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**THIS OFFER DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of the Offer, this Offer Document and/or the accompanying Form of Acceptance or the action to be taken, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Graphene Group Limited, you should at once hand this Offer Document and the accompanying Form of Acceptance to the purchaser(s) or transferee(s) or the licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

This Offer Document should be read in conjunction with the accompanying Form of Acceptance, the contents of which form part of the terms and conditions of the Offer contained herein.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this Offer Document and the accompanying Form of Acceptance, make no representation as to their 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 Offer Document and the accompanying Form of Acceptance.

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**ZHONGHAN INTERNATIONAL HOLDINGS GROUP LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**OFFER DOCUMENT RELATING TO UNCONDITIONAL  
MANDATORY GENERAL OFFER BY  
GUOTAI JUNAN SECURITIES (HONG KONG) LIMITED  
FOR AND ON BEHALF OF  
ZHONGHAN INTERNATIONAL HOLDINGS GROUP LIMITED  
TO ACQUIRE ALL THE ISSUED SHARES OF  
CHINA GRAPHENE GROUP LIMITED  
(OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE  
ACQUIRED BY ZHONGHAN INTERNATIONAL HOLDINGS GROUP  
LIMITED AND PARTIES ACTING IN CONCERT WITH IT)**

**Financial Adviser to Zhonghan International Holdings Group Limited**



**Guotai Junan Capital Limited**

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Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" in this Offer Document.

A letter from Guotai Junan Securities containing, among other things, details of the terms of the Offer is set out on pages 6 to 13 of this Offer Document.

The procedures for acceptance and settlement of the Offer and other related information are set out in Appendix I to this Offer Document and in the accompanying Form of Acceptance. Acceptance of the Offer should be received by the Receiving Agent as soon as possible and in any event no later than 4:00 p.m. on Friday, 9 August 2019 or such later time and/or date as the Offeror may decide and announce with the consent of the Executive, in accordance with the requirements under the Takeovers Code.

This Offer Document is issued by the Offeror. This Offer Document will remain on the websites of the Stock Exchange at <http://www.hkexnews.hk> and the Company at <https://www.chn-graphene.com> as long as the Offer remains open.

12 July 2019

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## EXPECTED TIMETABLE

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*The expected timetable set out below is indicative only and may be subject to changes. Further announcement(s) will be made in the event of any changes to the timetable as and when appropriate.*

**All time and date references contained in this Offer Document and the accompanying Form of Acceptance shall refer to Hong Kong local time and dates.**

| <b>Event</b>   | <b>Time and Date</b>                                 |
|--|--|
| Despatch date of this Offer Document and the Form of Acceptance ( <i>Note 1</i> ) . . . . .  | Friday, 12 July 2019                                 |
| Offer opens for acceptance ( <i>Note 1</i> ) . . . . .   | Friday, 12 July 2019                                 |
| Latest date for the posting of the Response Document ( <i>Note 2</i> ) . . . . .   | Friday, 26 July 2019                                 |
| Latest time and date for acceptance of the Offer on the Closing Date ( <i>Notes 3 &amp; 4</i> ) . . . . .  | not later than 4:00 p.m.<br>on Friday, 9 August 2019 |
| Announcement of the results of the Offer as at the Closing Date to be published on the website of the Stock Exchange and the Company ( <i>Note 3</i> ) . . . . . | not later than 7:00 p.m.<br>on Friday, 9 August 2019 |
| Latest date for posting of remittances in respect of valid acceptances received under the Offer ( <i>Notes 4 &amp; 5</i> ) . . . . .                             | Tuesday, 20 August 2019                              |

*Notes:*

1. The Offer, which is unconditional, is made on the date of posting of this Offer Document, and is capable of acceptance on and from that date until 4:00 p.m. on the Closing Date, unless the Offeror revises or extends the Offer in accordance with the Takeovers Code.
2. In accordance with the Takeovers Code, the Company is required to post the Response Document within 14 days from the posting of this Offer Document, unless the Executive consents to a later date and the Offeror agrees to extend the closing date by the number of days in respect of which the delay in the posting of the Response Document is agreed.
3. In accordance with the Takeovers Code, where the Response Document is posted after the date on which this Offer Document is posted, the Offer must initially be open for acceptance for at least 28 days following the date on which this Offer Document is posted. The latest time and date for acceptance of the Offer is 4:00 p.m. on Friday, 9 August 2019 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. An announcement will be issued on the website of the Stock Exchange and the Company by 7:00 p.m. on the Closing Date, stating whether the Offer has been extended, revised or expired. In the event that the Offeror decides to extend the Offer and the announcement does not specify the next closing date, at least 14 days' notice by way of an announcement will be given before the Offer is closed in accordance with the Takeovers Code.
4. If there is a tropical cyclone warning signal number 8 or above or a "black" rainstorm warning signal in force on the Closing Date or the date for posting of remittances and it has (i) not been cancelled in time for trading on the Stock Exchange to resume in the afternoon, the time and date of the close of the Offer or the posting of remittances will be postponed to 4:00 p.m. on the next Business Day which does not have either

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## EXPECTED TIMETABLE

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of those warnings in force in Hong Kong or such other day as the Executive may approve; or (ii) been cancelled in time for trading on the Stock Exchange to resume in the afternoon, the time and date of the close of the Offer or the posting of remittances will remain at 4:00 p.m. on the same Business Day.

5. Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable for the Offer Shares tendered under the Offer will be despatched to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days following the date of receipt of all relevant documents (receipt of which renders such acceptance complete and valid) in accordance with the Takeovers Code. Acceptances of the Offer shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the section headed "5. Right of withdrawal" in Appendix I to this Offer Document.

Save as mentioned above, if the latest time for the acceptance of the Offer and the posting of remittances do not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror will notify the Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

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## **IMPORTANT NOTICE**

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### **NOTICE TO SHAREHOLDERS OUTSIDE HONG KONG**

The making of the Offer to persons being not residents in Hong Kong or with registered addresses in jurisdictions outside Hong Kong may be prohibited or affected by the laws of the relevant jurisdictions. Overseas Shareholders who are citizens or residents or nationals of jurisdictions outside Hong Kong should inform themselves about and observe any applicable legal requirements. It is the responsibility of any such person who wishes to accept the Offer to satisfy himself/herself/itself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents or registration or filing which may be required or the compliance with other necessary formalities, regulatory and/or legal requirements and the payment of any transfer or other taxes or other required payments due in respect of such jurisdiction for accepting the Offer. The Offeror and parties acting in concert with it, Guotai Junan Securities, Guotai Junan Capital, the Receiving Agent, their respective ultimate beneficial owners, directors, officers, professional advisers, agents and associates and any other person involved in the Offer shall be entitled to be fully indemnified and held harmless by such person for any taxes as such person may be required to pay. Please see the section headed “7. Overseas Shareholders” in Appendix I to this Offer Document for further details.

### **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This Offer Document contains forward-looking statements, which may be identified by words such as “believe”, “expect”, “intend”, “seek”, “will”, “would” or words of similar meaning, that involve risks and uncertainties, as well as assumptions. All statements other than statements of historical facts are statements that could be deemed forward-looking statements. The Offeror and parties acting in concert with it, Guotai Junan Securities, Guotai Junan Capital and the Receiving Agent assume no obligation and do not intend to update these forward-looking statements, except as required pursuant to applicable laws and Takeovers Code.

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## DEFINITIONS

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*In this Offer Document, unless otherwise defined or the context otherwise requires, the following expressions shall have the following meanings:*

|                         |  |
|-------------------------|--|
| “acting in concert”     | has the same meaning ascribed to it under the Takeovers Code   |
| “Announcement”          | the announcement issued by the Offeror dated 21 June 2019  |
| “associate(s)”          | has the same meaning ascribed to it under the Listing Rules  |
| “Board”                 | the board of Directors   |
| “Business Day(s)”       | a day on which the Stock Exchange is open for the transaction of business  |
| “CCASS”                 | the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited   |
| “China Asia Group (HK)” | China Asia Group (HK) Limited, a company incorporated in Hong Kong, is wholly owned by Shenzhen China Asia Zhi Ye Development Limited  |
| “China Asia Zhi Ye”     | China Asia Zhi Ye Group Limited Company* (中亞置業集團有限公司), a company incorporated in the PRC, is owned as to 97% by Shenzhen China Asia Zhi Ye   |
| “Clever Robust”         | Clever Robust Limited, a company incorporated in the British Virgin Islands  |
| “Closing Date”          | Friday, 9 August 2019, being the closing date of the Offer which is 28 days following the date on which this Offer Document is posted, or any subsequent closing date(s) as may be determined and announced by the Offeror with the consent of the Executive in accordance with the Takeovers Code |
| “Company”               | China Graphene Group Limited (stock code: 63), a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange  |
| “connected person(s)”   | has the same meaning as ascribed to it under the Listing Rules   |
| “Directors”             | the director(s) of the Company, from time to time  |

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## DEFINITIONS

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|----------------------------|--|
| “Encumbrances”             | any mortgage, charge, pledge, lien, option, restriction, right of first refusal, right of pre-emption, third-party right or interest, other encumbrance or security interest of any kind, or another type of preferential arrangement (including, without limitation, a title transfer or retention arrangement) having similar effect |
| “Executive”                | Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director  |
| “Form of Acceptance”       | the form of acceptance and transfer of Offer Shares in respect of the Offer  |
| “Group”                    | collectively, the Company and its subsidiaries from time to time   |
| “Guotai Junan Capital”     | Guotai Junan Capital Limited, a corporation licensed under the SFO to carry on Type 6 (advising on corporate finance) regulated activity as defined in the SFO   |
| “Guotai Junan Securities”  | Guotai Junan Securities (Hong Kong) Limited, a corporation licensed under the SFO to carry on Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities as defined in the SFO  |
| “HK Guoxin”                | HK Guoxin Investment Group Limited, a company incorporated in Hong Kong (company number 1377643)   |
| “HKSCC”                    | Hong Kong Securities Clearing Company Limited  |
| “Hong Kong”                | the Hong Kong Special Administrative Region of the PRC   |
| “Independent Shareholders” | the Shareholders other than the Offeror and the parties acting in concert with it  |
| “Last Trading Day”         | 20 June 2019, being the last trading day for the Shares immediately prior to the publication of the Announcement   |
| “Latest Practicable Date”  | 9 July 2019, being the latest practicable date prior to the printing of this Offer Document for ascertaining certain information contained in this Offer Document  |
| “Listing Rules”            | the Rules Governing the Listing of Securities on the Stock Exchange  |

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## DEFINITIONS

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|---------------------------|---|
| “Mr. Huang Binghuang”     | Mr. Huang Binghuang (黃炳煌), the brother of Mr. Huang Binghua and the ultimate controlling shareholder of the Offeror   |
| “Mr. Huang Binghua”       | Mr. Huang Binghua (黃炳華), the brother of Mr. Huang Binghuang and indirectly holds a minority interest in the Offeror   |
| “Ms. Wang”                | Ms. Wang Lijiao (王麗姣), the chief financial officer of China Asia Zhi Ye   |
| “Offer”                   | the unconditional mandatory general offer made by Guotai Junan Securities on behalf of the Offeror for all the Offer Shares pursuant to Rule 26.1 of the Takeovers Code   |
| “Offer Document”          | this offer document issued by or on behalf of the Offeror to all Shareholders in accordance with the Takeovers Code containing, <i>inter alia</i> , details of the Offer, together with the Form of Acceptance        |
| “Offeror”                 | Zhonghan International Holdings Group Limited, a company incorporated in Hong Kong, which is owned as to 41% by China Asia Group (HK) and 59% by Zhengbo International Corporation                                    |
| “Offer Period”            | has the meaning given to it in the Takeovers Code, being the period commencing from 20 February 2019, the date of the Company’s announcement regarding the possible change in control, and ending on the Closing Date |
| “Offer Price”             | the price at which the Offer will be made, being HK\$0.166 per Offer Share  |
| “Offer Share(s)”          | all the Share(s) in issue, other than those Shares already owned or agreed to be acquired by the Offeror and parties acting in concert with it  |
| “Overseas Shareholder(s)” | Independent Shareholder(s) whose addresses, as shown on the register of members of the Company, are outside Hong Kong   |
| “PRC”                     | the People’s Republic of China, which for the purpose of this Offer Document, shall exclude Hong Kong, Macau Special Administrative Region of the PRC and Taiwan  |



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## DEFINITIONS

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|--------------------------------|--|
| “Receivers”                    | Osman Mohammed Arab and Lai Wing Lun, both of RSM Corporate Advisory (Hong Kong) Limited, the joint and several receivers and managers over the Sale Shares of HK Guoxin and the agent and lawful attorney of HK Guoxin  |
| “Receiving Agent”              | the Hong Kong branch share registrar of the Company and the receiving agent in respect of the Offer, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong   |
| “Relevant Period”              | the period from 20 August 2018, being the date falling six months prior to 20 February 2019 (the date of the Company’s announcement regarding the possible change in control and the commencement of the Offer Period) and ending on and including the Latest Practicable Date   |
| “Response Document”            | the document required to be issued by the Company to all the Shareholders in accordance with the Takeovers Code containing, amongst other things, a letter from the Board, a letter from the independent board committee in relation to the Offer and a letter from the independent financial adviser in relation to the Offer |
| “Sale and Purchase Agreement”  | the sale and purchase agreement dated 21 June 2019 entered into between the Receivers and the Offeror in respect of the sale and purchase of the Sale Shares   |
| “Sale and Purchase Completion” | the completion of the sale and purchase of the Sale Shares pursuant to the Sale and Purchase Agreement   |
| “Sale Shares”                  | an aggregate of 2,112,395,735 Shares acquired by the Offeror pursuant to the Sale and Purchase Agreement   |
| “SFC”                          | the Securities and Futures Commission of Hong Kong   |
| “SFO”                          | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time  |
| “Shares”                       | the ordinary shares of HK\$0.05 each in the share capital of the Company   |
| “Shareholder(s)”               | holder(s) of the Shares  |

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## DEFINITIONS

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|-------------------------------------|--|
| “Share Charge”                      | the share charge dated 11 December 2017 executed by HK Guoxin in favour of Clever Robust in respect of Sale Shares   |
| “Shenzhen China Asia Zhi Ye”        | Shenzhen China Asia Zhi Ye Development Limited Company* (深圳市中亞實業發展有限公司), a company incorporated in the PRC, is owned as to 90% by Mr. Huang Binghuang and as to 10% by Mr. Huang Binghua |
| “Stock Exchange”                    | The Stock Exchange of Hong Kong Limited  |
| “Takeovers Code”                    | the Hong Kong Code on Takeovers and Mergers  |
| “Trading Day”                       | a day when the Stock Exchange is open for trading in Hong Kong   |
| “Zhengbo International Corporation” | Zhengbo International Corporation, a company incorporated in the British Virgin Islands, is owned as to 90% by Mr. Huang Binghuang and as to 10% by Mr. Huang Binghua                    |
| “HK\$”                              | Hong Kong dollars, the lawful currency of Hong Kong  |
| “%”                                 | per cent   |

The English text of this Offer Document and the Forms of Acceptance shall prevail over their respective Chinese text for the purpose of interpretation.

\* *For identification purposes only*



**國泰君安國際**  
GUOTAI JUNAN INTERNATIONAL

12 July 2019

*To the Independent Shareholders*

Dear Sir or Madam,

**UNCONDITIONAL MANDATORY GENERAL OFFER  
BY GUOTAI JUNAN SECURITIES (HONG KONG) LIMITED  
FOR AND ON BEHALF OF  
ZHONGHAN INTERNATIONAL HOLDINGS GROUP LIMITED  
TO ACQUIRE ALL THE ISSUED SHARES OF  
CHINA GRAPHENE GROUP LIMITED  
(OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE  
ACQUIRED BY ZHONGHAN INTERNATIONAL HOLDINGS GROUP  
LIMITED AND PARTIES ACTING IN CONCERT WITH IT)**

**1. INTRODUCTION**

References are made to (i) the Announcement made by the Offeror in relation to, among other matters, the Sale and Purchase Agreement and the Offer, and (ii) the announcement dated 4 July 2019 made by the Offeror in relation to the clarification to the Announcement.

As disclosed in the Announcement, the Offeror and the Receiver entered into the Sale and Purchase Agreement on 21 June 2019, pursuant to which the Receivers agreed to sell and the Offeror agreed to purchase the Sale Shares, being 2,112,395,735 Shares, representing 74.93% of the entire issued share capital of the Company as at the Latest Practicable Date, for a consideration of HK\$350,000,000 (approximately equivalent to HK\$0.166 per Sale Share). The Sale and Purchase Completion took place on 21 June 2019.

Immediately after the Sale and Purchase Completion, the Offeror and parties acting in concert with it own in aggregate 2,112,395,735 Shares, representing 74.93% of the entire issued share capital of the Company. Pursuant to Rule 26.1 of the Takeovers Code, the Offeror is required to make a mandatory unconditional general offer for all Offer Shares.

This letter forms part of this Offer Document and sets out, among other things, details of the principal terms of the Offer, information on the Offeror and the intention of the Offeror regarding the Group. The terms and procedures of acceptance of the Offer are set out in this letter, Appendix I to this Offer Document, and the accompanying Form of Acceptance.

The Company is required to despatch the Response Document within 14 days after the posting of this Offer Document. Independent Shareholders are advised to read this Offer Document and the Response Document before taking any action in respect of the Offer.

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## LETTER FROM GUOTAI JUNAN SECURITIES

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### THE OFFER

Guotai Junan Securities, for and on behalf of the Offeror, is making the Offer to acquire all of the Offer Shares pursuant to Rule 26.1 of the Takeovers Code on the following basis:

#### The Offer Price

**For each Offer Share** ..... HK\$0.166 in cash

The Offer Price of HK\$0.166 per Offer Share under the Offer is approximately equal to but not lower than the purchase price per Sale Share paid by the Offeror under the Sale and Purchase Agreement, which was arrived after arm's length negotiations between the Offeror and the Receivers.

The Offer is unconditional in all respects.

#### Comparison of value

The Offer Price of HK\$0.166 per Offer Share represents:

- (i) a premium of approximately 17.73% over the closing price of HK\$0.141 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a premium of approximately 47.95% over the average of the closing prices as quoted on the Stock Exchange for the 5 consecutive Trading Days up to and including the Last Trading Day of approximately HK\$0.1122 per Share;
- (iii) a premium of approximately 45.49% over the average of the closing prices as quoted on the Stock Exchange for the 10 consecutive Trading Days up to and including the Last Trading Day of approximately HK\$0.1141 per Share;
- (iv) a premium of approximately 28.38% over the average of the closing prices as quoted on the Stock Exchange for the 30 consecutive Trading Days up to and including the Last Trading Day of approximately HK\$0.1293 per Share;
- (v) a premium of approximately 137.82% over the audited consolidated net asset value attributable to the owners of the Company of approximately HK\$0.0698 per Share (based on the total number of issued Shares as at the Latest Practicable Date) as at 31 December 2018, being the date to which the latest published audited financial results of the Group were made up; and
- (vi) a discount of approximately 38.52% to the closing price of HK\$0.270 per Share on the Stock Exchange on the Latest Practicable Date.

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## LETTER FROM GUOTAI JUNAN SECURITIES

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### Highest and lowest Share prices

During the Relevant Period,

- (i) the highest closing price of the Shares as quoted on the Stock Exchange was HK\$0.385 on 4 July 2019; and
- (ii) the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$0.102 on 17 June 2019.

### Dealings in securities in the Company

Save for the acquisition of the Sale Shares, the Offeror and parties acting in concert with it have not dealt in the Shares, convertible securities, warrants, options or derivatives of the Company during the Relevant Period.

### Value of the Offer

As at the Latest Practicable Date, the Company has 2,819,102,084 Shares in issue. Based on the publicly available information, the Company does not have any outstanding options, derivatives, warrants or securities which are convertible or exchangeable into Shares and the Company has not entered into any agreement for the issue of such options, derivatives, warrants or securities of the Company which are convertible or exchangeable into Shares, as at the Latest Practicable Date.

Excluding the 2,112,395,735 Shares held by the Offeror and parties acting in concert with it, the number of Offer Shares is 706,706,349. Assuming that there is no change in the issued share capital of the Company and on the basis of the Offer Price of HK\$0.166 per Offer Share for 706,706,349 Offer Shares, the Offer would be valued at approximately HK\$117,313,254, which will be the maximum amount payable by the Offeror under the Offer in the event that the Offer is accepted in full.

The Offer will extend to all Shares in issue other than those Shares held by the Offeror and persons acting in concert with it on the date on which the Offer is made, being the date of despatch of this Offer Document.

### CONFIRMATION OF FINANCIAL RESOURCES

The Offeror intends to settle the entire consideration payable under the Offer from internal resources. Guotai Junan Capital, as the financial adviser to the Offeror in respect of the Offer, is satisfied that sufficient financial resources are available to the Offeror to satisfy the consideration payable upon full acceptance of the Offer.

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## LETTER FROM GUOTAI JUNAN SECURITIES

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### **FURTHER TERMS OF THE OFFER**

#### **Acceptance of the Offer**

By validly accepting the Offer, the Independent Shareholders will sell their tendered Shares to the Offeror free from all Encumbrances and together with all rights accruing or attaching to them, including the rights to receive in full all dividends and other distributions, if any, recommended, declared, made or paid by reference to a record date on or after the date on which the Offer is made, being the date of posting of this Offer Document. Acceptance of the Offer shall be irrevocable and shall not be capable of being withdrawn, subject to the provisions of the Takeovers Code.

#### **Payment**

Payment in cash in respect of acceptance of the Offer will be made as soon as possible but in any event within seven (7) Business Days following the date of receipt of duly completed and valid acceptance of the Offer. The relevant documents evidencing title in respect of such acceptance must be received by or on behalf of the Offeror to render such acceptance of the Offer complete and valid.

No fractions of a cent will be payable and the amount of cash consideration payable to a Independent Shareholder who accepts the Offer will be rounded up to the nearest cent.

#### **Stamp duty in Hong Kong**

The seller's Hong Kong ad valorem stamp duty arising in connection with acceptance of the Offer will be payable by the relevant Independent Shareholders at a rate of 0.1% of the consideration payable by the Offeror in respect of the relevant acceptance of the Offer, or if higher, the market value of Offer Shares as determined by the Collector of Stamp Revenue under the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong), and the amount of such duty will be deducted from the cash amount payable by the Offeror to the relevant Independent Shareholders who accept the Offer. The Offeror will arrange for payment of the seller's Hong Kong ad valorem stamp duty on behalf of the relevant Independent Shareholders accepting the Offer and pay the buyer's Hong Kong ad valorem stamp duty in connection with the acceptance of the Offer and the transfer of the Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

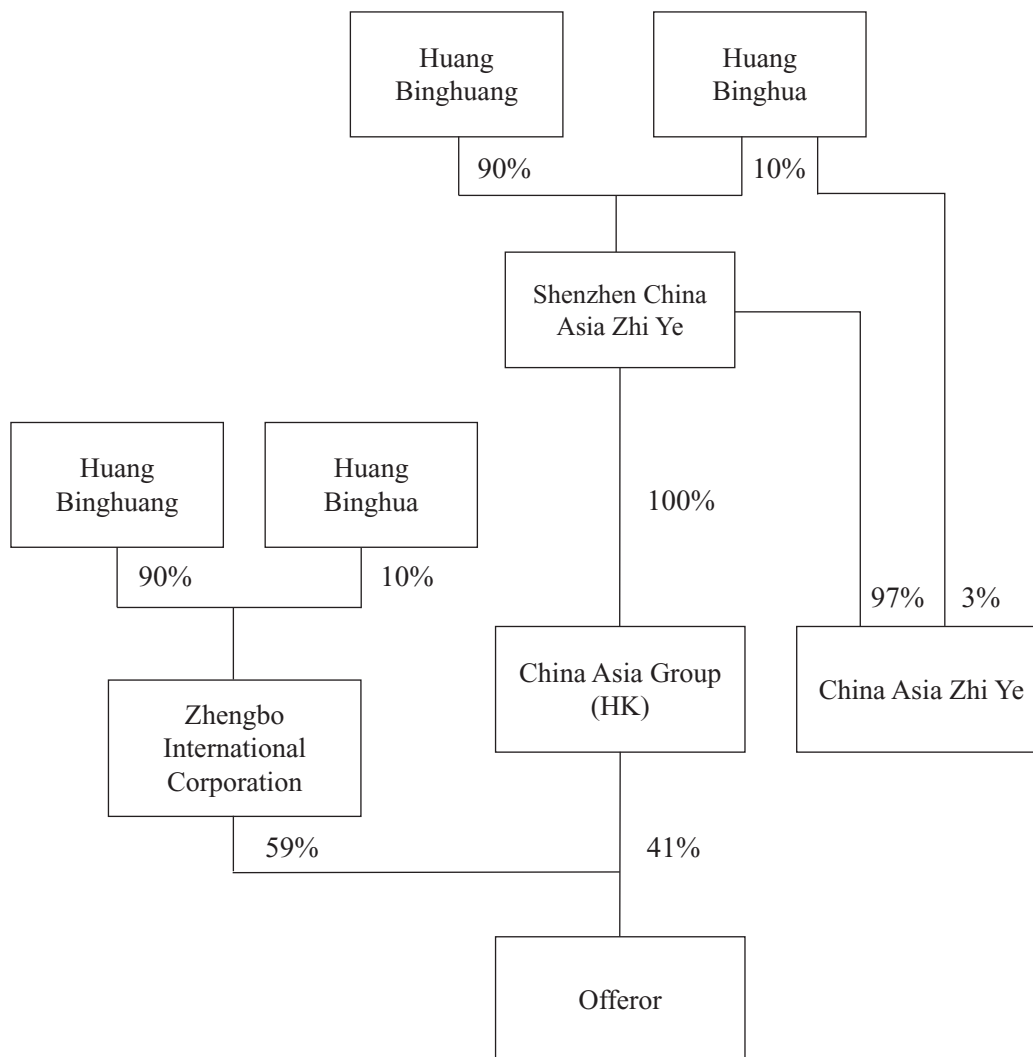
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## LETTER FROM GUOTAI JUNAN SECURITIES

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### INFORMATION ON THE OFFEROR

Below is the shareholding structure of the Offeror as at the Latest Practicable Date:



The Offeror is a company incorporated in Hong Kong with limited liability, and is an investment holding company ultimately and beneficially owned as to 90% by Mr. Huang Binghuang and as to 10% by Mr. Huang Binghua. The Offeror is owned as to 41% by China Asia Group (HK) and 59% by Zhengbo International Corporation. Zhengbo International Corporation is owned as to 90% by Mr. Huang Binghuang and as to 10% by Mr. Huang Binghua. China Asia Group (HK) is wholly owned by Shenzhen China Asia Zhi Ye, which in turn is owned as to 90% by Mr. Huang Binghuang and as to 10% by Mr. Huang Binghua.

Shenzhen China Asia Zhi Ye is the parent company of China Asia Zhi Ye which is principally engaged in real estate development, property management, high-tech research and development, property leasing, business planning and management, exhibition planning and information consulting services. Mr. Huang Binghuang has been the chief executive officer of China Asia Zhi Ye since 2008. Mr. Huang Binghua has been the legal representative of China Asia Zhi Ye since 2008. Mr. Huang Binghua is also the legal representative of

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## LETTER FROM GUOTAI JUNAN SECURITIES

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Shenzhen China Asia Zhi Ye. Mr. Huang Binghuang and Mr. Huang Binghua are brothers. Ms. Wang is the chief financial officer of China Asia Zhi Ye. Mr. Huang Binghuang and Mr. Huang Binghua have over 10 years' experience in property related business.

The board of directors of Zhengbo International Corporation consists of Mr. Huang Binghuang and Mr. Huang Binghua; the board of directors of China Asia Group (HK) consists of Mr. Huang Binghuang, Mr. Huang Binghua and Ms. Wang; the board of directors of Shenzhen China Asia Zhi Ye consists of Mr. Huang Binghuang, Mr. Huang Binghua and Mr. Huang Zhi.

As at the Latest Practicable Date, Mr. Huang Binghuang and Mr. Huang Binghua are the only ultimate beneficial owners of the Offeror, and Mr. Huang Binghuang, Mr. Huang Binghua and Ms. Wang are the only directors of the Offeror.

The Offeror decided to invest in the Company because, as the Company has been mainly engaging in the business of property investment, the Offeror considers that their investment in the Company would enable the Company to leverage on the extensive commercial network and experience of Mr. Huang Binghuang and Mr. Huang Binghua to support the Company's business.

### **INTENTIONS OF THE OFFEROR IN RELATION TO THE GROUP**

The Offeror intends that the Group will continue to operate its existing business. After the close of the Offer, the Offeror will conduct a detailed review of its business and operations in order to formulate a long-term strategy for the Group and explore other business opportunities for enhancing its future development and strengthening its revenue bases. As at the Latest Practicable Date, the Offeror has not identified such investment or business opportunities.

The Offeror has no intention to terminate the employment of any employees of the Group or to make significant changes to any employment (except for the proposed change of the Board composition as detailed in the section sub-headed "Proposed change to the Board composition of the Company" below) or to dispose of or re-allocate the Group's assets other than those in its ordinary course of business of the Group.

### **PROPOSED CHANGE TO THE BOARD COMPOSITION OF THE COMPANY**

As at the Latest Practicable Date, the Board comprises Mr. Chen Meng and Mr. Zhou Chen as executive Directors, Mr. Li Feng Mao as a non-executive Director, Mr. Wang Song Ling, Mr. Gao Han and Mr. Chow Chi Ping as independent non-executive Directors.

The Offeror proposes to nominate new Directors to the Board subject to compliance with all the applicable regulatory requirements, including the Takeovers Code and the Listing Rules. Such nominees are Mr. Huang Binghuang as new executive Director, chairman of the Board and chief executive officer, Mr. Tong Zaan San and Ms. Xia Ping as new executive Directors, Ms. Wang as new non-executive Director, and Mr. Lum Pak Sum as new independent non-executive Director. Details of the existing Directors and the



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## LETTER FROM GUOTAI JUNAN SECURITIES

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above-mentioned nominated Directors are set out in Appendix II to this Offer Document. Any changes to the Board will be made in compliance with the Takeovers Code and the Listing Rules and further announcements will be made as and when appropriate.

### MAINTAINING THE LISTING STATUS OF THE COMPANY

The Offeror has no intention to privatise the Group and intends to maintain the listing of the Shares on the Stock Exchange. The directors of the Offeror and the new Directors to be nominated by the Offeror will jointly and severally undertake to the Stock Exchange to take appropriate steps to ensure that, after the close of the Offer, not less than 25% of the entire issued share capital of the Company will continue to be held by the public at all times.

The Stock Exchange has stated that if, at the close of the Offer, less than the minimum prescribed percentage applicable to the Company, being 25% of the issued Shares, are held by the public, or if the Stock Exchange believes that:

- (a) a false market exists or may exist in the trading of the Shares; or
- (b) there are insufficient Shares in public hands to maintain an orderly market,

it will consider exercising its discretion to suspend dealings in the Shares.

In the event that the public float of the Company falls below 25% upon close of the Offer, the Offeror will, as soon as practicable, dispose of such number of Shares either directly in the market or through a placing agent to be appointed by the Offeror to ensure that the public float requirement under the Listing Rules can be met. Appropriate announcement(s) will be made in this regard as and when appropriate in compliance with the Listing Rules.

### COMPULSORY ACQUISITIONS

The Offeror does not intend to avail itself of any powers of compulsory acquisition of any Shares outstanding after the close of the Offer.

### GENERAL

To ensure equality of treatment of all Shareholders, those registered Shareholders who hold Shares as nominees for more than one beneficial owner should, as far as practicable, treat the holding of each beneficial owner separately. It is essential for the beneficial owners of the Offer Shares whose investments are registered in the names of nominees to provide instructions to their nominees of their intentions with regard to the Offer.

The attention of the Overseas Shareholders is drawn to the section headed “7. Overseas Shareholders” in Appendix I to this Offer Document.

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## LETTER FROM GUOTAI JUNAN SECURITIES

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No acknowledge of receipt of any Form of Acceptance, share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of the Shares will be given.

All documents and remittances will be sent to the Shareholders by ordinary post at their own risk. Such documents and remittances will be sent to the Shareholders at their respective addresses as appeared in the register of members of the Company or in the case of joint Shareholders, to the Shareholder whose name appears first in the said register of members of the Company. None of the Offeror, Guotai Junan Securities, Guotai Junan Capital, the Receiving Agent, or any of their respective directors or professional advisers or any other parties involved in the Offer will be responsible for any loss or delay in transmission or any other liabilities that may arise as a result thereof.

### **ADDITIONAL INFORMATION**

Your attention is drawn to the additional information set out in the appendices to this Offer Document and the accompanying Form of Acceptance, which form part of this Offer Document.

Yours faithfully,  
For and on behalf of  
**Guotai Junan Securities (Hong Kong) Limited**  
**Donny Wong**  
*Executive Director*

**1. GENERAL PROCEDURES FOR ACCEPTANCE OF THE OFFER**

To accept the Offer, you should complete and sign the accompanying Form of Acceptance in accordance with the instructions printed thereon, which form part of the terms of the Offer.

- (a) If the share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares is/are in your name, and you wish to accept the Offer in respect of your Shares (whether in full or in part), you must send the Form of Acceptance duly completed and signed together with the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof), to the Receiving Agent, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong marked "China Graphene Group Limited – Offer" on the envelope as soon as possible but in any event so as no later than 4:00 p.m. on the Closing Date or such later time(s) and/or date(s) as the Offeror may determine and announce in accordance with the Takeovers Code.
- (b) If the share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares is/are in the name of a nominee company or a name other than your own, and you wish to accept the Offer in respect of all or part of your Shares, you must either:
  - (i) lodge your share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares with the nominee company, or other nominee, with instructions authorising it to accept the Offer on your behalf and requesting it to deliver the Form of Acceptance duly completed and signed together with the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) for the number of Shares in respect of which you intend to accept the Offer to the Receiving Agent; or
  - (ii) arrange for the Shares to be registered in your name by the Company through the Receiving Agent, and deliver the Form of Acceptance duly completed and signed together with the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares to the Receiving Agent; or
  - (iii) if your Shares have been lodged with your licensed securities dealer/registered institution in securities/custodian bank through CCASS, instruct your licensed securities dealer/registered institution in securities/custodian

bank to authorise HKSCC Nominees Limited to accept the Offer on your behalf on or before the deadline set by HKSCC Nominees Limited. In order to meet the deadline set by HKSCC Nominees Limited, you should check with your licensed securities dealer/registered institution in securities/custodian bank for the timing on processing of your instruction, and submit your instruction to your licensed securities dealer/registered institution in securities/custodian bank as required by them; or

- (iv) if your Shares have been lodged with your investor participant's account maintained with CCASS, authorise your instruction via the CCASS Phone System or CCASS Internet System on or before the deadline set by HKSCC Nominees Limited.
- (c) If the share certificate(s) and/or transfer receipt(s) and/or any other documents of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares is/are not readily available and/or is/are lost, as the case may be, and you wish to accept the Offer in respect of your Shares, the Form of Acceptance should nevertheless be completed, signed and delivered to the Receiving Agent together with a letter stating that you have lost one or more of your share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares or that it is/they are not readily available. If you find such document(s) or if it/they become(s) available, the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares should be forwarded to the Receiving Agent as soon as possible thereafter. If you have lost the share certificate(s) and/or transfer receipt(s) and/or other document(s) of title in respect of your Shares, you should also write to the Receiving Agent for a letter of indemnity which, when completed in accordance with the instructions given, should be returned to the Receiving Agent, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. The Offeror shall have the absolute discretion to decide whether any Shares in respect of which the share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title is/are not readily available and/or is/are lost will be taken up by the Offeror.
- (d) If you have lodged transfer(s) of any of your Shares for registration in your name and have not yet received your share certificate(s), and you wish to accept the Offer in respect of your Shares, you should nevertheless complete and sign the Form of Acceptance and deliver it in an envelope marked "China Graphene Group Limited – Offer" to the Receiving Agent together with the transfer receipt(s) duly signed by yourself. Such action will constitute an irrevocable authority to the Offeror and/or Guotai Junan Securities and/or their respective agent(s) to collect from the Company or the Receiving Agent on your behalf the relevant share certificate(s) when issued and to deliver such share certificate(s) to the Receiving

Agent on your behalf and to authorise and instruct the Receiving Agent to hold such share certificate(s), subject to the terms and conditions of the Offer, as if it was/they were delivered to the Receiving Agent with the Form of Acceptance.

- (e) Acceptance of the Offer will be treated as valid only if the completed and signed Form of Acceptance is received by the Receiving Agent by no later than 4:00 p.m. on the Closing Date or such later time and/or date as the Offeror may determine and announce with the consent of the Executive in accordance with the Takeovers Code and the Receiving Agent has recorded that the acceptance and the relevant documents as required by the Takeovers Code have been so received, and is:
  - (i) accompanied by the relevant share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares and, if that/those share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) is/are not in your name, such other document(s) (e.g. a duly stamped transfer of the relevant Share(s) in blank or in favour of the acceptor executed by the registered holder) in order to establish your right to become the registered holder of the relevant Shares; or
  - (ii) from a registered Shareholder or his/her personal representative (but only up to the amount of the registered holding and only to the extent that the acceptance relates to the Shares which are not taken into account under another sub-paragraph of this paragraph (e)); or
  - (iii) certified by the Receiving Agent or the Stock Exchange.
- (f) If the Form of Acceptance is executed by a person other than the registered Independent Shareholder, appropriate documentary evidence of authority (for example, grant of probate or certified copy of a power of attorney) to the satisfaction of the Receiving Agent must be produced.
- (g) In Hong Kong, seller's ad valorem stamp duty arising in connection with acceptances of the Offer will be payable by each accepting Independent Shareholder at a rate of 0.1% of the consideration payable by the Offeror in respect of the relevant acceptances of the Offer, or if higher, the market value of Offer Shares as determined by the Collector of Stamp Revenue Under the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong), and will be deducted from the cash amount payable by the Offeror to such Independent Shareholder on acceptance of the Offer. The Offeror will arrange for payment of the seller's ad valorem stamp duty on behalf of relevant accepting Independent Shareholders and will pay the buyer's ad valorem stamp duty in connection with the acceptances of the Offer and the transfer of the Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

- (h) No acknowledgement of receipt of any Form of Acceptance, share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares will be given.

## **2. ACCEPTANCE PERIOD AND REVISIONS**

- (a) Unless the Offer has previously been revised or extended with the consent of the Executive or otherwise in accordance with the Takeovers Code, to be valid, the Form of Acceptance must be received by the Receiving Agent in accordance with the instructions printed thereon by 4:00 p.m. on the Closing Date.
- (b) The Offeror reserves the right to revise the terms of or extend the Offer after the despatch of this Offer Document until such day as they may determine and in accordance with the Takeovers Code. If the Offeror revises the terms of the Offer, all the Independent Shareholders, whether or not they have already accepted the Offer, will be entitled to accept the revised Offer under the revised terms.
- (c) If the Offer is extended or revised, the Offeror will issue an announcement in relation to any extension or revision of the Offer, which announcement will state either the next closing date (a date not less than fourteen (14) days following the posting of the revised announcement) or, a statement that the Offer will remain open until further notice. In the latter case, at least fourteen (14) days' notice in writing must be given before the Offer is closed to those Independent Shareholders who have not accepted the Offer.
- (d) If the Closing Date is extended, any reference in this Offer Document and in the Form of Acceptance to the Closing Date shall, except where the context otherwise requires, be deemed to refer to the subsequent Closing Date of the Offer so extended.
- (e) Any acceptance of the relevant revised Offer shall be irrevocable unless and until the Independent Shareholders who accept the Offer become entitled to withdraw their acceptance under the paragraph headed "5. Right of withdrawal" in this Appendix I below and duly do so.

## **3. NOMINEE REGISTRATION**

To ensure equality of treatment of all Shareholders, those Shareholders who hold Shares as nominee on behalf of more than one beneficial owner should, as far as practicable, treat the holding of each beneficial owner separately. In order for the beneficial owners of the Shares whose investments are registered in nominee names to accept the Offer, it is essential that they provide instructions to their nominees of their intentions with regard to the Offer.

**4. ANNOUNCEMENTS**

- (a) By 6:00 p.m. on the Closing Date (or such later time and/or date as the Executive may in exceptional circumstances permit), the Offeror must inform the Executive and the Stock Exchange of its decision in relation to the revision, extension or expiry of the Offer. The Offeror must publish an announcement in accordance with the Takeovers Code and/or the Listing Rules on the Stock Exchange's website by 7:00 p.m. on the Closing Date stating, amongst other information required under Rule 19.1 of the Takeovers Code, whether the Offer has been revised, extended or expired.
- (b) The announcement will state, among other matters, the following:
  - (i) the total number of Offer Shares for which acceptances of the Offer have been received;
  - (ii) the total number of Shares held, controlled or directed by the Offeror and parties acting in concert with it before the Offer Period;
  - (iii) the total number of Shares acquired or agreed to be acquired during the Offer Period by the Offeror and parties acting in concert with it;
  - (iv) details of any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company which the Offeror or any parties acting in concert with it has borrowed or lent, save for any borrowed securities which have been either on-lent or sold; and
  - (v) the percentages of the issued share capital of the Company and the percentages of voting rights of the Company represented by these relevant numbers.
- (c) In computing the total number of Shares represented by acceptances as of the Closing Date, only valid acceptances in complete and good order and in compliance with Note 1 to Rule 30.2 of the Takeovers Code, which have been received by the Receiving Agent, no later than 4:00p.m. on the Closing Date, shall be included.
- (d) If the Offeror, the parties acting in concert with it or its advisers make any statement about the level of acceptances or the number or percentage of accepting Independent Shareholders during the Offer Period, then the Offeror must make an immediate announcement in compliance with Note 2 to Rule 19 of the Takeovers Code.

- (e) As required under the Takeovers Code and the Listing Rules, any announcement in relation to the Offer, in respect of which the Executive and the Stock Exchange have confirmed that they have no further comments, will be made in accordance with the requirements of the Takeovers Code and the Listing Rules, where appropriate.

**5. RIGHT OF WITHDRAWAL**

- (a) As the Offer is unconditional in all respects, acceptances of the Offer shall be irrevocable and cannot be withdrawn, except in the circumstances set out in the following paragraph.
- (b) In the circumstances set out in Rule 19.2 of the Takeovers Code (which is to the effect that if the Offeror is unable to comply with any of the requirements of making announcements relating to the Offer as described in the paragraph headed “4. Announcements” in this Appendix I above), the Executive may require that accepting Independent Shareholders be granted a right of withdrawal, on terms acceptable to the Executive, until such requirements set out in that section can be met.
- (c) If an accepting Independent Shareholder withdraws the acceptance, the Offeror shall, as soon as possible but in any event within ten (10) days thereof, return by ordinary post the share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of the Shares lodged with the accompanying Form of Acceptance to the relevant accepting Independent Shareholders.

**6. SETTLEMENT OF THE OFFER**

Provided that a valid Form of Acceptance and the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of the relevant Shares as required by the Takeovers Code are complete and in good order and in all respects and have been received by the Receiving Agent by not later than 4:00 p.m. on the Closing Date or such later time and/or date as the Offeror may determine and announce in accordance with the Takeovers Code, a cheque for the amount due to each of the accepting Shareholders, less seller’s ad valorem stamp duty, in respect of the Offer Shares tendered by him/her under the Offer, will be despatched to such Shareholder by ordinary post at his/her own risk as soon as possible but in any event within seven (7) Business Days after the date on which the duly completed and valid acceptances of the Offer and the relevant document(s) of title in respect of such acceptances are received by the Receiving Agent to render each such acceptance complete and valid.

Settlement of the consideration to which any accepting Independent Shareholder is entitled under the Offer will be paid by the Offeror in full in accordance with the terms of the Offer (save with respect to the payment of seller’s ad valorem stamp duty in respect of



the Offer) without regard to any lien, right of set-off, counterclaim or other analogous right to which the Offeror may otherwise be, or claim to be, entitled against such accepting Independent Shareholder.

No fraction of a cent will be payable and the amount of consideration payable to an accepting Independent Shareholder will be rounded up to the nearest cent.

## 7. OVERSEAS SHAREHOLDERS

The Offeror intends to make the Offer available to all Independent Shareholders, including those who are not residents in Hong Kong. The making and the implementation of the Offer to Shareholders who are citizens or residents or nationals of jurisdiction outside Hong Kong may be subject to the laws of the relevant overseas jurisdictions in which such Shareholders are located. Such Overseas Shareholders should inform themselves about and observe any applicable legal requirements and restrictions in their own jurisdictions, and where necessary, seek independent legal advice in respect of the Offer. It is the responsibility of such Overseas Shareholders who have registered addresses outside Hong Kong and wish to accept the Offer to satisfy themselves as to the full observance of the applicable laws and regulations of the relevant jurisdiction in connection therewith (including the obtaining of any governmental, exchange control or other consent or registration or filing which may be required or the compliance with other necessary formalities, regulatory and/or legal requirements and the payment of any transfer or other taxes payable by such accepting Shareholders in such jurisdiction).

**Any acceptance of the Offer by such Overseas Shareholders will be deemed to constitute a representation and warranty from such Overseas Shareholders to the Offeror that the local laws and requirements have been complied with. The Overseas Shareholders should consult their professional advisers if in doubt.**

## 8. TAX IMPLICATIONS

Independent Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offer. None of the Offeror, parties acting in concert with the Offeror, Guotai Junan Securities, Guotai Junan Capital, and their respective ultimate beneficial owners, directors, officers, advisers, agents or associates or any other person involved in the Offer accepts responsibility for any taxation effects on, or liabilities of, any person or persons as a result of their acceptance or rejection of the Offer.

## 9. GENERAL

- (a) All communications, notices, Form of Acceptance, share certificates, transfer receipts (as the case may be), other document(s) of title and/or any satisfactory indemnity or indemnities required in respect thereof and remittances to settle the consideration payable under the Offer to be delivered by or sent to or from the Independent Shareholders will be delivered by or sent to or from them, or their designated agents, by ordinary post at their own risk, and none of the Offeror, its

ultimate beneficial owners and parties acting in concert with any of them, Guotai Junan Securities, Guotai Junan Capital, the Receiving Agent, any of their respective directors, officers, advisers, associates, agents or any persons involved in the Offer will be responsible for any loss or delay in transmission of such documents and remittances or any other liabilities that may arise as a result thereof.

- (b) The provisions set out in the accompanying Form of Acceptance form part of the terms and conditions of the Offer to which it relates.
- (c) The accidental omission to despatch this Offer Document and/or accompanying Form of Acceptance or any of them to any person to whom the Offer is made will not invalidate the Offer in any way.
- (d) The Offer and all acceptances are governed by and shall be construed in accordance with the laws of Hong Kong.
- (e) Due execution of a Form of Acceptance will constitute an authority to the Offeror, Guotai Junan Securities, the Receiving Agent or such person or persons as the Offeror may direct to complete, amend and execute any document on behalf of the person or persons accepting the Offer and to do any other act that may be necessary or expedient for the purposes of vesting in the Offeror or such person or persons as the Offeror may direct, the Shares in respect of which such person or persons has accepted the Offer.
- (f) Acceptance of the Offer by any person or persons will be deemed to constitute a warranty by such person or persons to the Offeror and Guotai Junan Securities that (i) the Shares held by the such person or persons are sold to the Offeror free from all Encumbrances and together with all rights accruing or attaching thereto or subsequently becoming attached to them, including, without limitation, the rights to receive all future dividends and/or other distributions declared, paid or made, if any, on or after the date on which the Offer is made, being the date of posting of this Offer Document; and (ii) such person or persons have not taken or omitted to take any action which will or may result in the Offeror, Guotai Junan Securities or any other person acting in concert with it in breach of the legal or regulatory requirements of any territory in connection with the Offer or the acceptance thereof, and is/are permitted under all applicable laws to receive and accept the Offer, and any revision thereof, and that such acceptance is valid and binding in accordance with all applicable laws. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, the above representations and warranties.
- (g) Acceptance of the Offer by any nominee will be deemed to constitute a warranty by such nominee to the Offeror that the number of Shares in respect of which as indicated in the Form of Acceptance is the aggregate number of Shares held by such nominee for such beneficial owner who is accepting the Offer.

- (h) References to the Offer in this Offer document and in the accompanying Form of Acceptance include any extension or revision thereof.
- (i) In making their decision, Independent Shareholders must rely on their own examination of the Offeror, the Group and the terms of the Offer, including the merits and risks involved. The contents of this Offer Document, including any general advice or recommendation contained herein together with the accompanying Form of Acceptance, shall not be construed as legal, business or other advice on the part of the Offeror, its ultimate beneficial owners, the Company, Guotai Junan Securities, Guotai Junan Capital. The Independent Shareholders should consult their own professional advisers for professional advice.
- (j) Unless otherwise expressly stated in this Offer Document and/or the accompanying Form of Acceptance, no one other than the Offeror and the relevant accepting Independent Shareholder may enforce any terms of the contract that will arise on delivery of the relevant Form of Acceptance, duly completed and executed, under the Contracts (Rights of Third Parties) Ordinance, Cap. 623 of the Laws of Hong Kong.

The English texts of this Offer Document and the accompanying Form of Acceptance shall prevail over their respective Chinese texts in case of inconsistency.

**PROPOSED DIRECTORS**

The biography of the proposed Directors is set out below:

**Mr. Huang Binghuang (黃炳煌) (proposed executive Director, chairman of the Board and chief executive officer)**

Mr. Huang Binghuang, aged 47, is the chief executive officer of China Asia Zhi Ye. Mr. Huang is the directors of the Offeror, Zhengbo International Corporation, China Asia Group (HK), Shenzhen China Asia Zhi Ye and China Asia Zhi Ye. Mr. Huang served as an executive director of Grand Field Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 115) during the period from 5 February 2007 to 6 October 2008 and as the chief executive officer and chief operation officer during the period from April 2007 to 6 October 2008.

Mr. Huang was appointed as a member of the Tenth Committee of the Chinese People's Political Consultative Conference of Jiangxi Province\* (中國人民政治協商會議江西省第十屆委員會), the special representative of overseas Chinese and Hong Kong, Macao and Taiwan of the Eleventh Chinese People's Political Consultative Conference of Jiangxi Province\* (政協江西省第十一屆委員會特邀海外僑胞和港澳台代表) and the Dean and Consultant of Market Economy Academy, Peking University.

**Mr. Tong Zaan San (唐贊宸) (proposed executive Director)**

Mr. Tong Zaan San (original name: Tong Hao), aged 41, obtained a bachelor's degree in economics (majoring in Finance) from Hunan Finance and Economics College\* (湖南財政經濟學院) in the PRC in June 1998. Mr. Tong also obtained a master's degree in business administration (majoring in management) from Pacific States University in the USA in June 2000.

Mr. Tong worked consecutively as an investment consultant of the sales department, head of the sales department and chief operation officer at Caizheng Securities Company Limited\* (湘財證券股份有限公司) during the period from March 2001 to December 2012. Mr. Tong has also served as the president of CNI (Nanjing) Energy Development Co., Ltd\* (中核(深圳)能源科技有限公司) since January 2018. Mr. Tong served as the financial manager of LLOYDS TSB FINANCIAL GROUP LTD from April 2017 to April 2018. Mr. Tong serves as the chief executive officer of Lloyd (China) Investment Co., Ltd.\* (勞埃德(中國)投資有限公司) since 2017, where he is fully responsible for the investment business in China.

**Ms. Xia Ping (夏萍) (proposed executive Director)**

Ms. Xia Ping, aged 47, graduated from the China Central Radio and TV University\* (中央廣播電視大學) in the PRC majoring in Chinese Language and Literature in 2005 and obtained the qualification of intermediate accountant issued by the Ministry of Finance of the PRC in 2006. She is the executive president of Shenzhen Haogang Zhongya Electronic City Group Co., Ltd\* (深圳市坐崗中亞電子城集團股份有限公司). Besides, Ms. Xia also acts as an executive director of Zhongya Daye Industrial Park Management Co., Ltd.\* (中亞大冶產業

園管理有限公司), a director of Shenzhen Zhongya Film Industry Co., Ltd\* (深圳市中亞影視產業有限公司) and a supervisor of Shenzhen Zhongya Film Industry Co., Ltd\* (中亞視界科技(深圳)有限公司).

**Ms. Wang Lijiao (王麗姣) (proposed non-executive Director)**

Ms. Wang, aged 38, is the director of the Offeror and China Asia Group (HK). She has served as the chief financial officer of China Asia Zhi Ye since 8 April 2008.

**Mr. Lum Pak Sum (林柏森) (proposed independent non-executive Director)**

Mr. Lum, aged 58, has been a fellow member of the Hong Kong Institute of Certified Public Accountants and The Chartered Association of Certified Accountants UK since 1996 and 1993 respectively. He obtained a master's degree in business administration from The University of Warwick in 1994 and a bachelor's degree in laws from University of Wolverhampton in 2002. Mr. Lum has been the independent non-executive director of Great China Properties Holdings Limited (formerly known as Waytung Global Group Limited and Beauforte Investors Corporation Limited) (Stock code: 0021), a company listed on the Stock Exchange, since August 2007; independent non-executive director of i-Control Holdings Limited (Stock code: 8355), a company listed on the Stock Exchange, since May 2015; independent non-executive director of Kwan On Holdings Limited (Stock code: 1559), a company listed on the Stock Exchange, since August 2016; independent non-executive director of Anxian Yuan China Holdings Limited (Stock code: 0922), a company listed on the Stock Exchange, since May 2017; independent non-executive director of S. Culture International Holdings Limited (Stock code: 1255), a company listed on the Stock Exchange, since June 2017; and has been a non-executive director of Sunway International Holdings Limited (stock code: 0058), a company listed on the Stock Exchange, since May 2019.

Mr. Lum was an independent non-executive director of Yuhua Energy Holdings Limited (Stock code: 2728), a company listed on the Stock Exchange, from December 2014 to April 2019; independent non-executive director of Beautiful China Holdings Company Limited (Stock code: 0706), a company listed on the Stock Exchange, from January 2014 to August 2018; independent non-executive director of Pearl Oriental Oil Limited (Stock code: 0632), a company listed on the Stock Exchange, from December 2017 to June 2018.

Save as disclosed in this Offer Document, each of the proposed Directors has not been a director of any public company, the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the Latest Practicable Date.

*Length of service and emolument*

If each of the above proposed Directors is appointed as a Director of the Company, he/she may enter into a service agreement with the Company. The proposed Directors will receive a remuneration in accordance with the policy of remuneration of the Company and set out in his/her service agreement with the Company (if any).

*Relationships*

Save as disclosed above, each of the above proposed Directors has no relationship with any Directors, Supervisors or senior management or with any management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

*Interests in shares*

To the best knowledge, information and belief of the Offeror, as at the Latest Practicable Date, save for Mr. Huang Binghuang who is deemed to be interested in 2,112,395,735 Shares held by the Offeror, each of the above proposed Directors does not have any interest in the shares of the Company (within the meaning of Part XV of the SFO).

*Matters that need to be brought to the attention of the Shareholders*

Each of the proposed Directors has confirmed respectively that there is no other information in respect of his/her proposed appointment that is discloseable pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

**EXISTING DIRECTORS**

From the latest annual report of the Company, the biograph details of the existing Directors are set out as follows:

*Executive Directors***Mr. Chen Meng (existing executive Director)**

Mr. Chen Meng, aged 46, was appointed as an executive director of the Company on 6 November 2015. Mr. Chen has abundance experience in corporate management, investment and capital management. Mr. Chan is the General Manager of Xin Tian Di Group Jilin Investment Company Limited and Xin Tian Di Investment Group Changchun Zhi Ye Company Limited. He was the general manager of Jilin Long Xin Asset Management Company from 2003 to 2006. Prior to that he was in charge of the Finance department of the Changchun office of China Petroleum Shares Company Limited. He is also a director of several subsidiaries of the Company.

**Mr. Zhou Chen (existing executive Director)**

Mr. Zhou Chen, aged 37, was appointed as an executive director of the Company on 1 February 2018. He then was appointed as the company secretary of the Company on 1 March 2018. Mr. Zhou has extensive experience in auditing, accounting, financial management and corporate finance. He was the chief treasury officer of the Company from June 2016 to January 2018, where he was in charge of the Group's accounting and corporate finance matters. Mr. Zhou has been the chief financial officer of Yamada Green Resources Limited (stock code: BJV), a company listed on the Singapore Exchange (the "SGX") since January 2018. From October 2015 to June 2016, Mr. Zhou was the chief financial officer and the company secretary of Asia Fashion Holdings Limited (stock code: BQI), a company listed on the SGX. During the period from October 2013 to October 2015, he had been a general manager of investment and corporate finance of Bayon Airlines Holdings Limited, an enterprise risk manager and internal control manager of Tee International Limited (stock code: M1Z), a company listed on the SGX, and the finance manager of a Singapore private company where he was in charge of accounting and initial public offering process. Between 2008 and 2013, Mr. Zhou worked at Singapore local audit firms and was responsible for, amongst others, auditing companies incorporated in China and listed on the SGX. Mr. Zhou is an affiliate of The Association of Chartered Certified Accountants (ACCA) and is a member of the Institute of Singapore Chartered Accountants. He also is an associate member of the Hong Kong Institute of Directors. He obtained an advanced diploma in accountancy from Xiamen University in December 2016. Mr. Zhou graduated from Oxford Brookes University in the United Kingdom with a bachelor of science degree in applied accounting in July 2008. Mr. Zhou is an independent non-executive director of a company listed on the Main Board of the Stock Exchange, namely Wuzhou International Holdings Limited (stock code: 1369) since December 2017. He is also a director of several subsidiaries of the Company.



*Non-executive Directors***Mr. Li Feng Mao (existing non-executive Director)**

Mr. Li Feng Mao, aged 49, was appointed as a non-executive director and the Chairman of the Company on 6 November 2015. Mr. Li is an entrepreneur who focused on investment holding and corporate management and has investments in various enterprises mainly located in the Jilin province, China. The business of these enterprises cover railroad communication & logistics, mining and refinery, natural resources, property development, banking, and financial leasing, etc. Mr. Li holds a Doctor of Philosophy Degree awarded by the Jilin University of China. Mr. Li is the sole owner of HK Guoxin Investment Group Limited. He is also director of several subsidiaries of the Company.

*Independent Non-executive Directors***Mr. Wang Song Ling (existing independent non-executive Director)**

Mr. Wang Song Ling, aged 65, was appointed as an independent nonexecutive director, the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee of the Company on 21 July 2017. Mr. Wang was the Chairman of the Board of China Jilin Province International Economic and Technological Cooperation Company (中國吉林省國際經濟技術合作公司) since 2004 until his retirement in 2011. Prior to that, he was the director of China Jilin Forest Industry Group Company (中國吉林省森林工業集團公司) and the director of China Jilin Forest Industry Group Co., Ltd. (吉林森林工業集團有限責任公司) of that group, which is listed on the Shanghai Stock Exchange in China and one of the four largest enterprises in the forestry industry in China. Mr. Wang was also the general manager and the first Chairman of Jilin Forestry Resources Development Company (吉林省林業資源開發公司) and Jilin Quanyangquan Drinks Company (吉林省泉陽泉飲品公司) respectively, and succeeded in developing the Quanyangquan mineral water (泉陽泉礦泉水) for its launching. Mr. Wang is a postgraduate from Party School of Jilin Provincial Committee (吉林省委黨校), and graduated from its Economics and Management Department (經濟管理專業研究院) in 2004. He also graduated from the Institute of Education in Siping City (四平市教育學院) and the Agriculture and Mechanics College in Jilin Province (吉林省農業機械化學校) respectively. He has extensive experience in corporate planning and management.

**Mr. Gao Han (existing independent non-executive Director)**

Mr. Gao Han, aged 42, has been working in the financial industry over 21 years, previously working with Goldman Sachs as a proprietary trader and working for China Investment Corporation (CIC) as Head of Trading. He later founded Sinolink Securities (HK). Since 2016, He headed China team of HKEX group which designed and implemented stock connects, bond connects and various products and services. Mr. Gao obtained his BS degree from Tsinghua University, and Masters in both Statistics and Computer Science & Ph.D in Computer Science from the University of Chicago. Mr. Gao is the Managing Director of China Eagle Asset Management.



**Mr. Chow Chi Ping (existing independent non-executive Director)**

Mr. David Chi-ping Chow, aged 61, Mr. Chow is a venture capital partner of InterTech Ventures LLC in New York and InAmerica Ventures LLC in Los Angeles. He is the annual innovation incubator of the United States-New York R/GA Accelerator strategic cooperative investor representative, a Partner of Mt. Wilson Ventures Venture Capital Fund, Pasadena, California, the representative of China region of Parsons School of Design, New York, an advisor to the board of directors of Los Angeles New Egg E-Commerce, and a consultant of PwC Consulting Business. Mr. Chow was an independent non-executive director of the Grand Field Group Holdings Limited (stock code: 115), a company listed on the Stock Exchange, from 2008 to 2014, the company is listed on the Hong Kong Stock Exchange. Mr. Chow was the managing director of Tekhill Holdings Ltd. Mr. Chow had been the general manager of China Region of Interclients LLC and a partner of Shanghai China Bay. Mr. Chow is a United States Certified Public Accountant and an American Certified Tax Practitioner. He has 38 years of experience in financial planning, corporate internal control and audit, strategic planning and implementation. Mr. Chow was the chief financial officer for China of General Mills and HaagenDazs, the chief financial officer of Xian Janssen Pharmaceutical, a subsidiary of Johnson & Johnson group. He was the chief financial officer for Greater China of Pillsbury and Haagen-Dazs, the chief financial officer for China and Vice-President of Supply Chain of Nabisco. He was a financial analyst of Motorola. Mr. Chow graduated with a Bachelor Degree in Accounting from Santa Clara University, California. He also received management training from Columbia University and Northwestern University.

## 1. RESPONSIBILITY STATEMENT

This Offer Document includes particulars given in compliance with the Takeovers Code for the purpose of giving information to the Shareholders with regard to the Offeror and the Offer.

The directors of the Offeror (namely, Mr. Huang Binghuang, Mr. Huang Binghua and Ms. Wang) accept full responsibility for the accuracy of the information contained in this Offer Document, and confirm having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this Offer Document have been arrived at after due and careful consideration and there are no other facts not contained in this Offer Document, the omission of which would make any statement contained in this Offer Document misleading.

The information relating to the Group in this Offer Document has been extracted from or based on the publicly available information of the Group. The only responsibility accepted by the Offeror and its directors in respect of such information is for the correctness and fairness of the extraction of such information and/or its reproduction or presentation.

## 2. MARKET PRICES

The table below shows, based on the publicly available information of the Company, the closing price of the Shares quoted on the Stock Exchange on (i) the last day on which trading took place in each of the calendar months during the Relevant Period; (ii) the Last Trading Day; and (iii) the Latest Practicable Date.

| <b>Date</b>                           | <b>Closing price<br/>per Share<br/>(HK\$)</b> |
|---------------------------------------|---|
| 31 August 2018                        | 0.285   |
| 28 September 2018                     | 0.255   |
| 31 October 2018                       | 0.228   |
| 30 November 2018                      | 0.238   |
| 31 December 2018                      | 0.25  |
| 31 January 2019                       | Trading halted                                |
| 28 February 2019                      | 0.236   |
| 29 March 2019                         | 0.213   |
| 30 April 2019                         | 0.132   |
| 31 May 2019                           | 0.139   |
| 20 June 2019 (Last Trading Day)       | 0.141   |
| 9 July 2019 (Latest Practicable Date) | 0.270   |

The highest and lowest closing prices of the Shares as quoted on the Stock Exchange during the Relevant Period were HK\$0.385 per Share on 4 July 2019 and HK\$0.102 per Share on 17 June 2019.

### 3. DISCLOSURE OF INTERESTS

As at the Latest Practicable Date, the Offeror holds 2,112,395,735 Shares, representing approximately 74.93% of the entire issued share capital of the Company. Save as disclosed below, the Offeror, the directors of the Offeror and parties acting in concert with the Offeror do not have any other interests in the share capital or voting rights of the Company:

| Name                              | Capacity                           | Number of Shares held/ interested | Approximate Percentage of total issued share capital of the Company (%) |
|-----------------------------------|------------------------------------|-----------------------------------|---|
| The Offeror                       | Beneficial owner                   | 2,112,395,735(L)                  | 74.93%  |
| Zhengbo International Corporation | Interest in controlled corporation | 2,112,395,735(L)                  | 74.93%  |
| China Asia Group (HK)             | Interest in controlled corporation | 2,112,395,735(L)                  | 74.93%  |
| Shenzhen China Asia Zhi Ye        | Interest in controlled corporation | 2,112,395,735(L)                  | 74.93%  |
| Mr. Huang Binghuang               | Interest in controlled corporation | 2,112,395,735(L)                  | 74.93%  |

*Notes:*

- The letter "L" denotes long position in the Shares.
- The Offeror is owned as to 59% by Zhengbo International Corporation and 41% by China Asia Group (HK). China Asia Group (HK) is wholly owned by Shenzhen China Asia Zhi Ye. Both Zhengbo International Corporation and Shenzhen China Asia Zhi Ye are owned as to 90% by Mr. Huang Binghuang and 10% by Huang Binghua. Mr. Huang Binghuang and Mr. Huang Binghua are directors of the Offeror, Zhengbo International Corporation, China Asia Group (HK) and Shenzhen China Asia Zhi Ye.

Save for the aforesaid, the Offeror and parties acting in concert with it do not own, control or have direction over any voting rights in any Shares nor own, control or have direction over any other rights or interests in the issued share capital or voting rights of the Company. Save for the acquisition of Sale Shares under the Sale and Purchase Agreement, none of the Offeror, its directors and parties acting in concert with any of them had dealt for value in any relevant securities as defined in Note 4 to Rule 22 of the Takeovers Code of the Company during the Relevant Period.

Save as disclosed in this paragraph 3,

- as at the Latest Practicable Date, no arrangement (whether by way of option, indemnity or otherwise) of any kind referred to in the third paragraph of Note 8 to Rule 22 of the Takeovers Code existed between the Offeror or any parties acting in concert with it and any other person;

- (b) as at the Latest Practicable Date, save for the Sale and Purchase Agreement, no arrangement of any kind referred to in Note 8 to Rule 22 of the Takeovers Code exists between a person who owned or controlled Shares or convertible securities, warrants, options or derivatives of the Company and the Offeror or any parties acting in concert with it or the Offeror's associates (as defined under the Takeovers Code); and
- (c) as at the Latest Practicable Date, none of the Offeror and any party acting in concert with it has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

#### 4. ARRANGEMENTS IN CONNECTION WITH THE OFFER

As at the Latest Practicable Date:

- (i) there was no agreement or arrangement to which the Offeror or any of Mr. Huang Binghuang and Mr. Huang Binghua is a party which relates to the circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Offer;
- (ii) the Offeror and the parties acting in concert with it had not received any irrevocable commitment to accept or reject the Offer;
- (iii) save for the possible placing down of Shares to restore the public float of the Company after the close of the Offer as disclosed in the paragraph headed "Maintaining the listing status of the Company" under the section headed "Letter from Guotai Junan Securities" in this Offer Document, the Offeror and parties acting in concert with it had no agreement, arrangement or understanding to transfer, charge or pledge any of the Offer Shares acquired pursuant to the Offer to any other persons;
- (iv) no agreement, arrangement or understanding (including any compensation arrangement) existed between the Offeror or any person acting in concert with it and any of the Directors, recent Directors, and Shareholders or recent Shareholders which had any connection with or dependent upon the Offer;
- (v) no benefit (other than statutory compensation required under the applicable laws) had been or would be given to any Director as compensation for loss of office or otherwise in connection with the Offer; and
- (vi) save for the Sale and Purchase Agreement, (xx) there is no agreement or arrangement which constitutes a special deal under Rule 25 of the Takeovers Code between the Offeror and the parties acting in concert with it on one hand and each of the Receivers, Clever Robust, HK Guoxin and their respective parties acting in concert on the other hand; and (yy) there is no other consideration or benefit in whatever form paid or payable by the Offeror and parties acting in concert with it to each of the Receivers, Clever Robust, HK Guoxin and their respective parties acting in concert.

## 5. CONSENTS AND QUALIFICATIONS

The followings are the qualifications of the experts whose letters or opinions or advices are contained in this Offer Document:

| <b>Name</b>             | <b>Qualification</b>   |
|-------------------------|--|
| Guotai Junan Securities | A licensed corporation to carry on type 1 (dealing in securities) and type 4 (advising on securities) regulated activities under the SFO |
| Guotai Junan Capital    | A licensed corporation to carry on type 6 (advising on corporate finance) regulated activities under the SFO                             |

As at the Latest Practicable Date, neither Guotai Junan Capital nor Guotai Junan Securities had any shareholding interest in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

Each of Guotai Junan Securities and Guotai Junan Capital has given and has not withdrawn their respective written consents to the issue of this Offer Document with the inclusion of their respective letter, report and/or references to their respective name in the form and context in which they appear respectively.

## 6. GENERAL

- (a) The registered office of the Offeror is at Unit 17, 9/F., Tower A, New Mandarin Plaza, No. 14, Science Museum Road, Tsimshatsui, Kowloon, Hong Kong.
- (b) The Offeror is a company incorporated in Hong Kong on 28 February 2013 with limited liability which is owned by China Asia Group (HK) and Zhengbo International Corporation as to 41% and 59% respectively. The principal activity of the Offeror is investment holding.
- (c) As at the Latest Practicable Date, the directors of the Offeror are Mr. Huang Binghuang, Mr. Huang Binghua and Ms. Wang.
- (d) The principal members of the Offeror's concert parties include the Offeror, Mr. Huang Binghuang, Mr. Huang Binghua, Zhengbo International Corporation, China Asia Group (HK) and Shenzhen China Asia Zhi Ye.
- (e) The directors of Zhengbo International Corporation are Mr. Huang Binghuang and Mr. Huang Binghua. The registered office address of Zhengbo International Corporation is OMC Chambers, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands.

- (f) The directors of China Asia Group (HK) are Mr. Huang Binghuang, Mr. Huang Binghua and Ms. Wang. The registered address of China Asia Group (HK) is Room 706, Ho King Comm CTR, No. 2-16 FA Yuen Street, Mongkok.
- (g) The directors of Shenzhen China Asia Zhi Ye are Mr. Huang Binghuang, Mr. Huang Binghua and Mr. Huang Zhi. The registered address of Shenzhen China Asia Zhi Ye is 2203, Block F, Xihai Mingzhu Garden, Taoyuan Road South, Nanyou Avenue, Nanshan District, Shenzhen City, the PRC.
- (h) The correspondence address of Mr. Huang Binghuang (who is a director and the ultimate controlling shareholder and one of the beneficial owners of the Offeror) is situated at 2201, Block F, Xihai Mingzhu Garden, Taoyuan Road South, Nanyou Avenue, Nanshan District, Shenzhen City, the PRC.
- (i) The correspondence address of Mr. Huang Binghua (who is a director and one of the beneficial owners of the Offeror) is situated at 2201, Block F, Xihai Mingzhu Garden, Taoyuan Road South, Nanyou Avenue, Nanshan District, Shenzhen City, the PRC.
- (j) The registered and correspondence office address of Guotai Junan Capital is situated at 27/F, Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong.
- (k) The registered and correspondence office address of Guotai Junan Securities is situated at 27/F., Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong.

## **7. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection on the SFC's website at <http://www.sfc.hk>; the website of the Company at <https://www.chn-graphene.com> and the office of the Offeror's legal advisers, Li & Partners, situated at 22/F, World-Wide House, Central, Hong Kong from the date of this Offer Document for as long as the Offer remains open for acceptance:

- (a) the memorandum and articles of association of the Offeror;
- (b) the letter of consents from Guotai Junan Capital and Guotai Junan Securities referred to in the paragraph headed "Consents and qualifications" in this Appendix; and
- (c) the letter from Guotai Junan Securities, the text of which is set out on pages 6 to 13 of this Offer Document.