

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Carbon Energy Limited (CNX)

ACN/ARSN ACN 057 552 137

1. Details of substantial holder (1)

Name Kam Lung Investment Development Company Limited (Kam Lung), Mr Hui Hai Zhuang and their associates listed in this form

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on

19/07/2017

The previous notice was given to the company on

15/04/2016 (but lodged with ASX on 19/04/2016)

The previous notice was dated

15/04/2016 (but lodged with ASX on 19/04/2016)

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	514,760,847	29.19%	5,194,672,128*	80%

*As set out in CNX's notice of meeting and explanatory memorandum dated 15 June 2017, the shares will be consolidated at a ratio of 100:1 (with consolidation expected to be completed on or around 24 July 2017). Accordingly, Kam Lung will hold 51,946,721 shares (and votes) post-consolidation and the number of shares and votes set out in sections 3 and 4 below will also reduce by a corresponding number. However, there will be no change in the voting power as a result of the consolidation.

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
19/07/2017	Kam Lung	Issue of fully paid ordinary shares pursuant to the deed of company arrangement (DOCA) in respect of CNX (amongst others) dated 9 March 2017, as amended on 26 May 2017. A copy of the DOCA is appended to the notice of meeting and explanatory memorandum dated 15 June 2017.	\$0.000823 per fully paid ordinary share	4,679,911,281 fully paid ordinary shares	4,679,911,281
19/07/2017	Mr Hui Hai Zhuang	Increase in relevant interest pursuant to s 608(3)(b) of the Corporations Act 2001 (Cth) as a person who controls Kam Lung	Nil	4,679,911,281 fully paid ordinary shares	4,679,911,281

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Kam Lung	Kam Lung	Kam Lung	Relevant interest pursuant to s 608(1) of the Corporations Act 2001 (Cth) as the holder of securities	5,194,672,128	5,194,672,128
Mr Hui Hai Zhuang	Kam Lung	Kam Lung	Relevant interest pursuant to s 608(3)(b) of the Corporations Act 2001 (Cth) as a person who controls Kam Lung	5,194,672,128	5,194,672,128

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

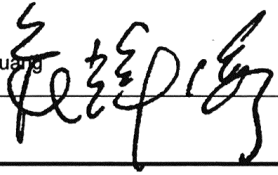
Name and ACN/ARSN (if applicable)	Nature of association
Beijing Jinhong Investment and Development Co., Ltd	"Associate" of Kam Lung in accordance with section 12(2)(a), being a company controlled by Mr Zhuang who also controls Kam Lung
Beijing Haigang Investment and Development Co., Ltd	"Associate" of Kam Lung in accordance with section 12(2)(a), being a company controlled by Mr Zhuang who also controls Kam Lung

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Kam Lung	Flat/rm 7, block 1 4/F, Kwan Yick Building, 430-440A Des Voeux Road West, Hong Kong Special Administrative Region
Mr Hui Hai Zhuang	Rm. 711, Argyle Centre, 688 Nathan Road, Mongkok, Kowloon
Beijing Jinhong Investment and Development Co., Ltd	19th Floor, West Tower of World Finance Centre, No. 1 East 3rd Ring Middle Road, Chaoyang District, Beijing City, China.
Beijing Haigang Investment and Development Co., Ltd	19th Floor, West Tower of World Finance Centre, No. 1 East 3rd Ring Middle Road, Chaoyang District, Beijing City, China.

Signature

print name	Hui Hai Zhuang	capacity	Director
sign here		date	20/07/2017

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.