CALB Group Co., Ltd.

中創新航科技集團股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 3931)

REVISION OF ANNUAL CAP FOR THE 2024 TO 2026 ENGINEERING AND CONSTRUCTION FRAMEWORK AGREEMENT

References are made to the announcement of the Company dated December 18, 2023 in relation to, among others, the Engineering and Construction Framework Agreement entered into between the Company (for itself and on behalf of the Group) and Jiangsu Chengdong Construction (for itself and on behalf of its subsidiaries) (the "**2024 to 2026 Engineering and Construction Framework Agreement**"), pursuant to which Chengdong Construction Group will provide general contracting services for design, procurement, and construction for certain industrial parks or buildings of the Group for a term of three years commencing from January 1, 2024 to December 31, 2026; and the announcements of the Company dated November 15, 2024 and September 26, 2025 regarding the Supplemental Agreement and Supplemental Agreement II entered into between the same parties to revise the annual caps for the continuing connected transactions under the 2024 to 2026 Engineering and Construction Framework Agreement.

On July 1, 2026, the Board approved that the Company (for itself and on behalf of the Group) and Jiangsu Chengdong Construction (for itself and on behalf of its subsidiaries) entered into Supplemental Agreement III to revise the existing annual cap for the year ending December 31, 2026 under the 2024 to 2026 Engineering and Construction Framework Agreement, the Supplemental Agreement, and the Supplemental Agreement II. Except for the revision of the annual cap, the other principal terms of the 2024 to 2026 Engineering and Construction Framework Agreement remain unchanged.

LISTING RULES IMPLICATIONS

As of the date of this announcement, Jintan Holding directly and indirectly held approximately 26.02% of the total issued Shares of the Company and is one of the Company's substantial Shareholders. Therefore, Jintan Holding and its associates are connected persons of the Company. Changzhou Zhongcheng Industrial Co., Ltd.* (常州眾成實業發展有限公司) (an indirect wholly owned subsidiary of Jintan Holding) is entitled to exercise approximately 54.18% of the voting rights in Jiangsu Chengdong Construction; therefore, Jiangsu Chengdong Construction constitutes an associate of Jintan Holding as defined under the Listing Rules, and hence a connected person of the Company. Accordingly, the transactions contemplated under the Supplemental Agreement III constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio of the revised annual cap under the Supplemental Agreement III is expected to be more than 0.1% but less than 5%, the transactions contemplated thereunder are therefore subject to the reporting, announcement and annual review requirements but exempt from the circular and the independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

INTRODUCTION

References are made to the announcement of the Company dated December 18, 2023 in relation to, among others, the 2024 to 2026 Engineering and Construction Framework Agreement entered into between the Company (for itself and on behalf of the Group) and Jiangsu Chengdong Construction (for itself and on behalf of its subsidiaries), pursuant to which Chengdong Construction Group will provide general contracting services for design, procurement, and construction for certain industrial parks or buildings of the Group for a term of three years commencing from January 1, 2024 to December 31, 2026; and the announcements of the Company dated November 15, 2024 and September 26, 2025 regarding the Supplemental Agreement and Supplemental Agreement II entered into between the same parties to revise the annual caps for the continuing connected transactions under the 2024 to 2026 Engineering and Construction Framework Agreement.

On July 1, 2026, the Board approved that the Company (for itself and on behalf of the Group) and Jiangsu Chengdong Construction (for itself and on behalf of its subsidiaries) entered into Supplemental Agreement III to revise the existing annual cap for the year ending December 31, 2026 under the 2024 to 2026 Engineering and Construction Framework Agreement, the Supplemental Agreement, and the Supplemental Agreement II. Except for the revision of the annual cap, the other principal terms of the 2024 to 2026 Engineering and Construction Framework Agreement remain unchanged. For the principal terms and details of the 2024 to 2026 Engineering and Construction Framework Agreement, the Supplemental Agreement, and the Supplemental Agreement II, please refer to the Company's announcements dated December 18, 2023, November 15, 2024, and September 26, 2025.

Historical Amount and Existing Annual Caps

In respect of the continuing connected transactions under the 2024 to 2026 Engineering and Construction Framework Agreement, for the two years ended December 31, 2024 and December 31, 2025, and the five months ended May 31, 2026, the fees incurred for services provided by Chengdong Construction Group to the Group, including general contracting services for design, procurement, and construction for certain industrial parks or buildings of the Group, were approximately RMB383.34 million, RMB161.26 million and RMB231.70 million, respectively.

For the three years ending December 31, 2024, December 31, 2025 and December 31, 2026, the existing annual caps (excluding tax) for the fees to be incurred by the Group under the Supplemental Agreement and Supplemental Agreement II to the 2024 to 2026 Engineering and Construction Framework Agreement are RMB400 million, RMB250 million and RMB460 million, respectively. Details are set out in the Company's announcements dated November 15, 2024 and September 26, 2025.

Revised Annual Cap

In accordance with the Supplemental Agreement III, the revised annual cap for fees to be incurred for services to be provided by Chengdong Construction Group to the Group under that agreement, including general contracting services for design, procurement, and construction for the Group's certain industrial parks or buildings, is set out below:

	For the year ending December 31, 2026 ***(RMB in million)***
The revised annual cap for the fees (excluding tax) to be incurred by the Group under Supplemental Agreement III	1,600

Basis for Determining the Revised Annual Cap

In determining the revised annual cap for the year ending December 31, 2026, the Board primarily considered the following factors:

(1) For the five months ended May 31, 2026, the fees incurred for services provided by Chengdong Construction Group to the Group, including general contracting services for design, procurement, and construction for certain industrial parks or buildings of the Group, were approximately RMB231.70 million, representing a utilization rate of approximately 50.4% of the existing annual cap for the year ending December 31, 2026. The Company is finalizing the fees incurred for such services for the six months ended June 30, 2026. Based on the Group's current business progress, the utilization rate of the existing annual cap is expected to further increase to around 70% to 80%.

(2) Benefiting from the rapid growth across the Group's business sectors and in light of the latest market demand, the Group plans to progressively commence the construction of a number of production lines. During 2026, the Company expects to commence three new construction projects to be undertaken by contractors with the total construction fees for these projects in 2026 expected to exceed RMB1.1 billion.

(3) The Group plans to select contractors for the relevant construction projects by way of public tendering or invited tendering processes. The qualified contractors, including but not limited to Chengdong Construction Group, may from time to time participate in the bidding process for the Group's construction projects, in accordance with the Group's tendering procedures and the same general terms as those offered to other Independent Third Parties. However, the outcome of the tendering process is inherently uncertain, and Chengdong Construction Group may or may not be successful in securing such tenders. In the event that any contract is awarded to Chengdong Construction Group as a result of the tender process, they will provide construction-related engineering services to the Group on the terms of the successful bid, provided that the contract amount on an aggregated basis shall not exceed the revised annual cap.

(4) In determining the above annual cap, the Group has assumed, for planning purposes, that Chengdong Construction Group may be awarded the contracts for the projects in which they participate in the tendering process, primarily after taking into account the following factors. For the avoidance of doubt, such assumption does not represent any indication or assurance that Chengdong Construction Group will win any bid; it is made solely to ensure that the annual cap provides sufficient flexibility and to avoid any delay to the Group's business development arising from an underestimation of the annual cap:

- **Potentially significant contract values of individual projects:** Certain production line construction projects currently identified or under planning by the Group involve relatively substantial construction investment amounts, and may therefore have a material impact on the utilization of the annual cap. Accordingly, whether Chengdong Construction Group is awarded any such project may directly influence whether the actual transaction amounts approach or exceed the original annual cap; and

- **Avoiding delays arising from post-award annual cap revisions:** Under the relevant PRC tendering laws and regulations, the internal period between issuing a winning bid notice and execution of the relevant construction contract is required to be within 30 days. However, any revision of the annual cap would be subject to the completion of applicable compliance procedures, including obtaining Board approval and, where applicable, independent Shareholders' approval, which may require a longer timeframe. Accordingly, if the annual cap was to be revised only after Chengdong Construction Group has been awarded a contract, it may not be practicable to complete such procedures in time to facilitate the timely execution of the relevant contracts, thereby potentially affecting project implementation and the Group's business development.

(5) The contract amount payable by the Group to Chengdong Construction Group shall be determined in accordance with the payment terms specified in the tender documents for specific production line, project management, project consultancy, project design, and/or building materials supply contracts.

Reasons for and Benefits of Entering into the Supplemental Agreement III to the 2024 to 2026 Engineering and Construction Framework Agreement

General contracting services provided by Chengdong Construction Group for design, procurement, and construction of certain industrial parks or buildings of the Group align with the Group's expansion plan and are expected to have a positive impact on the Group's future performance.

Taking into account the basis for determining the revised annual cap as set out under "Basis for Determining the Revised Annual Cap", the Board believes that revising the annual cap for the continuing connected transactions under the 2024 to 2026 Engineering and Construction Framework Agreement and entering into Supplemental Agreement III are in the interests of the Company and the Shareholders as a whole.

OPINION OF THE BOARD

The Directors (including the independent non-executive Directors) are of the view that the Supplemental Agreement III to the 2024 to 2026 Engineering and Construction Framework Agreement and the transactions contemplated thereunder have been entered into in the ordinary and usual course of business of the Group and on normal commercial terms that are fair and reasonable and in the interests of the Company and the Shareholders as a whole; and that the revised annual cap for the Supplemental Agreement III and the transactions contemplated thereunder are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Hu Jing and Li Jiancun are both non-executive Directors of the Company. Jiangsu Jintan Investment Group Co., Ltd.* (江蘇金壇投資集團有限公司) is an associate of Jintan Holding. Hu Jing serves as a member of the Party Committee and deputy general manager, and Li Jiancun serves as deputy general manager of that entity. They therefore abstained from voting on the relevant Board resolution approving Supplemental Agreement III and the revision of the existing annual cap for the continuing connected transactions thereunder. Save as disclosed above, none of the other Directors has a material interest in the continuing connected transactions contemplated thereunder.

INTERNAL CONTROL MEASURES

The Company will adopt the following internal control and corporate governance measures to closely monitor connected transactions and ensure ongoing compliance with the Listing Rules:

(1) The Company has established the Management System on Connected Transactions of the Company in accordance with the relevant requirements of Chapter 14A of the Listing Rules. The system covers core aspects including identification procedures, disclosure requirements, and ongoing monitoring mechanisms to ensure all connected transactions comply with the Listing Rules.

(2) The Board and various internal departments of the Company will be jointly responsible for controlling and managing the continuing connected transactions and for evaluating the terms under the relevant agreements for the continuing connected transactions, in particular the fairness of the pricing policies and annual caps (if applicable) under each transaction.

    (i) each related business department of the Company, as the business initiator, shall be responsible for handling the continuing connected transaction agreements;

    (ii) the finance department assesses the reasonableness of the amounts and existing annual caps of connected transactions and monitors the historical transaction amounts;

    (iii) the internal control department monitors the tendering and price-comparison process to ensure that transaction terms are no less favorable than those offered by Independent Third Parties and comply with the principle of fairness;

(iv) the legal department conducts compliance reviews of contract terms to ensure that the contract complies with the Listing Rules and the Company's internal rules; and

(v) the Board, taking into account the actual operations of the Company, evaluates the principal terms of the agreements to ensure that the transactions meet the Company's business development needs, are lawful and compliant, and are in the interests of the Company and the Shareholders as a whole.

(3) the Board and the finance department of the Group will regularly monitor the connected transactions (including but not limited to monitoring transaction amounts under the relevant agreements to ensure that they do not exceed the annual caps); and the management of the Company will review the pricing policies to ensure connected transactions to be performed in accordance with the relevant agreements through the following review procedures every half year:

(i) the Company will set up a bidding management committee, which will adopt a method of public tendering or invitation to tender based on specific project requirements. It will issue bidding announcements or tender invitations to solicit bids from qualified suppliers. In accordance with the principles of openness, fairness, cost-effectiveness, security assurance, and timely supply, the evaluation of bids will be conducted through either the lowest-bid-price method or a comprehensive evaluation method to determine the specific supplier;

(ii) a minimum of three contractors shall participate in the bidding process, and the bidding process will be conducted in compliance with applicable local regulations; and

(iii) the Company will review the proposed price to ensure that it is consistent with the pricing terms under the 2024 to 2026 Engineering and Construction Framework Agreement, and that the terms offered by connected persons to the Group are no less favorable than those offered by Independent Third Parties.

(4) The Company shall engage auditors to, and the independent non-executive Directors will conduct an annual review of the continuing connected transactions to ensure that the transactions contemplated thereunder have been conducted pursuant to the requirements of the Listing Rules and have fulfilled the relevant disclosure requirements.

(5) The Company will comply with the relevant requirements under Chapter 14A of the Listing Rules for the continuing connected transactions.

(6) When considering entering into the Supplemental Agreement III, any materially interested Directors shall abstain from voting on the resolutions to approve such transactions at Board meetings.

INFORMATION RELATING TO PARTIES

The Company

CALB Group Co., Ltd., a joint stock limited company incorporated in Changzhou City, Jiangsu Province under the laws of the PRC, was listed on the Stock Exchange on October 6, 2022 (stock code: 3931). The Group is a high-technology new energy enterprise specializing in the development, manufacturing, sales, and market application development of lithium batteries, battery management systems and related integrated products, and lithium battery materials. As a specialist in battery technology, the Group is committed to building a comprehensive energy operation system to provide complete product solutions and full life-cycle management for the all-scenario application market of new energy represented by EV batteries and ESS products.

Jiangsu Chengdong Construction

Jiangsu Chengdong Construction is a limited liability company established in the PRC, principally engaged in engineering and construction of buildings, building renovation, and decorative design. To the best of the Directors' knowledge, information, and belief, having made all reasonable inquiries, the ultimate beneficial owner of Jiangsu Chengdong Construction is the People's Government of Jintan District, Changzhou.

LISTING RULES IMPLICATIONS

As of the date of this announcement, Jintan Holding directly and indirectly held approximately 26.02% of the total issued Shares of the Company and is one of the Company's substantial Shareholders. Therefore, Jintan Holding and its associates are connected persons of the Company. Changzhou Zhongcheng Industrial Co., Ltd.* (常州眾成實業發展有限公司) (an indirect wholly owned subsidiary of Jintan Holding) is entitled to exercise approximately 54.18% of the voting rights in Jiangsu Chengdong Construction; therefore, Jiangsu Chengdong Construction constitutes an associate of Jintan Holding as defined under the Listing Rules, and hence a connected person of the Company. Accordingly, the transactions contemplated under the Supplemental Agreement III constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio of the revised annual cap under the Supplemental Agreement III is expected to be more than 0.1% but less than 5%, the transactions contemplated thereunder are therefore subject to the reporting, announcement and annual review requirements but exempt from the circular and the independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

"2024 to 2026 Engineering and Construction Framework Agreement"	the 2024 to 2026 Engineering and Construction Framework Agreement dated January 4, 2024 and entered into between the Company (for itself and on behalf of the Group) and Jiangsu Chengdong Construction (for itself and on behalf of its subsidiaries), in relation to, among others, the provision of the general contracting services by Jiangsu Chengdong Construction and its subsidiaries for design, procurement, and construction for certain industrial parks or buildings of the Group for a term of three years commencing from January 1, 2024 to December 31, 2026
"associate(s)"	has the same meaning ascribed to it under the Listing Rules
"Board"	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), the H Shares of which are listed on the Stock Exchange (stock code: 3931)
"connected person(s)"	has the same meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"H Share(s)"	overseas-listed foreign shares in the share capital of the Company with a nominal value of RMB1.00 each, traded in Hong Kong dollars and listed on the Main Board of the Stock Exchange
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Third Party(ies)"	entity(ies) or individual(s) that, to the best knowledge, information, and belief of the Directors, having made all reasonable inquiries, is/are not connected person(s) of the Company within the meaning of the Listing Rules
"Jiangsu Chengdong Construction"	Jiangsu Chengdong Construction Projects Co., Ltd. (江蘇城東建設工程有限公司), a company established in the PRC with limited liability, in which Changzhou Zhongcheng Industrial Co., Ltd.* (常州眾成實業發展有限公司) (an indirect wholly owned subsidiary of Jintan Holding) is entitled to exercise approximately 54.18% of the voting rights; therefore, Jiangsu Chengdong Construction is an associate of Jintan Holding and a connected person of the Company

"Chengdong Construction Group"	Jiangsu Chengdong Construction and its subsidiaries
"Jintan Holding"	Jiangsu Jintan Investment Holding Co., Ltd. (江蘇金壇投資控股有限公司), a company established under the laws of the PRC with limited liability on September 16, 2014 and wholly owned by the Government of Jintan District, and a connected person of the Company
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"PRC"	the People's Republic of China
"RMB"	Renminbi, the lawful currency of the PRC
"Share(s)"	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each
"Shareholder(s)"	shareholder(s) 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
"Supplemental Agreement"	a supplemental agreement dated November 20, 2024 to the 2024 to 2026 Engineering and Construction Framework Agreement entered into between the Company (for itself and on behalf of the Group) and Jiangsu Chengdong Construction (for itself and on behalf of its subsidiaries), regarding the revision of the annual caps for the 2024 to 2026 Engineering and Construction Framework Agreement
"Supplemental Agreement II"	the supplemental agreement II dated September 28, 2025 to the 2024 to 2026 Engineering and Construction Framework Agreement entered into between the Company (for itself and on behalf of the Group) and Jiangsu Chengdong Construction (for itself and on behalf of its subsidiaries), regarding the revision of the annual caps for the 2024 to 2026 Engineering and Construction Framework Agreement

"Supplemental Agreement III"	the supplemental agreement III to the 2024 to 2026 Engineering and Construction Framework Agreement proposed to be entered into between the Company (for itself and on behalf of the Group) and Jiangsu Chengdong Construction (for itself and on behalf of its subsidiaries), regarding the revision of the annual cap for the 2024 to 2026 Engineering and Construction Framework Agreement (If there is any discrepancy between the terms of Supplemental Agreement III as stated in this announcement and the contents of the formally executed agreement, the relevant adjustments will be separately announced and illustrated)
"%"	percent

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

Changzhou, PRC
July 1, 2026

As of 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; and Dr. Wang Susheng, Dr. Chen Zetong, and Dr. Xiao Wen as independent non-executive Directors.