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ZHONGHAN INTERNATIONAL HOLDINGS GROUP LIMITED

(Incorporated in Hong Kong with limited liability)

ANNOUNCEMENT:

**(I) DESPATCH OF THE OFFER DOCUMENT RELATING TO
THE 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)
AND
(II) CLARIFICATION OF
CERTAIN INFORMATION IN THE OFFER DOCUMENT**

Financial Adviser to Zhonghan International Holdings Group Limited



Guotai Junan Capital Limited

DESPATCH OF THE OFFER DOCUMENT

The Offer Document, setting out, among other things, (i) the details of the Offer (including the expected timetable and terms and conditions of the Offer); (ii) the letter from Guotai Junan Securities, together with the accompanying Form of Acceptance, have been despatched to the Shareholders on 12 July 2019 in accordance with the Takeovers Code.

The Offer is unconditional in all respects. Shareholders are encouraged to read the Offer Document (including the Form of Acceptance) as well as the Response Document to be issued by the Company carefully, before deciding whether or not to accept the Offer.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

CLARIFICATION OF CERTAIN INFORMATION IN THE OFFER DOCUMENT

With reference to page II-4 of the Offer Document, the Offeror would like to clarify that Mr. Zhou Chen, an existing Director, has already resigned as the company secretary of the Company with effect from 27 June 2019.

The Offeror would like to further elaborate the definition of “Clever Robust” on page 1 of the Offer Document as follows:

“Clever Robust” Clever Robust Limited, a company incorporated in the British Virgin Islands, and acts in the capacity as the lender under the Loan Agreement (as defined in the Announcement) and the chargee under the Share Charge (as defined in the Announcement)

References are made to (i) the announcement issued by Zhonghan International Holdings Group Limited (the “**Offeror**”) dated 21 June 2019 in relation to, among others, the unconditional mandatory general offer to be made by Guotai Junan Securities (Hong Kong) Limited for and on behalf of the Offeror to acquire all of the Offer Shares in accordance with the Takeovers Code (the “**Announcement**”); (ii) the clarification announcement dated 4 July 2019 in relation to the Announcement; and (iii) the offer document issued by the Offeror dated 12 July 2019 (the “**Offer Document**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Offer Document.

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EXPECTED TIMETABLE

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 announcement refer to Hong Kong time and dates.

Event	Time and Date
Despatch date of the 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 & 4</i>)	not later than 4:00 p.m. 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. on Friday, 9 August 2019
Latest date for posting of remittances in respect of valid acceptances received under the Offer (<i>Notes 4 & 5</i>)	Tuesday, 20 August 2019

Notes:

1. The Offer, which is unconditional, is made on the date of posting of the 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 the 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 the Offer Document is posted, the Offer must initially be open for acceptance for at least 28 days following the date on which the 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 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 the 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.

Warning:

The Offer is unconditional in all respects. Shareholders are encouraged to read the Offer Document (including the Form of Acceptance) as well as the Response Document to be issued by the Company carefully, before deciding whether or not to accept the Offer.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

By Order of the board of directors
Zhonghan International Holdings Group Limited
Huang Binghuang
Director

Hong Kong, 12 July 2019

As at the date of this announcement, Mr. Huang Binghuang, Mr. Huang Binghua and Ms. Wang Lijiao are the directors of the Offeror.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.