodgson Impey Cheng Limited will retire as the auditors of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment as the auditors of the Company.

### **4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE NEW SHARES**

At the annual general meeting of the Company held on Friday, 27 June 2025, an ordinary resolution was passed to grant to the Directors the general and unconditional mandate to allot, issue and deal with additional Shares of up to a maximum of 20% of the total number of issued Shares as at the date of the passing of the ordinary resolution approving the relevant mandate.

## LETTER FROM THE BOARD

Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution set out in resolution numbered 5 of the notice of the Annual General Meeting will be proposed at the Annual General Meeting for the Shareholders to consider, and if thought fit, to approve the granting of the Issue Mandate to the Directors to allot, issue and deal with additional Shares (including any sale or transfer of any Treasury Shares out of treasury) of not exceeding 20% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of the proposed ordinary resolution (i.e. a total of 844,800,000 Shares on the basis that the issued Shares remain unchanged on the date of the Annual General Meeting).

### **5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 10 to 13 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules and Article 72 of the Articles of Association, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution relating purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.centralenergy.cn](http://www.centralenergy.cn)). Whether or not you are able to attend the Annual General Meeting, please complete and sign the accompanying form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the Annual General Meeting if they so wish and, in such event, the form of proxy shall be deemed to be revoked.

### **6. CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining the Shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on Monday, 22 June 2026. Shareholders whose names appear on the register of members of the Company on 26 June 2026 are entitled to attend and vote at the Annual General Meeting.

## LETTER FROM THE BOARD

### 7. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirmed, having made all reasonable enquiries, that, to the best of their knowledge and belief, the information contained in this circular 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 in this circular misleading.

### 8. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, the proposed re-appointment of auditors and the proposed granting of the Issue Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

### 9. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix (Details of the retiring Directors Proposed to be Re-elected at the Annual General Meeting) to this circular.

Yours faithfully,  
For and on behalf of the Board  
**Central New Energy Holding Group Limited**  
**Yu Zhuyun**  
*Chairman, Chief Executive Officer and  
Executive Director*

<b>APPENDIX      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING</b>
--

Details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting are set out below:

#### **NON-EXECUTIVE DIRECTOR**

**Mr. Qiao Xiaoge (喬曉戈) (“Mr. Qiao”)**, aged 59, has been a non-executive Director since 4 October 2019. He is also a member of the Audit Committee. Mr. Qiao is experienced in the field of real estate development and construction. During the period from March 2000 to November 2003, he served as a deputy general manager of the predecessor company of Wanda Commercial Properties (Group) Co., Ltd.\* (萬達商業地產(集團)有限公司), a private property developer. He then served as a vice president of Sunac Huabei Development Group Co., Ltd.\* (融創華北發展集團有限公司), a company principally engaged in real estate development and commercial property leasing, from January 2004 to June 2006. He has been serving as the president of Anhui Central Holding Group Co., Ltd.\* (安徽中環控股集團有限公司) since August 2011.

Mr. Qiao graduated from Hefei University (合肥學院) in the PRC in July 1991.

Mr. Qiao has entered into a letter of appointment with the Company for a term of three years. Mr. Qiao is entitled to a remuneration of HK\$275,000 per annum, which is determined based on his duties and responsibilities in the Company, the prevailing market rate and the remuneration policy of the Company. Mr. Qiao’s appointment is subject to retirement by rotation at the Annual General Meeting, and he shall be eligible for re-election in accordance with the Articles of Association.

#### **INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Mr. Wang Wenxing (王文星) (“Mr. Wang”)**, aged 57, has been an independent non-executive Director since 4 October 2019 and designated as the lead independent non-executive Director since 14 July 2025. He is also the chairperson of the Audit Committee and a member of the Nomination Committee. Mr. Wang is currently serving as a senior tax consultant of Triangle Accounting Limited and an international tax consultant of Mind & Sun Partners in Shanghai. He has also been serving as a senior partner, the chief accountant and the quality control director of Anthony Chen CPA, PLLC since February 2009. During the period from May 1995 to March 2003, he served as a project manager in the Guangzhou Branch of the China Council for the Promotion of International Trade (中國國際貿易促進委員會廣州市分會) (also known as the Guangzhou Chamber of Commerce of the China International Chamber of Commerce (中國國際商會廣州市商會)). He was the chief tax accountant of the high net value business department of AIA China from April 2015 to June 2017.

Mr. Wang obtained a Master of Science from the City University of New York in the United States in February 2008. He has been enrolled to practice before the Internal Revenue Service of the Department of the Treasury of the United States since November 2010.

\* *For identification purposes only*

<b>APPENDIX      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING</b>
--

Mr. Wang has served as an independent non-executive director of King's Stone Holdings Group Limited (formerly known as Silver Tide Holdings Limited), the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1943) from October 2022 to July 2025.

Mr. Wang has entered into a letter of appointment with the Company for a term of three years. Mr. Wang is entitled to a remuneration of HK\$275,000 per annum, which is determined based on his duties and responsibilities in the Company, the prevailing market rate and the remuneration policy of the Company. Mr. Wang's appointment is subject to retirement by rotation at annual general meeting of the Company, and he shall be eligible for re-election in accordance with the Articles of Association.

**Dr. Zhou Chunsheng (周春生) ("Dr. Zhou")**, aged 60, has been an independent non-executive Director since 4 October 2019. He is also a member of each of the Remuneration Committee and the Nomination Committee. Dr. Zhou is currently a professor of Cheung Kong Graduate School of Business (長江商學院) in the PRC. He has served as an independent non-executive director of Pine Technology Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1079), from July 2017 to November 2025, an independent non-executive director of Transfar Zhilian Co., Ltd., a company listed on the Shenzhen Stock Exchange (stock code: 002010), from November 2015 to 2024, a director of Nanda Automation Technology Jiangsu Co., Ltd, a company then listed on the National Equities Exchange and Quotations Co., Ltd. (stock code: 834876), and an independent non-executive director of Kunwu Jiuding Investment Holdings Co., Limited ("**Kunwu Holdings**"), a company listed on the Shanghai Stock Exchange (stock code: 600053), from March 2016 to January 2022. The Company was notified on 8 October 2021 that an announcement was made by Kunwu Holdings on 25 September 2021 in relation to, among other things, the receipt of a decision on administrative supervision measures (《中國證券監督管理委員會江西監管局行政監管措施決定書》) from Jiangxi Regulatory Bureau of China Securities Regulatory Commission ("**CSRC**") (中國證券監督管理委員會江西監管局) by Kunwu Holdings and the secretary to the board of directors of Kunwu Holdings. To the Directors' best knowledge, information and belief, Dr. Zhou is not involved in the day-to-day management of Kunwu Holdings, and has not been subject to any sanction, administrative penalty or criticism by the CSRC and the Shanghai Stock Exchange. For further details, please refer to the announcement of the Company dated 11 October 2021. He has also been a director of Guanghua Tiancheng Investments Co., Ltd. since March 2007, and an independent non-executive director of Hua Chuang Securities Brokerage Co., Ltd. and China Southern Fund Management Co., Ltd. since June 2007.

Dr. Zhou served as an independent non-executive director of Zhonghong Holdings Co., Limited ("**Zhonghong Holdings**"), a company then listed on the Shenzhen Stock Exchange (stock code: 000979), from May 2008 to April 2020. The Board was informed by Dr. Zhou on 23 October 2019 that Zhonghong Holdings, a company of which Dr. Zhou has been serving as an independent non-executive director, received an Investigation Notice (《調查通知書》) from the CSRC on 14 August 2018. To the best knowledge, information and belief of the Board, Dr. Zhou is not involved in the day-to-day management of Zhonghong Holdings, and has not been subject to any censure, administrative penalty or criticism by the Shenzhen Stock Exchange

<b>APPENDIX      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING</b>
--

and the CSRC. For further details, please refer to the announcement of the Company dated 25 October 2019. Dr. Zhou also served as an independent non-executive director of China ITS (Holdings) Co., Ltd., the shares of which are listed on the Stock Exchange (stock code: 1900), from September 2008 to June 2018, an independent non-executive director of Green Leader Holdings Group Limited, the shares of which are listed on the Stock Exchange (stock code: 61), from June 2013 to August 2019, an independent non-executive director of Guosheng Financial Holding Inc., a company listed on the Shenzhen Stock Exchange (stock code: 002670), from July 2015 to April 2020, and an independent director of Leshan City Commercial Bank from August 2012 to January 2019.

Dr. Zhou was an economist of the U.S. Federal Reserve Board from April 1995 to September 1997, where he was responsible for the analysis, control and management of financial risks, an assistant professor at the University of California (Riverside) from September 1997 to April 2001, an associate professor of the Business School of the University of Hong Kong from July 2000 to July 2001, a commissioner of the Development and Strategy Committee of the CSRC (中國證券監督管理及規劃委員會委員) from April 2001 to December 2001, and a finance professor of the Guanghua School of Management at Peking University (北京大學) from July 2001 to December 2006.

Dr. Zhou obtained a Master of Science from Peking University (北京大學) in the PRC in July 1988, and a Doctor of Economics from Princeton University in the United States in May 1995.

Dr. Zhou has entered into a letter of appointment with the Company for a term of three years. Dr. Zhou is entitled to a remuneration of HK\$275,000 per annum, which is determined based on his duties and responsibilities in the Company, the prevailing market rate and the remuneration policy of the Company. Dr. Zhou's appointment is subject to retirement by rotation at the Annual General Meeting, and he shall be eligible for re-election in accordance with the Articles of Association.

Save as disclosed above, as at the Latest Practicable Date, none of Mr. Qiao, Mr. Wang and Dr. Zhou holds any other positions in the Company or any of its subsidiaries or holds any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the Latest Practicable Date or has other major appointments and professional qualifications, and nor did they have any relationships with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders, or have any interests in any Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there are no other matters that are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters relating to the proposed re-election of Mr. Qiao, Mr. Wang and Dr. Zhou as Directors that need to be brought to the attention of the Shareholders or the Stock Exchange.

**NOTICE OF ANNUAL GENERAL MEETING**

**CENTRAL NEW ENERGY HOLDING GROUP LIMITED**

**中環新能源控股集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1735)**

**Notice is hereby given** that the annual general meeting (the “**Annual General Meeting**”) of **Central New Energy Holding Group Limited** (the “**Company**”) will be held at Unit 2102-3, 21/F, K. Wah Centre, 191 Java Road, North Point, Hong Kong on Friday, 26 June 2026 at 10:00 a.m. for the following purposes:

**ORDINARY RESOLUTIONS**

1. To receive the audited consolidated financial statements of the Company and the reports of the directors of the Company and the auditors of the Company for the year ended 31 December 2025.
2. To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.
3. (a) To re-elect Mr. Qiao Xiaoge as a non-executive director of the Company;  
(b) To re-elect Mr. Wang Wenxing as an independent non-executive director of the Company; and  
(c) To re-elect Dr. Zhou Chunsheng as an independent non-executive director of the Company.
4. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company (including any sale or transfer of treasury shares out of treasury) and to make or grant offers, agreements and options (including but not limited to bonds, warrants and debentures convertible into ordinary shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period (as defined below in paragraph (c) of this resolution) in accordance with all applicable laws, rules and regulations;

## NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate number of shares (including any sale or transfer of any treasury shares out of treasury) the Company allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
- (i) a Rights Issue (as defined in paragraph (c) of this resolution);
  - (ii) the exercise of the subscription or conversion rights attaching to any warrants, preference shares, convertible bonds or other securities issued by the Company which are convertible into ordinary shares of the Company;
  - (iii) the exercise of options granted by the Company under any share option agreements and/or option scheme or similar arrangement for the time being adopted for the grant to directors of the Company, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible person (if any) of rights to acquire the ordinary shares of the Company; and
  - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company (the “**Articles of Association**”),

shall not exceed 20% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting.

## NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

By Order of the Board  
**Central New Energy Holding Group Limited**  
**Yu Zhuyun**  
*Chairman, Chief Executive Officer and  
Executive Director*

Hong Kong, 30 April 2026

*Notes:*

1. All resolutions at the Annual General Meeting will be taken by poll (except where the chairman, in good faith, decides to allow a resolution relating purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.centralenergy.cn](http://www.centralenergy.cn)) in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder of the Company present in person or by proxy shall on a poll be entitled to one vote for each share held by him/her.
3. The instrument appointing a proxy shall be in writing signed by the appointer or his/her attorney duly authorised in writing, or if the appointer is a corporation, either under its seal or signed by an officer or attorney duly authorised.
4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for the Annual General Meeting or the adjourned meeting (as the case may be).
5. Completion and return of the form of proxy will not preclude the shareholders of the Company from attending and voting in person at the Annual General Meeting or any adjournment thereof if they so wish and, in such event, the form of proxy shall be deemed to be revoked.
6. Where there are joint registered holders of any shares of the Company, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the Annual General Meeting personally or by proxy, that one of the said persons as present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

## NOTICE OF ANNUAL GENERAL MEETING

7. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026, both dates inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Monday, 22 June 2026. Shareholders whose names appear on the register of members of the Company on 26 June 2026 are entitled to attend and vote at the Annual General Meeting.
8. If a tropical cyclone warning signal number 8 or above is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force at any time after 7:00 a.m. on the date of the Annual General Meeting, the Annual General Meeting will be adjourned, changed or postponed in accordance with the Articles of Association. Further announcement(s) for details of alternative meeting arrangements will be made. The Annual General Meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the Annual General Meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.
9. References to time and dates in this notice are to Hong Kong time and dates.