

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its 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 notice.



CHINA GRAPHENE GROUP LIMITED

中國烯谷集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 63)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (“**Meeting**”) of **CHINA GRAPHENE GROUP LIMITED** (“**Company**”) will be held at Suites 903-905, 9th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong, on Monday, 30 September 2019 at 4:00 p.m. for the purpose of considering and passing the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. **THAT** any director appointed to the Board during the period from 6 August 2019 to the date of the SGM be and is hereby removed as a director of the Company with immediate effect upon passing of this resolution;
2. **THAT** Mr. Huang Binghuang (黃炳煌) be appointed as a director of the Company with immediate effect upon passing of this resolution;
3. **THAT** Ms. Xia Ping (夏萍) be appointed as a director of the Company with immediate effect upon passing of this resolution;
4. **THAT** Ms. Wang Lijiao (王麗姣) be appointed as a director of the Company with immediate effect upon passing of this resolution;
5. **THAT** Mr. Lum Pak Sum (林柏森) be appointed as an independent non-executive director of the Company with immediate effect upon passing of this resolution;

6. **THAT:**

- (a) Subject to paragraph 6(c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) The approval in paragraph 6(a) shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) The aggregate number of shares of Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph 6(a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of the subscription rights under the share option scheme or similar arrangement adopted by the Company; or (iii) the exercise of rights of subscription or conversion under the terms of any warrants or any securities, which carry rights to subscribe for or are convertible into shares of the Company, issued by the Company; or (iv) an issue of shares as scrip dividends pursuant to the Bye-laws of the Company from time to time shall not exceed 20% of the aggregate number of issued Shares of the Company as at the date of this resolution and the said approval shall be limited accordingly; and
- (d) For the purposes of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law of Bermuda to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the members of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or

having regard to any restrictions or obligations under the law of, or the requirements of any recognized regulatory body or any stock exchange in any territory applicable to the Company);

7. **THAT:**

- (a) Subject to paragraph 7(b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its own shares, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (b) The aggregate number of shares of the Company repurchased by the Company pursuant to the approval in paragraph 7(a) during the Relevant Period shall not exceed 10% of the aggregate number of issued Shares of the Company in issue as at the date of passing of this resolution and the said approval be limited accordingly; and
- (c) For the purposes of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law of Bermuda to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the members of the Company in general meeting;

8. **THAT** conditional upon resolution nos. 6 and 7 above being passed, the aggregate number of shares of the Company which are repurchased by the Company under the authority granted to the directors of the Company as mentioned in resolution no. 7 above shall be added to the aggregate number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no. 6 above.

On behalf of the board of directors
CHINA GRAPHENE GROUP LIMITED
Chow Chi Ping
Independent Non-executive Director

Hong Kong, 30 August 2019

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Head office and principal place of
business in Hong Kong:*
Rooms 1908-1916
19/F, Sun Hung Kai Centre
30 Harbour Road, Wan Chai
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of him/her. A member of the Company who is the holder of two or more Shares of the Company may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. A proxy need not be a member of the Company.
2. To be valid, a proxy form, together with any power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
3. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment thereof (as the case may be) and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The register of members of the Company will be closed from Wednesday, 25 September 2019 to Monday, 30 September 2019, both days inclusive, for the purpose of determining the identity of shareholders who are entitled to attend and vote at the extraordinary general meeting. In order to be eligible to attend and vote at the special general meeting, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Tuesday, 24 September 2019.
5. As at the date of this notice, the executive director of the Company is Mr. Zhou Chen; and the independent non-executive directors of the Company are Mr. Gao Han and Mr. Chow Chi Ping.