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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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **CALB Group Co., Ltd.**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**REPORT OF THE BOARD FOR THE YEAR OF 2022
REPORT OF THE SUPERVISORY COMMITTEE
FOR THE YEAR OF 2022
AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND
AUDITOR'S REPORT FOR THE YEAR ENDED DECEMBER 31, 2022
ANNUAL REPORT FOR THE YEAR OF 2022
RE-APPOINTMENT OF DOMESTIC AUDITOR
FOR THE YEAR OF 2023
RE-APPOINTMENT OF AUDITOR FOR H SHARES
FOR THE YEAR OF 2023
AND
NOTICE OF ANNUAL GENERAL MEETING**

The AGM of the Company will be held at 10:00 a.m. on Friday, June 30, 2023 at Conference Room VIP1, CALB Group Co., Ltd., No. 1, Jiangdong Avenue, Jintan District, Changzhou, PRC. A notice convening the AGM is set out on pages 20 to 21 of this circular.

Shareholders who intend to appoint a proxy to attend the AGM are requested to complete the form of proxy in accordance with the instructions printed thereon. The form of proxy shall be lodged with the H Share Registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the AGM (i.e. 10:00 a.m. on Thursday, June 29, 2023) or any adjournment(s) thereof (as the case may be). Completion and return of the form of proxy will not prevent you from attending and voting in person at the AGM or any adjournment(s) thereof should you so wish.

June 8, 2023

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Conference Room VIP1, CALB Group Co., Ltd., No. 1, Jiangdong Avenue, Jintan District, Changzhou, PRC on Friday, June 30, 2023 at 10:00 a.m., or any adjournment(s) thereof
“Articles of Association”	the Articles of Association of the Company currently in force
“Board” or “Board of Directors”	the board of directors of the Company
“Company”, “we” or “us”	CALB Group Co., Ltd. (中創新航科技集團股份有限公司), H Shares of which are listed on the Stock Exchange with stock code of 3931
“Company Law”	the Company Law of the People’s Republic of China
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign share(s) in the share capital of the Company with nominal value of RMB1.00 each, which are traded in Hong Kong dollars and listed on the Main Board of the Stock Exchange
“H Shareholder(s)”	holder(s) of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	June 4, 2023, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its printing

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PHEV”	plug-in hybrid electric vehicle
“PRC” or “China”	the People’s Republic of China
“REEV”	range extended electric vehicles
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) in the issued capital of the Company with a nominal value of RMB1.00 each, comprising Domestic Share(s) and H Share(s)
“Shareholder(s)”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the same meaning ascribed to it under the Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	percent

LETTER FROM THE BOARD

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)

Executive Directors:

Ms. Liu Jingyu (*Chairwoman of the Board,
executive Director and president*)
Mr. Dai Ying (*Executive Director, senior
vice president and joint company secretary*)

Non-executive Directors:

Mr. Zhou Sheng
Mr. Zhang Guoqing
Mr. Li Yunxiang

Independent Non-executive Directors:

Mr. Wu Guangquan
Mr. Wang Susheng
Mr. Chen Zetong

Registered Office:

No. 1 Jiangdong Avenue
Jintan District
Changzhou City
Jiangsu Province
PRC

*Headquarters and Principal Place of
Business in the PRC:*

No. 1 Jiangdong Avenue
Jintan District
Changzhou City
Jiangsu Province
PRC

*Principal Place of Business in
Hong Kong:*

40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East, Wanchai
Hong Kong

June 8, 2023

To Shareholders:

Dear Sir or Madam,

**REPORT OF THE BOARD FOR THE YEAR OF 2022
REPORT OF THE SUPERVISORY COMMITTEE
FOR THE YEAR OF 2022
AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND
AUDITOR'S REPORT FOR THE YEAR ENDED DECEMBER 31, 2022
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FOR THE YEAR OF 2023
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

On behalf of the Board, I would like to invite you to attend the AGM to be held at 10:00 a.m. on Friday, June 30, 2023 at Conference Room VIP1, CALB Group Co., Ltd., No. 1, Jiangdong Avenue, Jintan District, Changzhou, PRC. The purpose of this circular is to provide you with the notice of AGM and information reasonably necessary to enable you to make an informed decision on whether to vote for against the resolutions to be proposed at the AGM.

BUSINESSES TO BE CONSIDERED AT THE AGM

Details of the businesses to be considered at the AGM are set out on pages 20 to 21 of this circular.

The proposals to be presented as ordinary resolutions for consideration and approval at the AGM include: (1) the proposal regarding the report of the Board for the year of 2022; (2) the proposal regarding the report of the Supervisory Committee for the year of 2022; (3) the proposal regarding the audited consolidated financial statements and auditor's report of the Company for the year ended December 31, 2022; (4) the proposal regarding the annual report of the Company for the year of 2022; (5) the proposal regarding the re-appointment of domestic auditor of the Company for the year of 2023; and (6) the proposal regarding the re-appointment of auditor for H Shares of the Company for the year of 2023.

In order to enable you to have a further understanding of the proposals to be presented at the AGM and obtain sufficient and necessary information to make decisions, we have provided detailed information to the Shareholders in Appendixes to this circular, including the information and explanation of the proposals to be adopted at the AGM.

NOTICE OF THE AGM

The AGM will be held at 10:00 a.m. on Friday, June 30, 2023 at Conference Room VIP1, CALB Group Co., Ltd., No. 1, Jiangdong Avenue, Jintan District, Changzhou, PRC to consider and, if thought fit, approve the proposals mentioned above. The notice of AGM is set out on pages 20 to 21 of this circular.

FORM OF PROXY

A form of proxy is enclosed for use at the AGM. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you intend to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the time fixed for holding the AGM (i.e. before 10:00 a.m. on Thursday, June 29, 2023) or any adjournment(s) thereof. Completion and return of the form of proxy shall not preclude a Shareholder from attending and voting in person at the AGM if he/she so wish and in such event the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining the entitlement of the H Shareholders to attend and vote at the AGM, the H Share register of members of the Company will be closed from Tuesday, June 27, 2023 to Friday, June 30, 2023 (both days inclusive), during which period no transfer of H Shares will be registered. To be eligible for H Shareholders to attend and vote at the AGM, 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, June 26, 2023.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and article 88 of the Articles of Association, any resolution put to the vote of the Shareholders at a general meeting shall be decided on a poll except where the chairman of the meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions put to vote at the AGM will be taken by way of poll. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

RECOMMENDATION

The Board considers that all proposals to be proposed at the AGM are in the interests of the Group and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the AGM. Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,

By order of the Board
CALB Group Co., Ltd.

Liu Jingyu

Chairwoman of the Board, executive Director and president

I. REPORT OF THE BOARD FOR THE YEAR OF 2022

For details of the report of the Board for the year of 2022 of the Company, please refer to Appendix II to this circular.

The proposal has been considered and approved by the Board and is hereby submitted to the AGM for consideration and approval as an ordinary resolution.

II. REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR OF 2022

For details of the report of the Supervisory Committee for the year of 2022 of the Company, please refer to Appendix III to this circular.

The proposal has been considered and approved by the Supervisory Committee and is hereby submitted to the AGM for consideration and approval as an ordinary resolution.

III. AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT FOR THE YEAR ENDED DECEMBER 31, 2022

For the contents of the audited consolidated financial statements and auditor's report of the Company for the year ended December 31, 2022, please refer to the independent auditor's report, consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of financial position, consolidated statement of changes in equity, consolidated statement of cash flows, notes to the consolidated financial statements and financial summary as set out in the annual report of the Company for the year of 2022 published by the Company on April 27, 2023 on the website of the Stock Exchange (<https://www.hkexnews.hk>) and the website of the Company (<http://www.calb-tech.com/>).

The proposal has been considered and approved by the Board and is hereby submitted to the AGM for consideration and approval as an ordinary resolution.

IV. ANNUAL REPORT FOR THE YEAR OF 2022

For the contents of the annual report for the year of 2022 of the Company, please refer to the annual report for the year of 2022 of the Company published on April 27, 2023 on the website of the Stock Exchange (<https://www.hkexnews.hk>) and the website of the Company (<http://www.calb-tech.com/>).

The proposal has been considered and approved by the Board and is hereby submitted to the AGM for consideration and approval as an ordinary resolution.

V. RE-APPOINTMENT OF DOMESTIC AUDITOR OF THE COMPANY FOR THE YEAR OF 2023

The Board proposed that RSM China (容誠會計師事務所(特殊普通合夥)) be re-appointed as the domestic auditor of the Company for 2023 for a term until the conclusion of the next annual general meeting of the Company, and proposed that the general meeting authorize the Board, which may in turn delegate the authority to the management of the Company, to determine the audit fees of the auditor for the year of 2023.

The proposal has been considered and approved by the Board and is hereby submitted to the AGM for consideration and approval as an ordinary resolution.

VI. RE-APPOINTMENT OF AUDITOR FOR H SHARES OF THE COMPANY FOR THE YEAR OF 2023

The Board proposed that RSM Hong Kong (羅申美會計師事務所) be re-appointed as the auditor for H shares of the Company for 2023 for a term until the conclusion of the next annual general meeting of the Company, and proposed that the general meeting authorize the Board, which may in turn delegate the authority to the management of the Company, to determine the audit fees of the auditor for the year of 2023.

The proposal has been considered and approved at the meeting of the Board and is hereby submitted to the AGM for consideration and approval as an ordinary resolution.

REPORT OF THE BOARD FOR THE YEAR OF 2022

In 2022, under the strong support of all Shareholders, the Board earnestly performed its duties conferred by the Company Law, the Listing Rules and other laws and regulations and the Articles of Association, strictly implemented the resolutions of the general meetings, facilitated the improvement in its corporate governance and its businesses development, and actively and effectively played the role of the Board. The work of the Board for the year of 2022 is reported as follows:

I. OVERALL OPERATIONS OF THE COMPANY DURING THE YEAR ENDED DECEMBER 31, 2022

In 2022, the Company's results of operation continued to improve significantly, achieving a geometric growth in the installed capacity of EV batteries⁽¹⁾ for four consecutive years, which made it one of the fastest growing enterprises in the global EV battery industry. The Company made further breakthroughs in technology and achieved leading positions in product, reaching new heights in terms of market development, production capacity, brand influence and industrial ecological leadership. The Company was listed on the Main Board of the Stock Exchange, officially gaining access to the international capital market and opening up a new chapter in the implementation of international strategies.

According to the audited consolidated financial statements of the Company for the year ended December 31, 2022 issued by RSM Hong Kong (羅申美會計事務所), during the year ended December 31, 2022, the total assets of the Company amounted to RMB90.461 billion, representing a year-on-year increase of 134.2% as compared with the last year, and the net assets amounted to RMB41.575 billion, representing a year-on-year increase of 66.4% as compared with the last year. The Company recorded a turnover of approximately RMB20.375 billion, representing a year-on-year increase of 198.9% as compared with the last year; the net profit amounted to approximately RMB693.537 million, representing a year-on-year increase of 521.8%.

II. MAIN WORK OF THE BOARD DURING THE YEAR ENDED DECEMBER 31, 2022**(I) Board Composition**

As of the end of 2022, the first session of the Board comprised Ms. Liu Jingyu, as an executive Director and the chairwoman of the Board; Mr. Dai Ying, as an executive Director; Mr. Zhou Sheng, Mr. Zhang Guoqing and Mr. Li Yunxiang, as non-executive Directors; and Mr. Wu Guangquan, Mr. Wang Susheng and Mr. Chen Zetong, as independent non-executive Directors.

(1) Batteries that provide power to new energy vehicles

(II) Board Meetings

In 2022, the Board convened 6 general meetings and 13 Board meetings; the special committees of the Board convened 4 meetings, including 1 meeting of the nomination committee, 2 meetings of the audit committee and 1 meeting of the remuneration committee. The meetings made resolutions on major matters of the Company and arranged the implementation thereof in a timely manner, thus safeguarding the interests of the Company and the Shareholders as a whole. The main work of the Board is reported as follows:

1. The sixth meeting of the first session of the Board was held on January 10, 2022, which considered and approved the resolution on investing in the construction of lithium battery cathode material project.
2. The seventh meeting of the first session of the Board was held on January 30, 2022, which considered and approved, among others, the resolution on investing in the construction of the Xiamen base phase III project and the resolution on investing in the construction of Jiangmen base project.
3. The eighth meeting of the first session of the Board was held on January 30, 2022, which considered and approved, among others, the resolution on the re-appointment of the Company's auditors for 2021.
4. The ninth meeting of the first session of the Board was held on February 11, 2022, which considered and approved the resolution on the postponement of general meeting.
5. The tenth meeting of the first session of the Board was held on February 11, 2022, which considered and approved, among others, the resolution on the transfer of 49% of the equity interest in Luoyang Company, and the resolution on adding interim proposal at the Company's 2022 first extraordinary general meeting and supplementary notice.
6. The eleventh meeting of the first session of the Board was held on February 22, 2022, which considered and approved, among others, the resolution on the transfer of 49% of the equity interest in Luoyang Company, the resolution on the signing of the non-competition undertaking agreement and other relevant matters, the resolution on authorizing the Board of Directors and its authorized persons to handle matters relating to the non-competition undertaking agreement, the transfer of 49% of the equity interest in Luoyang Company and others, the resolution on exemption from the general meeting notice period requirement, and the resolution on proposing to convene the general meeting.
7. The twelfth meeting (annual meeting) of the first session of the Board was held on May 7, 2022, which considered and approved, among others, the 2022 business plan report, the report of the Board for the year of 2021, the resolution

on changing the accounting policies, the resolution on the 2021 financial final accounts, the resolution on the 2022 financial budget, the resolution on the application for the general credit limit for 2022, the resolution on the compensation of the senior management of the Company for 2021, and the resolution on proposing to convene the general meeting.

8. The thirteenth meeting of the first session of the Board was held on May 27, 2022, which considered and approved, among others, the resolution on the commencement of the Wuhan Base phase III project, and the resolution on opening overseas accounts for H Shares listing.
9. The fourteenth meeting of the first session of the Board was held on September 19, 2022, which considered and approved, among others, the resolution on determining the global offering (Hong Kong public offering and international offering) and listing of H Shares of CALB Group Co., Ltd. (formerly known as CALB Co., Ltd.) on the Stock Exchange.
10. The fifteenth meeting of the first session of the Board was held on September 20, 2022, which considered and approved, among others, the resolution on expanding production capacity and increasing investment in Jiangmen base phase I project, and the resolution on further applying for a total amount of project loan from a syndicate up to RMB20.3 billion by a subsidiary.
11. The sixteenth meeting of the first session of the Board was held on September 27, 2022, which considered and approved, among others, the resolution on investing in the construction of Hefei base phase III project, and the resolution on investing in the construction of Chengdu base phase II project.
12. The seventeenth meeting of the first session of the Board was held on November 10, 2022, which considered and approved, among others, the resolution on investing in the construction of Lithium-ion EV and ESS battery⁽²⁾ production line through the establishment of a new company in Portugal, the resolution on the formulation of the external investment management system of CALB Group Co., Ltd., (formerly known as CALB Co., Ltd.) and the resolution on the signing of related party/connected transaction agreements for 2023.
13. The eighteenth meeting of the first session of the Board was held on 28 December, 2022, which considered and approved, among others, the resolution on changing the Company's basic information and amending the Articles of Association, the resolution on the re-appointment of the Company's domestic auditor for 2022, the resolution on engaging the Company's H Shares auditor

(2) Batteries applied to energy storage scenarios.

for 2022, the resolution on amending the rules of procedure of the audit committee of the Board of Directors, and the resolution on proposing to convene an extraordinary general meeting in 2023 when appropriate.

(III) Information on General Meetings

1. The 2022 first extraordinary general meeting of the Company was held on February 21, 2022, which considered and approved, among others, the resolution on the transfer of 49% of the equity interest in Luoyang Company, and the resolution on the re-appointment of the Company's auditors for 2021.
2. The 2022 second extraordinary general meeting of the Company was held on February 18, 2022, which considered and approved, among others, the resolution on investing in the construction of Xiamen base phase III project, and the resolution on investing in the construction of Jiangmen base project.
3. The 2022 third extraordinary general meeting of the Company was held on February 28, 2022, which considered and approved, among others, the resolution on the transfer of 49% of the equity interest in Luoyang Company, the resolution on the signing of the non-competition undertaking agreement and other relevant matters, the resolution on authorizing the Board of Directors and its authorized persons to handle matters relating to the non-competition undertaking agreement, the transfer of 49% of the equity interest in Luoyang Company and others, and the resolution on exemption from the general meeting notice period requirement.
4. The 2021 annual general meeting of the Company was held on May 30, 2022, which considered and approved, among others, the report of the Board for the year of 2021, the report of the Supervisory Committee for the year of 2021, the resolution on the 2021 financial final accounts, the resolution on the 2022 financial budget, and the resolution on the application for the general credit limit for 2022.
5. The 2022 fourth extraordinary general meeting of the Company was held on June 18, 2022, which considered and approved, among others, the resolution on applying for a medium- to long-term fixed asset loan with a total amount not exceeding RMB13.5 billion from a syndicate by a subsidiary and applying for providing a security with state-owned land use right for project construction land and buildings erected thereon in the future.
6. The 2022 fifth extraordinary general meeting of the Company was held on October 5, 2022, which considered and approved, among others, the resolution on expanding production capacity and increasing investment amount for Jiangmen base phase I project, and the resolution on further applying for a total amount of project loan from a syndicate up to RMB20.3 billion by a subsidiary.

(IV) Information on Key Work**1. Upgrading the industrial layout to facilitate the realization of corporate strategies**

In 2022, the Group accelerated the implementation of the scaling-up strategy and further expanded industrial clusters by building new industrial bases in Meishan, Sichuan province, Jiangmen, Guangdong province and Europe. Meanwhile, the Group continued to upgrade its key technology paths and implementation plans, constantly improved manufacturing engineering capabilities, and delivered high-quality products to the market and customers, thus facilitating the achievement of the Group's international strategic objectives.

2. Continuous business growth and breakthroughs in product innovation

In 2022, the Company maintained high-speed growth in the EV battery and ESS segments.

The passenger vehicle market continued to differentiate, and the structure and vehicle models of leading customers became diversified. The Company continued its in-depth strategic cooperation with mainstream automakers such as GAC and Chang'an, newly established designated cooperation with a number of prime strategic customers such as FAW, Dongfeng, NIO and Geely for their new platform vehicle models, and started to deliver products for global automakers such as smart and Honda, showing its acceleration of internationalization. From the domestic independent brands to new automakers, the cooperative customer brands gradually diversified.

The Company grew stronger and healthier in the commercial vehicle and energy storage markets, cooperated with leading enterprises in the industry, was nominated by a number of leading automakers in the PHEV market, and the delivery amount achieved a twelve-fold increase over the same period last year; the Company established in-depth cooperation with 19 special vehicle companies and supplied products for a number of their vehicle models. The Company also successfully launched products applied to business scenarios such as power storage, vessel and household energy storage, among which the power storage segment has achieved production and sales at full capacity.

3. Overseas listing of H Shares on the Main Board

The Company issued overseas listed foreign shares (H Shares) and went public on the Main Board of the Stock Exchange on October 6, 2022, formally gained access to the international capital market and opened up a new chapter for the implementation of its internationalization strategy.

At the same time, the Company upgraded its brand image, successfully created the “CALB” brand, and efficiently completed its reorganization, which empowered the Company and provided strong support for the Company’s sustained and rapid development.

(V) Corporate Governance and Compliance Operation

In 2022, the Company continuously improved its internal control system, regulated the implementation of internal control system, enhanced the supervision and inspection of internal control, established the internal control for the businesses and matters within the scope of evaluation, effectively implemented internal control and achieved corresponding goals, and no significant deficiency or material weakness was identified.

During the past year, all members of the Board reviewed various proposals in a conscientious, responsible, scientific and prudent manner, and made scientific and democratic decisions on the Company’s development strategies, significant investment and financing, internal control and other matters, which ensured the Company’s smooth production and operation and promoted the Company’s sustainable development.

III. KEY TASKS OF THE BOARD IN 2023

In 2023, the Company will accelerate the implementation of its internationalization strategy and the “dual-driven strategy of power and energy storage”, seize the strategic opportunity of the explosive growth of the energy storage market in light of the new landscape for new energy industry, and continue to make efforts in technology and product innovation, customer development and production capacity support to provide strong support for the Company’s sustainable and rapid development.

Under the 2023 business plan of the Company, the Board will focus on the following tasks:

1. Innovation in technologies and products

The Company adheres unwaveringly to the strategy of consolidating its leadership in product and technology with a future-oriented research and development plan to promote the continuous advancement in battery technologies through innovation in material, structure, manufacturing process and system, so as to maintain its leadership in the development of EV battery technology and product innovation and make positive contributions to the healthy and orderly development of the industry.

The Company is committed to continuing its technological innovation and maintaining its leadership in advanced chemical energy storage materials, intelligent manufacturing technologies, high performance battery and system technologies, new batteries, full battery life-cycle management, etc. to ensure the competitive advantages of its products in the application field.

- In the field of chemical energy storage materials, the Company will continue to focus on the balance between high energy density and resource utilization efficiency, while accelerating the industrialization of new material technologies and increasing investment in research and development of next-generation materials;
- In the area of intelligent manufacturing technologies, the Company will strive to achieve efficient manufacturing technology upgrades through innovation in the structure of and highly integrated manufacturing process for batteries, while empowering high quality and high efficiency production with intelligent technologies to achieve highly reliable batch delivery capability;
- In terms of high-performance battery and system technology, the Company seeks to build a comprehensive leading advantage in the fields of high specific energy, long battery life, high degree of safety, high power and all-climate technology;
- In the field of new batteries, the Company will continue to build a leading edge of next-generation battery technologies such as solid-state lithium batteries and lithium-sulfur batteries;
- In terms of battery life-cycle management, with the goal of maximizing the value of battery life cycle, the Company will continue to invest in the development of smart battery management technology, so as to realize a safe, reliable and long-life operation of battery. Meanwhile, to achieve a sustainable social value, the Company will actively explore various efficient cascade utilization and recycling technologies, promote the closed loop of battery resource recycling, build a green and environmentally friendly battery industry ecosystem.

2. Market and customer development

The Group aims to maintain its product leadership and competitive advantage based on continuous technological innovation.

With its strategic goal of global leadership, the Group will pool its efforts and resources to provide comprehensive product solutions and life-cycle management for the new energy full-scene application market represented by EV batteries and ESS products.

In the EV battery market, the Group will strive to maintain its leadership and competitiveness in the battery electric vehicle (“**BEV**”) market segment. While helping its customers to achieve their goals and serving the market, the Group has completed important layouts in the PHEV/REEV market segment, with its products delivering excellent performance in terms of high power and all-climate adaptability, which will make PHEV/REEV market segment a strong growth driver for the Group.

As for the ESS products market, the Group will focus on the new energy power generation side, grid side, customer side and such other segments, and try to establish long-term strategic cooperation with leading enterprises in wind power, photovoltaic, grid and such other industries, while deeply cultivating new energy power generation, industrial and commercial customers, zero-carbon water transport and such other application scenarios, aiming to provide its customers with full-scenario ESS products and solutions. The ESS products market has become another new business growth driver for the Company.

3. Internationalization

The Company will continue to accelerate its strategic internationalization process, and in full compliance with the local laws and regulations in Europe, the Company will draw on the successful experience of its operations in China to exercise optimal control of time, cost and quality, so as to ensure that the European industrial base is built/operated at the best cost and meets European's standards and low carbon requirements. The Company will draw plans and operate effectively in terms of products, technology, sales, supply chain, factories, policies and regulations, and personnel capabilities, and advance the construction of its plants in Europe according to plan, and ensure that mass production is commenced on schedule. Through continuous innovation, the Company will deliver products with excellent performance to its customers, while continuously increasing its market share and brand awareness and reputation in its target markets and among its customers, so as to make greater contribution to the achievement of carbon emission peaking and carbon neutrality.

REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR OF 2022

In 2022, with the concerted efforts of all Supervisors, the Supervisory Committee, in compliance with the requirements of the Company Law, the Listing Rules and other laws and regulations and the Articles of Association, actively and effectively carried out its work on the principle of being responsible to all Shareholders, and supervised the operation of the Company in accordance with law and the performance of duties by the Directors and senior management of the Company, which safeguarded the legitimate rights and interests of the Shareholders. The main work during 2022 is reported as follows:

I. WORK OF THE SUPERVISORY COMMITTEE DURING THE YEAR ENDED DECEMBER 31, 2022**(I) Meetings of the Supervisory Committee**

In 2022, the Supervisory Committee held 2 meetings in total.

1. The second meeting of the first session of the Supervisory Committee (annual meeting) was held on May 7, 2022. The meeting considered and approved, among others, the report of the Supervisory Committee for the year of 2021, the resolution on changing the accounting policies, the resolution on the 2021 financial final accounts, the resolution on the 2022 financial budget, and the resolution on the application for the general credit limit for 2022.
2. The third meeting of the first session of the Supervisory Committee was held on November 15, 2022. The meeting considered and approved, among others, the resolution on changing the accounting policies of the Company in respect of government grants.

(II) Attendance of Supervisors at Meetings as Observers

In 2022, the members of the Supervisory Committee witnessed 13 Board meetings and 6 general meetings, participated in the discussion of major decision-making matters of the Company, and supervised the legality and compliance of considering the resolutions at each Board meeting and general meeting as well as the procedures convening the meetings in accordance with law.

(III) Supervision of the Operations of the Company by the Supervisory Committee

In 2022, the Supervisory Committee closely monitored the operations of the Company, carefully supervised the financial and capital operation of the Company, supervised the compliance of the performance of duties by the Board and the management of the Company, which ensured the compliance of the Company's operation and management.

II. INDEPENDENT OPINIONS OF THE SUPERVISORY COMMITTEE**(I) Operation According to Law**

In 2022, the members of the Supervisory Committee supervised and inspected the convening procedures of general meetings and Board meetings and the matters to be resolved, the implementation of the resolutions of the general meeting by the Board, and the performance of duties by Directors, officers and the senior management of the Company by witnessing the Board meetings and general meetings.

The Supervisory Committee is of the view: in 2022, the decision-making procedures of the Company were effective and in compliance with applicable laws, the resolutions of the general meeting and Board meetings were properly implemented, the internal control system was sound and complete, and a check and balance mechanism in the operating, decision-making and supervisory bodies was in place. The Directors, officers and other senior management of the Company made great efforts to fulfill their duties for the development of the Company in 2022. No violation of laws, regulations, the Articles of Association or damage to the interests of the Shareholders by the Directors, officers and senior management of the Company in the performance of their duties was found in the year.

(II) Inspection of the Company's Financial Position

The Supervisory Committee supervised and inspected the financial position of the Company, and considered that the preparation of the financial reports of the Company was in compliance with the Accounting Standards for Business Enterprises and other relevant requirements, the consideration procedures were in compliance with the Company Law, the Articles of Association and other relevant laws and regulations, and the Company had sound financial and accounting system, standardized financial operation and good financial position. The content of the reports truthfully, accurately and completely reflected the Company's financial condition and operating results for 2022. It supervised the Company's financial management, and found no violation of laws or regulations in the Company's financial management.

(III) Inspection of the Company's Investment

During the year ended December 31, 2022, the Company accelerated the expansion of domestic production capacity, established new bases in Meishan and Jiangmen, entered into a number of production capacity expansion agreements in respect of Xiamen base phase III, Wuhan base phase III, Hefei base phase III and Chengdu base phase II, and further expanded domestic industrial clusters. The Company issued overseas listed foreign shares (H Shares) and went public on the Main Board of the Stock Exchange on October 6, 2022. Meanwhile, the Company invested in the establishment of investment platforms in Hong Kong and Singapore, and set up a production base in Portugal, realizing the Company's scaling-up development and internationalization strategy.

The Company conducted external equity investment to meet its strategic development needs, and completed the corresponding investment decision-making procedures in a scientific and prudent manner. The Supervisory Committee supervised the consideration and decision-making process, and monitored the subsequent implementation of the investment projects.

(IV) Internal Control

In 2022, the Supervisory Committee conducted a detailed and comprehensive review of the internal control management of the Company. The Supervisory Committee considered that the internal control system of the Company was being gradually improved and effectively implemented, which basically achieved the objectives of the internal control of the Company, and played a positive role in risk prevention and control in the operation and management of the Company. No significant deficiency or material weakness was identified.

III. 2023 ANNUAL WORK PLAN

In 2023, the Supervisory Committee will continue to comply with the requirements of the Company Law, the Listing Rules, the Articles of Association and other requirements and focus on the following tasks:

1. Supervising the operation of the Company in accordance with law, and supervise the improvement and effective operation of the Company's internal control system

The Supervisory Committee will supervise the daily management activities of the Board and the management of the Company by focusing on the performance of major contracts, external investment, external guarantee and other activities, inspect the financial position of the Company, and challenge and investigate any abnormal data in the financial reports and statements, and attend the meetings of the Board as observers and supervise the process of convening, holding, voting and discussing of the Board of Directors.

2. Continuously paying attention to the achievement of key indicators of the Company, and monitoring and responding to operational risks

Based on the operation report, the Supervisory Committee will continue to pay attention to the achievement of the key economic indicators of the Company.

The Supervisory Committee will focus on the control of financial indicators and the progress of production line construction, point out major risks existing in the process of project construction and production, urge the Company to formulate countermeasures against major risks, and dynamically track the implementation of relevant measures.

3. Supervising the compliance of the Company's H Shares and truly safeguarding the Shareholders' rights and interests

In accordance with the requirements of relevant domestic and overseas laws, regulations and normative documents, and taking into account the actual situation of the Company's operation and management, the Supervisory Committee will urge the Company to conduct its corporate governance and compliance efficiently throughout the year.

NOTICE OF ANNUAL GENERAL MEETING

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 ANNUAL GENERAL MEETING

A **NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “**AGM**”) of CALB Group Co., Ltd. (the “**Company**”) will be held at 10:00 a.m. on Friday, June 30, 2023, at Conference Room VIP1, CALB Group Co., Ltd., No. 1, Jiangdong Avenue, Jintan District, Changzhou, People’s Republic of China, at which, the following resolutions will be considered and approved.

ORDINARY RESOLUTIONS

1. proposal regarding the report of the board of the Company (the “**Board**”) for the year of 2022
2. proposal regarding the report of the supervisory committee of the Company for the year of 2022
3. proposal regarding the audited consolidated financial statements and auditor’s report of the Company for the year ended December 31, 2022
4. proposal regarding the annual report of the Company for the year of 2022
5. proposal regarding the re-appointment of domestic auditor of the Company for the year of 2023
6. proposal regarding the re-appointment of auditor for H shares of the Company for the year of 2023

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

Chairwoman of the Board, executive Director and president

Changzhou, PRC
June 8, 2023

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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. For the purpose of determining the entitlement of the shareholders of the Company to attend and vote at the AGM, the H Shares register of members of the Company will be closed from Tuesday, June 27, 2023 to Friday, June 30, 2023 (both days inclusive), during which period no transfer of shares will be registered. To be eligible to attend and vote at the AGM, 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, June 26, 2023.
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/her 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 AGM (i.e. before 10:00 a.m. on Thursday, June 29, 2023) or any adjournment(s) thereof. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the AGM or any adjournment(s) 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 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 of the Company (the "**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 AGM, 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 June 8, 2023.