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CHINA GRAPHENE GROUP LIMITED

中國烯谷集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 63)

REQUISITION NOTICE FROM A SHAREHOLDER TO CONVENE A SPECIAL GENERAL MEETING FOR APPOINTMENT OF NEW DIRECTORS AND GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

REQUISITION NOTICE

The board (the “**Board**”) of directors (the “**Director(s)**”) of China Graphene Group Limited (the “**Company**”) would like to inform the shareholders (the “**Shareholders**”) of the Company that on 6 August 2019, the Company received a letter (the “**Requisition Notice**”) from a shareholder (namely, Zhonghan International Holdings Group Limited (“**Zhonghan**”)), requesting that a special general meeting of the Company be called and held pursuant to the Companies Act 1981 of Bermuda (the “**Companies Act**”) as soon as possible to transact, inter alia, the following business:

- (i) to consider and, if thought fit, pass ordinary resolutions to appoint Mr. Huang Binghuang (“**Mr. Huang**”), Ms. Xia Ping (“**Ms. Xia**”) and Ms. Wang Lijiao (“**Ms. Wang**”) as Directors and Mr. Lum Pak Sum (“**Mr. Lum**”) as an independent non-executive Director with immediate effect following the passing of such ordinary resolution (if so passed) (the “**Proposed Appointment**”); and
- (ii) to consider and, if thought fit, pass ordinary resolutions to grant general mandates to issue and repurchase shares (the “**Proposed General Mandates**”).

The Requisition Notice also proposed ordinary resolutions for removal of certain persons as Directors. However, those Directors proposed to be removed have resigned with effect from 23 August 2019 and therefore those proposed ordinary resolutions are no longer applicable. For details, please refer to the announcement of the Company dated 28 August 2019.

So far as the Company is aware after making all reasonable enquiries, Zhonghan is a substantial shareholder of the Company, holding approximately 74.93% of the entire issued share capital of the Company as at the date of the Requisition Notice.

APPLICABLE LAWS FOR CONVENING A SPECIAL GENERAL MEETING AND BRIEF PROCEDURES FOR APPOINTMENT OF NEW DIRECTORS

Pursuant to section 74 of the Companies Act, the directors of a Bermuda company shall, on the requisition of members of the company holding at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the company as at the date of the deposit carries the right of voting at general meetings of the company, forthwith proceed duly to convene a special general meeting of the company.

Pursuant to Bye-law 58, any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in accordance with section 74 of the Companies Act.

Pursuant to Bye-law 88, no person other than a retiring Director shall be eligible for election as a Director at any general meeting, unless recommended by the Directors for election, or proposed by a notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election. Bye-law 88 further provides that the notice of proposal shall be accompanied by a notice signed by the person to be proposed of his willingness to be elected and shall have been lodged at the head office or such place as the Board may from time to time determine to keep a branch register of the Shareholders provided that the minimum length of the period, during which such notice is given, shall be at least seven (7) days.

In response to the requisition made under the Requisition Notice, the Board will call for a special general meeting on 30 September 2019 to discuss the matters raised in the Requisition Notice.

Further announcement(s) and/or circular in relation to the matters raised under the Requisition Notice, including the convening of the special general meeting in connection with the Proposed Appointment and the Proposed General Mandates, will be made by the Company in due course.

By Order of the Board
China Graphene Group Limited
Chow Chi Ping
Independent Non-executive Director

Hong Kong, 28 August 2019

As at the date of this announcement, the Board consists of Mr. Zhou Chen as executive Director; and Mr. Gao Han and Mr. Chow Chi Ping as independent non-executive Directors.