
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker, a licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Graphite Group Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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China Graphite Group Limited

中国石墨集团有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2237)

- (1) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS;
(2) PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND ISSUE SHARES;
(3) PROPOSED RE-APPOINTMENT OF AUDITOR;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of China Graphite Group Limited to be held at United Conference Centre Limited, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 6 May 2024 at 9:30 a.m. is set out on pages 13 to 17 of this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. not later than 9:30 a.m. on Saturday, 4 May 2024) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting if you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.chinagraphite.com.hk).

References to time and dates in this circular are to Hong Kong time and dates.

11 April 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at United Conference Centre Limited, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 6 May 2024 at 9:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 13 to 17 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company conditionally adopted on 21 June 2022 with effect from the Listing Date, as amended from time to time
“Board”	our board of Directors
“China” or “PRC”	the People’s Republic of China, but for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“Companies Act”	the Companies Act Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	China Graphite Group Limited (中国石墨集团有限公司), an exempted company incorporated under the laws of the Cayman Islands with limited liability on 3 August 2020, the Shares of which are listed on the Stock Exchange (stock code: 2237)
“Director(s)”	the director(s) of the Company
“Group”, “we”, or “us”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and otherwise deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the AGM
“Latest Practicable Date”	5 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Listing Date”	18 July 2022, the date on which dealings in the Shares first commence on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares of up to 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary shares in the share capital of the Company, with a nominal value of HK\$0.001 each
“Shareholder(s)”	registered holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission, as amended, supplemented or otherwise modified from time to time
“%”	per cent

LETTER FROM THE BOARD

China Graphite Group Limited

中国石墨集团有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2237)

Executive Directors:

Mr. Zhao Liang

(Chairman and chief executive officer)

Mr. Lei Wai Hoi

(Chief financial officer and company secretary)

Independent Non-executive Directors:

Mr. Chiu G Kiu Bernard

Mr. Shen Shifu

Mr. Liu Zezheng

Ms. Zhao Jingran

Registered Office:

71 Fort Street

PO Box 500

George Town

Grand Cayman

KY1-1106

Cayman Islands

*Headquarters and Principal Place
of Business in Hong Kong:*

Unit 12, 23/F, Seapower Tower,

Concordia Plaza,

No. 1 Science Museum Road,

Tsim Sha Tsui,

Kowloon,

Hong Kong

11 April 2024

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS;
(2) PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND ISSUE SHARES;
(3) PROPOSED RE-APPOINTMENT OF AUDITOR;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the AGM to be held on Monday, 6 May 2024 including, among other matters, (i) the re-election of the retiring Directors; (ii) the granting of the Issuance Mandate and the Repurchase Mandate to the Directors; (iii) the re-appointment of auditor and (iv) to give the Shareholders notice of the AGM.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

The Board currently consists of six Directors, namely Mr. Zhao Liang and Mr. Lei Wai Hoi as executive Directors; Mr. Chiu G Kiu Bernard, Mr. Shen Shifu, Mr. Liu Zezheng and Ms. Zhao Jingran as independent non-executive Directors.

Pursuant to Article 108(a) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

Accordingly, in accordance with Article 108(a) of the Articles of Association, Mr. Lei Wai Hoi and Mr. Chiu G Kiu Bernard shall retire from office at the Annual General Meeting. The retiring Director, being eligible, have offered themselves for re-election at the Annual General Meeting.

Mr. Chiu G Kiu Bernard has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

The re-election of retiring Directors has been reviewed by the nomination committee of the Company (the “**Nomination Committee**”) which made recommendation to the Board that the re-election be proposed for the Shareholders’ approval at the AGM. The Nomination Committee has reviewed and assessed the structure of the Board and considered the composition of the Board with reference to the nomination principles and criteria set out in the Company’s Board diversity policy and Director nomination policy and the Company’s corporate strategy. The Nomination Committee has also assessed and reviewed the annual written confirmation of independence of each of the independent non-executive Directors based on the independence criteria as set out in Rule 3.13 of the Listing Rules and considered that all independent non-executive Directors remain independent. The Nomination Committee and the Board considered that in view of the retiring Directors’ diverse and different educational backgrounds and professional knowledge and experience as set out in Appendix I to this circular, they will continue to bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective operation and their appointments will promote the diversity of the Board in gender, skills and experience and enhance the standards of compliance of the Company.

Details of the retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular.

The re-election of each of the retiring Director is subject to a separate resolution as set out in the notice of the Annual General Meeting in this circular.

LETTER FROM THE BOARD

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

Pursuant to the ordinary resolution passed by the then Shareholders on 5 May 2023, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Repurchase Mandate to the Directors to repurchase Shares representing up to 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the AGM (i.e. a total of 160,000,000 Shares on the basis that no further Shares are issued or repurchased before the AGM).

An explanatory statement required by the Listing Rules to provide the Shareholders with the requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

Pursuant to the ordinary resolution passed by the then Shareholders on 5 May 2023, a general mandate was granted to the Directors to allot, issue and deal with additional Shares. Such mandate will lapse at the conclusion of the AGM. In order to give the Company the flexibility to issue new Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Issuance Mandate to the Directors to allot, issue and otherwise deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the AGM (i.e. a total of 320,000,000 Shares on the basis that no further Shares are issued or repurchased before the AGM). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate will also be proposed at the AGM.

5. PROPOSED RE-APPOINTMENT OF AUDITOR

The Board proposes to re-appoint PricewaterhouseCoopers as the auditor of the Company for the year ending 31 December 2024 until conclusion of the next annual general meeting, and to authorise the Board to fix the auditors' remuneration.

This resolution has been approved at the Board meeting on 28 March 2024 and is hereby submitted to the AGM for consideration and approval.

LETTER FROM THE BOARD

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 13 to 17 of this circular at which, inter alia, ordinary resolutions will be proposed to the Shareholders to consider and approve (i) the re-election of the retiring Directors; (ii) the Issuance Mandate to issue Shares; (iii) the Repurchase Mandate to repurchase Shares; and (iv) the re-appointment of the auditor.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.chinagraphite.com.hk). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power of attorney or authority at the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM (i.e. not later than 9:30 a.m. on Saturday, 4 May 2024) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

7. CLOSURE OF REGISTER OF MEMBERS

The Register of Members of the Company will be closed from Tuesday, 30 April 2024 to Monday, 6 May 2024, both days inclusive, for the purpose of determining the entitlement to attend and vote at the AGM. In order to qualify for attending and voting at the AGM, all transfers of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Monday, 29 April 2024.

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

9. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, the proposed granting of the Repurchase Mandate and the Issuance Mandate, and the proposed re-appointment of auditor are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of such resolutions to be proposed at the AGM.

Yours faithfully,

By order of the Board

China Graphite Group Limited

Zhao Liang

Chairman, executive Director and chief executive officer

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the AGM.

Save as disclosed herein, to the best of the knowledge, information and belief of the Directors after having made all reasonable enquiries, the following Directors do not (1) hold any other position in the Company or other members of the Group; (2) hold any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (3) have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (4) have any interests in Shares and underlying Shares of the Company and any associated corporation of the Company (within the meaning of Part XV of the SFO); or (5) have any other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

(1) Mr. Lei Wai Hoi (李偉海)

Mr. Lei Wai Hoi (李偉海), aged 38, is an executive Director, the chief financial officer, the company secretary and a member of the compliance committee of our Company. Mr. Lei joined our Group in March 2021 and is responsible for overseeing the overall financial management as well as corporate governance matters of our Group. Mr. Lei has over 14 years of experience in the accounting and compliance profession.

Mr. Lei was employed by PricewaterhouseCoopers from October 2009 to July 2017 with his last position as a manager.

Prior to joining our Group, Mr. Lei served as the financial controller and company secretary of WT Group Holdings Limited (“**WT Group**”), a company listed on the GEM of the Stock Exchange (Stock Code: 8422) from July 2017 to March 2021.

Mr. Lei obtained a bachelor’s degree in business administration (majoring in accounting) from the Hong Kong Baptist University in November 2009. Mr. Lei was admitted as a member of the Hong Kong Institute of Certified Public Accountants in January 2013.

Mr. Lei has entered into a service agreement with the Company for an initial term of three years commencing from the Listing Date, which may be terminated by not less than one month’s notice in writing served by either the executive Director or the Company, and is subject to retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. Mr. Lei is entitled to a monthly remuneration of HK\$100,000 for acting as the executive director, chief financial officer and the company secretary of the Company (excluding any discretionary bonus) which was determined with reference to his duties and responsibilities within the Group and the Group’s performance.

(2) Mr. Chiu G Kiu Bernard (趙之翹)

Mr. Chiu G Kiu Bernard (趙之翹), aged 44, is an independent non-executive Director, the chairman of the audit committee and a member of the Nomination Committee, the remuneration committee and the compliance committee of the Company. He is primarily responsible for supervising and providing independent judgment to our Board.

Mr. Chiu has over 20 years of experience in the accounting and finance field. He began his career as auditor of KPMG in August 2003 and was later promoted to deputy manager of the audit department in March 2007 before finally leaving KPMG in May 2008. He then served as senior associate in the assurance department of BDO McCabe Lo Limited from September 2008 to July 2009. From October 2009 to September 2010, he worked as finance manager for NT Pharma (HK) Limited and then he joined Pfizer Corporation Hong Kong Limited as senior accountant in November 2010 and worked there until July 2012. From July 2012 to September 2016, he served as accounting manager of CGN New Energy Holdings Co., Ltd and later joined ORG International Holdings Limited where he served as senior finance manager until September 2017. From September 2017 to February 2018, he worked as the financial controller of China Life Science Service Limited. Since February 2018, he has been working as deputy chief financial officer of Carry Wealth Holdings Limited (stock code: 643), a company listed on the Main Board, principally engaged in the manufacture and trade of garment products. Mr. Chiu has been serving as a director of Carry Wealth Limited (近旺有限公司), Hillwealth International Limited (領溢國際有限公司), Mass Wealth Investments Limited (尚豪投資有限公司), Win Sonic Investments Limited (永聲投資有限公司) and Dragon Insight Investments Limited (穎揚投資有限公司) since 1 January 2018. Mr. Chiu has also been serving as the group finance director of Cosmo Supply Limited since May 2022.

Mr. Chiu graduated in October 2003 with a bachelor of commerce degree in accounting and finance from The University of New South Wales. He is also a member of CPA Australia and a member of the Hong Kong Institute of Certified Public Accountants.

Mr. Chiu has entered into a letter of appointment with the Company for a term of three years commencing from 15 June 2022, which may be terminated by not less than three months' notice in writing served by either the independent non-executive Director or the Company, and is subject to retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. Mr. Chiu is entitled to a monthly remuneration of HK\$15,000 (excluding any discretionary bonus) which was determined with reference to his duties and responsibilities within the Group and the Group's performance.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 1,600,000,000 Shares in issue.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the AGM in respect of the granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a maximum of 160,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of passing the relevant resolution at the AGM.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole.

Shares repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for share repurchase in accordance with the Articles of Association, the laws of Cayman Islands and/or any other applicable laws, as the case may be. The Directors may not repurchase the Shares on the Stock Exchange for consideration other than cash or for settlement other than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, the Directors may make repurchases with profits of the Company or out of a new issuance of Shares made for the purpose of the repurchase or, if authorised by the Articles of Association and subject to the Companies Act, out of capital and, in the case of any premium payable on the repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles of Association and subject to the Companies Act, out of capital.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital and/or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2023, being the date to which the latest published audited consolidated financial statements of the Company were made up) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the

Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during the previous twelve months up to and including the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2023		
April	1.840	1.250
May	1.840	1.580
June	1.840	1.300
July	1.420	0.830
August	0.940	0.780
September	0.890	0.460
October	0.790	0.500
November	0.660	0.530
December	0.580	0.475
2024		
January	0.560	0.380
February	0.475	0.390
March	0.475	0.400
April (<i>up to the Latest Practicable Date</i>)	0.415	0.405

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of Cayman Islands.

The Company confirms that neither the explanatory statement nor the proposed share repurchase has any unusual features.

7. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to repurchase pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Articles of Association and the laws of the Cayman Islands.

8. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Zhao Liang and Sandy Mining Limited, controlling shareholders (as defined in the Listing Rules) of the Company (collectively, the "**Controlling Shareholders**"), were beneficially interested in an aggregate of 1,200,000,000 Shares, representing approximately 75% of the issued Shares. In the event that the Directors exercise the proposed Repurchase Mandate in full and assuming that there is no other change in the total number of issued Shares between the Latest Practicable Date and the date of Share repurchase, the aggregate shareholding of the Controlling Shareholders would be increased to approximately 83.33% of the issued Shares. To the best knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which may give rise to an obligation on the Controlling Shareholders to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

9. SHARE REPURCHASE MADE BY THE COMPANY

During the six months immediately preceding the Latest Practicable Date, no Shares have been repurchased by the Company.

NOTICE OF ANNUAL GENERAL MEETING

China Graphite Group Limited

中国石墨集团有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2237)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of China Graphite Group Limited (the “**Company**”) will be held at United Conference Centre Limited, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 6 May 2024 at 9:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “**Director(s)**”) and independent auditor of the Company for the year ended 31 December 2023.
2. To re-elect the following retiring Directors:
 - (a) (i) Mr. Lei Wai Hoi as an executive Director; and
 - (ii) Mr. Chiu G Kiu Bernard as an independent non-executive Director.
 - (b) To authorise the board (the “**Board**”) of directors to fix the respective Directors’ remuneration.
3. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the Board to fix their remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (as amended, supplemented or otherwise modified from time to time) (the “**Listing Rules**”) and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of and on behalf of the Company to repurchase its shares of the Company (the “**Shares**”) on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognized for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs in accordance with all applicable laws, rules and regulations;

NOTICE OF ANNUAL GENERAL MEETING

(b) the total number of Shares which may be repurchased by the Company during the Relevant Period (as defined below) pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued Shares as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of Shares after the date of passing of this resolution); and

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the 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 articles of association of the Company or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

(a) subject to compliance with the prevailing requirements of the Listing Rules and paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors to allot, issue and otherwise deal with additional Shares in the capital of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into Shares) which might require the exercise of such powers of and on behalf of the Company during the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

(b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into Shares) which may require the exercise of such power after the end of the Relevant Period (as defined below);

(c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

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- (ii) the exercise of options under a share option scheme of the Company (including but not limited to the share option scheme adopted by the Company on 21 June 2022) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Shares or rights to acquire Shares;
- (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; and
- (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares,

shall not exceed 20% of the total number of issued Shares as at the date of passing of this resolution and if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of Shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation and subdivision shall be the same, the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the 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 articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“**Rights Issue**” means an offer of Shares in the capital of the Company, or an offer or issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or

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obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange applicable to the Company).”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt in by the Directors pursuant to such general mandate of the number of Shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such number of Shares shall not exceed 10% of the total number of issued Shares as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of Shares after the date of passing of this resolution).”

By Order of the Board
China Graphite Group Limited
Zhao Liang

Chairman, executive Director and chief executive officer

Hong Kong, 11 April 2024

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of Stock Exchange and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy, or if a Shareholder who is the holder of two or more Shares may appoint more than one proxy to attend and vote instead of him/her/it. A proxy needs not be a shareholder of the Company. If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every Shareholder present in person or by proxy shall be entitled to one vote for each Share held by him/her/it.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company’s share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 9:30 a.m. on Saturday, 4 May 2024) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

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4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Tuesday, 30 April 2024 to Monday, 6 May 2024, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 29 April 2024.
5. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises Mr. Zhao Liang and Mr. Lei Wai Hoi as executive Directors; and Mr. Chiu G Kiu Bernard, Mr. Shen Shifu, Mr. Liu Zezheng and Ms. Zhao Jingran as independent non-executive Directors.