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**China CBM Group Limited**

**中國煤層氣集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 578)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of China CBM Group Limited (“the **Company**”) will be held at Empire Room 2, 1/F, Empire Hotel, 33 Hennessy Road, Wanchai, Hong Kong on Thursday, 31 May 2012 at 3:00 p.m. for the following purposes:

### **AS ORDINARY BUSINESS**

1. To consider and receive the audited financial statements of the Company and the report of the directors and auditors for the year ended 31 December, 2011;
2. To re-elect Mr. Dong Cunling as an executive director of the Company;
3. To re-elect Mr. Li Chun On as an executive director of the Company;
4. To re-elect Mr. Wu Jiahong as an executive director of the Company;
5. To re-elect Mr. Yang Hua as an executive director of the Company;
6. To re-elect Mr. Zhou Guangwen as an executive director of the Company;
7. To re-elect Mr. Li Chunyan as a non-executive director of the Company;
8. To re-elect Mr. Li Daomin as an independent non-executive director of the Company;
9. To fix the maximum number of directors of the Company;
10. To authorize the board of directors of the Company to fill casual vacancy or to appoint additional directors not exceeding the maximum number fixed;
11. To authorize the board of directors of the Company to fix the respective directors’ remuneration;

12. To re-appoint BDO Limited as auditors of the Company and to authorize the board of directors of the Company to fix auditor's remuneration;

**AS SPECIAL BUSINESS**

13. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly;
- (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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meetings; and
  - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company currently in force (the “**Current Bye-laws**”) or any applicable laws to be held.”;

14. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors during the Relevant Period (as defined as below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
- (i) a Rights Issue (as defined as below);
  - (ii) the exercise of option granted under the share option scheme of the Company or the exercise of subscription or conversion rights attaching to any securities which are convertible into ordinary shares of the Company; and
  - (iii) any script dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part a dividend on shares of the Company in accordance with the Current Bye-laws of the Company,

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purpose 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Current Bye-laws of the Company or any applicable laws to be held; and

“Rights Issue” means an offer of shares open for a period fixed by the directors 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 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 recognized regulatory body or any stock exchange).”; and

15. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 13 and 14 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 14 of the Notice be and hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the

shares purchased by the Company pursuant to the general mandate referred to in the resolution set out in item 13 of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”.

### **SPECIAL RESOLUTION**

“**THAT** subject to the approval of and registration by the Registrar of Companies in Bermuda, the name of the Company be changed from “China CBM Group Limited” to “Rosan Resources Holdings Limited” and the Chinese name of “融信資源控股有限公司” to be adopted as the secondary name of the Company to replace the existing Chinese name of “中國煤層氣集團有限公司” and the directors of the Company be and are hereby authorised to do such acts and things and execute all documents or make such arrangements as they may consider necessary or expedient to give effect to the aforesaid change of name and adoption of secondary name.”

By order of the Board  
**China CBM Group Limited**  
**Li Chun On**  
*Executive Director & Company Secretary*

Hong Kong, 26 April 2012

*Notes:*

1. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, a 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 that power or authority, must be deposited at the branch share registrar of the Company in Hong Kong. Tricor Tengis Limited, at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
3. In relation to the ordinary resolutions set out in items 13, 14 and 15 of this notice, the directors of the Company wish to state that they have no immediate plan to issue any new shares or repurchase any existing shares of the Company.

*As at the date of this announcement, the executive directors of the Company are Mr. Dong Cunling, Mr. Li Chun On, Mr. Wu Jiahong, Mr. Yang Hua and Mr. Zhou Guangwen; the non-executive director of the Company is Mr. Li Chunyan; the independent non-executive directors of the Company are Dr. Chen Renbao, Mr. Li Daomin and Mr. Ma Yueyong.*