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## **ZHONGHAN INTERNATIONAL HOLDINGS GROUP LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(I) CLOSE OF 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);  
(II) RESULTS OF THE OFFER; AND  
(III) PUBLIC FLOAT OF THE COMPANY**

**Financial Adviser to the Offeror**



**Guotai Junan Capital Limited**

### **CLOSE OF THE OFFER**

The Offeror announces that the Offer was closed at 4:00 p.m. on Friday, 9 August 2019 and was not revised or extended by the Offeror.

### **RESULTS OF THE OFFER**

As at 4:00 p.m. on Friday, 9 August 2019 (i.e. the Closing Date), the Offeror has received valid acceptances in respect of a total of 137,494 Offer Shares under the Offer, representing approximately 0.005% of the entire issued share capital of the Company as at the date of this announcement.

## **SETTLEMENT OF THE OFFER**

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 (as defined in the Takeovers Code) 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.

## **PUBLIC FLOAT OF THE COMPANY**

Immediately after the close of the Offer and subject to the due registration by the Receiving Agent for the transfer of the Offer Shares tendered for acceptance by the Independent Shareholders to the Offeror, 706,568,855 Shares are held by the public (within the meanings under the Listing Rules), representing approximately 25.06% of the total number of issued Shares, at the close of the Offer. Accordingly, following the close of the Offer, the Company continues to satisfy the minimum public float requirement under Rule 8.08(1)(a) of the Listing Rules.

References are made to (i) the offer document issued by the Offeror dated 12 July 2019 (the "**Offer Document**") in relation to the Offer; (ii) the response document issued by the Company dated 26 July 2019 (the "**Response Document**") in relation to the Offer; and (iii) the announcement in relation to the updates on the proposed change to the board composition of the company set out in the Offer Document. Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as those defined in the Offer Document.

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## **SHAREHOLDING STRUCTURE OF THE COMPANY**

As at the Latest Practicable Date of the Offer Document, the Offeror and parties acting in concert with it held 2,112,395,735 Shares, representing approximately 74.93% of the entire issued share capital of the Company. Save for the 2,112,395,735 Shares, the Offeror and parties acting in concert with it do not hold, control or have direction over any voting rights in any Shares nor hold, 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.

Taking into account of the valid acceptances in respect of 137,494 Offer Shares (representing approximately 0.005% of the total number of issued Shares) under the Offer and subject to the due registration by the Receiving Agent of the transfer of the Offer Shares, the Offeror and parties acting in concert with it would hold an aggregate 2,112,533,229 Shares, representing approximately 74.94% of the total number of issued Shares as at the date of this announcement and immediately after the close of the Offer.

Save as disclosed above, none of the Offeror or parties acting in concert with it held, controlled or directed any Shares and rights over Shares immediately before the commencement of the Offer Period. Save for the Sale Shares and the 137,494 Offer Shares acquired pursuant to the Offer, the Offeror and parties acting in concert with it have not acquired or agreed to acquire any Shares or any rights over Shares during the Offer Period. Neither the Offeror nor parties acting in concert with it had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company during the Offer Period.

The table below sets out the shareholding structure of the Company (i) immediately upon the Sale and Purchase Completion and as at the Latest Practicable Date of the Offer Document, and (ii) immediately upon close of the Offer and as at the date of this announcement:

	<b>Immediately upon the Sale and Purchase Completion and as at the Latest Practicable Date of the Offer Document</b>		<b>Immediately upon close of the Offer and as at the date of this announcement</b>	
	<i>Number of Shares</i>	<i>Approximate percentage of shareholding (%)</i>	<i>Number of Shares</i>	<i>Approximate percentage of shareholding (%)</i>
The Offeror and parties acting in concert with it	2,112,395,735	74.93	2,112,533,229	74.94
Public Shareholders	706,706,349	25.07	706,568,855	25.06
Total	<u>2,819,102,084</u>	<u>100.0</u>	<u>2,819,102,084</u>	<u>100.0</u>

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

Hong Kong, 9 August 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 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.*