

IMPORTANT

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

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

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中國烯谷集團有限公司

China Graphene Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 63)

**GENERAL MANDATES TO ISSUE AND
TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of China Graphene Group Limited (the “**Company**”) to be held at Boardroom 3–4, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 29 May, 2018 at 10:30 a.m. (the “**AGM**”) is set out on pages 15 to 18 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy and return it to the Company’s branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

20 April 2018

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Boardroom 3–4, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 29 May 2018 at 10:30 a.m. to consider and, if appropriate, to approve the resolutions as set out in the notice of AGM;
“Board”	the board of Directors;
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities;
“Bye-Laws”	the bye-laws of the Company currently in force with any amendments thereto from time to time;
“Company”	China Graphene Group Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	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 People’s Republic of China;
“Issue Mandate”	the proposed issue mandate to be granted to the Directors to allot, issue and deal with Shares not exceeding 20 per cent. of the total number of issued Shares of the Company as at the date of passing the resolution for approving the issue mandate;
“Latest Practicable Date”	13 April 2018, being the latest practicable date prior to the printing of this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Repurchase Mandate”	the proposed repurchase mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares not exceeding 10 per cent. of the total number of issued Shares of the Company as at the date of passing the resolution for approving the repurchase mandate;

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong);
“Share(s)”	ordinary shares of HK\$0.05 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers and Share Buy-backs; and
“%”	per cent.



中國烯谷集團有限公司
China Graphene Group Limited
(Incorporated in Bermuda with limited liability)
(Stock Code: 63)

Executive directors:

Mr. Chen Meng
Mr. Zhou Chen

Non-executive director:

Mr. Li Feng Mao (*Chairman*)

Independent non-executive directors:

Mr. Wang Song Ling
Mr. Li Jing Bo
Mr. Li Wai Kwan

*Principal place of business
in Hong Kong:*

Rooms 1904–1916
19/F., Sun Hung Kai Centre
30 Harbour Road, Wanchai
Hong Kong

20 April 2018

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND
TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

At the AGM, ordinary resolutions will be proposed to approve (i) the grant of the Issue Mandate to the Directors; (ii) the grant of the Repurchase Mandate to the Directors; (iii) the extension of the Issue Mandate; and (iv) the re-elections of the retiring Directors.

This circular contains the explanatory statement and gives all the information reasonably necessary to enable the Shareholders to make informed decisions on whether to vote for or against the resolutions to be proposed to approving the Company to issue and to repurchase Shares and to re-elect the retiring Directors.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the general meeting of the Company held on 15 June 2017, ordinary resolutions were passed by the Shareholders granting the existing Issue Mandate and Repurchase Mandate to the Directors. Such mandates will expire at the conclusion of the forthcoming AGM.

It will be proposed at the AGM to approve the grant of new general mandates to the Directors:

- (a) to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued Shares of the Company, which is equivalent to issue a maximum of 563,820,416 Shares, assuming that there is no change in the total number of issued Shares of the Company from the Latest Practicable Date up to the date of the AGM, at the date of the passing of such resolution.
- (b) to repurchase Shares subject to the maximum number of Shares of up to 10% of the total number of issued Shares of the Company, which is equivalent to a maximum of 281,910,208 Shares, assuming that there is no change in the total number of issued Shares of the Company from the Latest Practicable Date up to the date of the AGM, at the date of passing of such resolution.

The fresh Issue Mandate and Repurchase Mandate, if granted, will remain in effect until 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 to be held by Bye-laws or any applicable laws of Bermuda or the Listing Rules; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

3. EXTENSION OF GENERAL MANDATE TO ISSUE SHARES

Subject to and conditional on the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the total number of issued Shares of the Company, which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandates, the number of the Shares repurchased by the Company pursuant to the Repurchase Mandate, provided that such extended amount shall not exceed 10% of the total number of issued Shares of the Company on the date of passing the resolution for approving the Issue Mandate.

LETTER FROM THE BOARD

4. RE-ELECTION OF RETIRING DIRECTORS

In accordance with the Bye-law 86(2), Mr. Zhou Chen, Mr. Wang Song Ling and Mr. Li Wai Kwan shall hold office only until the forthcoming annual general meeting, being eligible, will offer themselves for re-election as Directors at the forthcoming annual general meeting.

Moreover, in accordance with the Bye-law 87(1), Mr. Li Jing Bo will retire from office by rotation, being eligible, offer himself for re-election as Director at the forthcoming annual general meeting.

Particulars of the aforesaid Directors standing for re-election are set out in Appendix II to this circular.

5. LISTING RULES REQUIREMENT

According to rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, the chairman of the AGM will therefore demand a poll for every resolution put to the vote at the AGM pursuant to Bye-law 66.

6. ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 15 to 18 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the grant of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate and the re-election of retiring Directors.

A form of proxy for use at the AGM is enclosed with this circular. In order to be valid, the form of proxy must be completed, signed and returned to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed for holding the AGM or adjourned meeting. The completion and return of the form of proxy will not preclude you from attending and voting at the AGM or adjourned meeting (as the case may be) should you so wish.

7. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

LETTER FROM THE BOARD

8. RECOMMENDATION

The Directors consider that the grant of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate and the re-election of retiring Directors are all in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the AGM.

By Order of the Board of
China Graphene Group Limited
Zhou Chen
Executive Director

The following explanatory statement contains all the information required to be provided to all Shareholders pursuant to Rule 10.06 of the Listing Rules relating to the resolution to be proposed at the AGM authorising the Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the total number of issued Shares of the Company was 2,819,102,084 Shares. Subject to the passing of the ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the Directors would be authorised to repurchase up to 281,910,208 Shares (being 10% of the Shares in issue) during the period up to (i) 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 or any applicable law of Bermuda to be held; or (iii) the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

2. REASONS FOR REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the mandate will provide the Company the flexibility to make such repurchases when appropriate and beneficial to the Company. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the net assets and/or earnings per Share.

3. FUNDING OF REPURCHASES

The Company is empowered by its Bye-laws to purchase its Shares. Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the profits that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on repurchase may only be paid out of the fund of the Company that would otherwise be legally available for dividend or distribution or out of the share premium accounts of the Company for such purpose under the laws of Bermuda. Under Bermuda law, the shares so repurchased will be treated as cancelled but the total number of authorised Shares will not be reduced so that the shares may be subsequently re-issued.

In addition, the Company Act 1981 of Bermuda (as amended) provides that a company may not repurchase its shares if, on the date on which the repurchase is to be effected, there are reasonable grounds for believing that the Company is, or after the repurchase would be, unable to pay its liabilities as they become due.

4. IMPACT ON WORKING CAPITAL OR GEARING LEVEL

As compared with the financial position of the Company as disclosed in its most recent published audited consolidated accounts as at 31 December 2017, the Directors consider that there might be a material adverse impact on the working capital or gearing position of the Company in the event that the proposed Repurchase Mandate were to be exercised in full during the proposed purchase period. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company.

5. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), has any present intention, in the event that the repurchase proposal is granted by the Shareholders, to sell any Shares to the Company or its subsidiaries.

No connected person (as defined in the Listing Rules) of the Company has notified the Company of a present intention to sell any Shares to the Company or its subsidiaries, or has undertaken not to do so in the event that the Repurchase Mandate is granted by the Shareholders.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will exercise the power to make repurchases of Shares pursuant to the Repurchase Mandate and in accordance with the Listing Rules and all applicable laws of Bermuda, and in accordance with the regulations set out in the Bye-laws.

7. EFFECT OF TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code.

As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of members kept by the Company pursuant to section 336 of the SFO and so far as was known to, or could be ascertained after reasonable enquiry by, the Directors, HK Guoxin Investment Group Limited was interested in approximately 74.93% of the issued share capital the Company. HK Guoxin Investment Group Limited is a controlled corporation of Mr. Li Feng Mao, the Chairman of the Company.

Assuming that HK Guoxin Investment Group Limited will not dispose of its interests in the Shares nor will it acquire additional Shares, if the Repurchase Mandate was exercised in full, the percentage shareholding of HK Guoxin Investment Group Limited would be increased to approximately 83.25% of the issued share capital of the Company.

On the basis of the shareholding interests of HK Guoxin Investment Group Limited in the Company, an exercise of the Repurchase Mandate in full would not result in it becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases made pursuant to the Repurchase Mandate.

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

9. SHARE PRICES

During each of the previous twelve months, the highest and lowest prices at which the Shares were traded on the Stock Exchange were as follows:

Months	Per Share	
	Highest HK\$	Lowest HK\$
2017		
April	0.520	0.455
May	0.500	0.415
June	0.500	0.475
July	0.495	0.475
August	0.640	0.485
September	0.580	0.490
October	0.580	0.465
November	0.540	0.410
December	0.485	0.410
2018		
January	0.570	0.420
February	0.520	0.450
March	0.520	0.450
April (Up to the Latest Practicable Date)	0.510	0.420

The biographical and other details of the retiring Directors standing for re-election at the AGM as required by the Listing Rules are set out below:

Mr. Zhou Chen

Executive Director

Mr. Zhou Chen (“**Mr. Zhou**”), aged 36, was appointed as an executive director of the Company on 1 February 2018. He then was appointed as the company secretary of the Company on 1 March 2018. Mr. Zhou has extensive experience in auditing, accounting, financial management and corporate finance. He was the chief treasury officer of the Company from June 2016 to January 2018, where he was in charge of the Group’s accounting and corporate finance matters. Mr. Zhou has been the chief financial officer of Yamada Green Resources Limited (stock code: BJV), a company listed on the Singapore Exchange (the “**SGX**”) since January 2018. From October 2015 to June 2016, Mr. Zhou was the chief financial officer and the company secretary of Asia Fashion Holdings Limited (stock code: BQI), a company listed on the Singapore Exchange. During the period from October 2013 to October 2015, he had been a general manager of investment and corporate finance of Bayon Airlines Holdings Limited, an enterprise risk manager and internal control manager of Tee International Limited (stock code: M1Z), a company listed on the SGX, and the finance manager of a Singapore private company where he was in charge of accounting and initial public offering process. Between 2008 and 2013, Mr. Zhou worked at Singapore local audit firms and was responsible for, amongst others, auditing companies incorporated in China and listed on the SGX.

Mr. Zhou is an affiliate of The Association of Chartered Certified Accountants (ACCA) and is a member of the Institute of Singapore Chartered Accountants. He also is an associate member of the Hong Kong Institute of Directors. He obtained an advanced diploma in accountancy from Xiamen University in December 2016. Mr. Zhou graduated from Oxford Brookes University in the United Kingdom with a bachelor of science degree in applied accounting in July 2008.

Mr. Zhou is currently an independent non-executive director of a company listed on the main board of the Stock Exchange, namely Wuzhou International Holdings Limited (stock code: 1369) since December 2017. He is also a director of several subsidiaries of the Company.

Mr. Zhou has entered into a service agreement with the Company in relation to his appointment as an executive director for a term of three years commencing from 1 February 2018, which is determinable by either party serving on the other not less than one month’s written notice, subject to retirement by rotation and re-election at the annual general meeting in accordance with the Bye-laws of the Company and the Listing Rules. Mr. Zhou is entitled to a salary in the total sum of HK\$3,000,000 annually, which was determined with reference to the prevailing market conditions and his roles and responsibilities in the Group.

Save as disclosed herein and as at the Latest Practicable Date, Mr. Zhou does not hold any position in the Company or any of its subsidiaries nor have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company. In addition, Mr. Zhou did not have any directorship in other public companies, the

securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications and Mr. Zhou does not have, and is not deemed to have, any interests in any shares, underlying shares or debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Wang Song Ling

Independent non-executive Director

Mr. Wang Song Ling (“**Mr. Wang**”), aged 64, was appointed as an independent non-executive director, the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee of the Company on 21 July 2017. Mr. Wang was the Chairman of the Board of China Jilin Province International Economic and Technological Cooperation Company (中國吉林省國際經濟技術合作公司) since 2004 until his retirement in 2011. Prior to that, he was the director of China Jilin Forest Industry Group Company (中國吉林省森林工業集團公司) and the director of China Jilin Forest Industry Group Co., Ltd. (吉林森林工業集團有限責任公司) of that group, which is listed on the Shanghai Stock Exchange in China and one of the four largest enterprises in the forestry industry in China. Mr. Wang was also the general manager and the first Chairman of Jilin Forestry Resources Development Company (吉林省林業資源開發公司) and Jilin Quanyangquan Drinks Company (吉林省泉陽泉飲品公司) respectively, and succeeded in developing the Quanyangquan mineral water (泉陽泉礦泉水) for its launching. Mr. Wang is a postgraduate from Party School of Jilin Provincial Committee (吉林省委黨校), and graduated from its Economics and Management Department (經濟管理專業研究院) in 2004. He also graduated from the Institute of Education in Siping City (四平市教育學院) and the Agriculture and Mechanics College in Jilin Province (吉林省農業機械化學校) respectively. He has extensive experience in corporate planning and management.

Mr. Wang has entered into a service agreement with the Company in relation to his appointment as an independent non-executive director for a term of three years commencing from 21 July 2017, which is determinable by either party serving on the other not less than one month’s written notice, subject to retirement by rotation and re-election at the annual general meeting in accordance with the Bye-laws of the Company and the Listing Rules. Mr. Wang is entitled to a salary in the total sum of HK\$360,000 annually, which was determined with reference to the prevailing market conditions and his roles and responsibilities in the Group.

Save as disclosed herein and as at the Latest Practicable Date, Mr. Wang does not hold any position in the Company or any of its subsidiaries nor have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company. In addition, Mr. Wang did not have any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications and Mr. Wang does not have, and is not deemed to have, any interests in any shares, underlying shares or debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Wang has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Mr. Li Jing Bo*Independent non-executive Director*

Mr. Li Jing Bo (“**Mr. Li**”), aged 46, was appointed as an independent non-executive director of the Company on 6 November 2015 and then was appointed as the Chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee of the Company on 27 November in the same year. Mr. Li has over 20 years of experience in finance industry. Mr. Li was a manager of the security management department of Fuyou Securities Brokerage Co, Ltd., and he worked for Soochow Securities Co., Limited as deputy general manager of online trading department and then became general manager of the Shanghai branch. He acted as deputy general manager of the human resource department of Essence Securities Co., Limited from 2006 to 2009. In January 2010, Mr. Li was appointed as general manager of Essence Futures Co., Limited and then has been serving as the director of Essence International Financial Holding Limited since April 2012.

Mr. Li has entered into a service agreement with the Company in relation to his appointment as an independent non-executive director for a term of three years commencing from 6 November 2015, which is determinable by either party serving on the other not less than one month’s written notice, subject to retirement by rotation and re-election at the annual general meeting in accordance with the Bye-laws of the Company and the Listing Rules. Mr. Li is entitled to a salary in the total sum of HK\$360,000 annually, which was determined with reference to the prevailing market conditions and his roles and responsibilities in the Group.

Save as disclosed herein and as at the Latest Practicable Date, Mr. Li does not hold any position in the Company or any of its subsidiaries nor have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company. In addition, Mr. Li did not have any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications and Mr. Li does not have, and is not deemed to have, any interests in any shares, underlying shares or debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Li has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Mr. Li Wai Kwan*Independent non-executive Director*

Mr. Li Wai Kwan (“**Mr. Li**”), aged 46, was appointed as an independent non-executive director, the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee of the Company on 1 February 2018. Mr. Li has many years of experience in finance and investment management. He has been the chief financial officer of Zhuhai Dahengqin Company Limited, which is principally engaged in primary land development, since December 2013. From March 2005 to September 2006, he worked for Esprit Holdings Limited (stock code: 330), which is listed on the main board of the Stock Exchange and principally engaged in retail and wholesale distribution of lifestyle products, and he served as a vice president of operational finance and a vice president of finance in Asia Pacific region from March 2005 to July 2006 and from August 2006 to

September 2006 respectively, and he was responsible for finance and operational matters. From October 2006 to September 2010, he was a vice president of China Agri-Industries Holdings Limited (stock code: 606), which is listed on the main board of the Stock Exchange and principally engaged in processing on agricultural products, and he was responsible for finance and investment matters. He was a managing director of COFCO Agricultural Investment Fund Management Company Limited, which is principally engaged in asset management, from September 2010 to October 2011, and he was responsible for managing overall business and investment matters. He was a managing director of Origo Partners Plc, whose shares are listed on alternative investment market of the London Stock Exchange and principal business is private equity investment, from November 2011 to January 2013, and he was responsible for investment matters.

Mr. Li is an executive committee member and treasurer of the Hong Kong — ASEAN Economic Cooperation Foundation since 2015 and a committee member of Public Awareness Committee of Hong Kong Society of Financial Analysts since 2016, a director of the board of Chartered Professional Accountants of Canada — Hong Kong Chapter since 2017 and an honorary president (Hong Kong and Macau) of Certified Management Accounts Australia Hong Kong Branch since 2018. Mr. Li was a member of the general committee and the chairman of the investor relations committee of The Chamber of Hong Kong Listed Companies from 2008 to 2010. He was appointed as an honorary vice chairman of China Enterprise Reputation & Credibility Association (Overseas) in 2009. He was the chairman of the partnership and promotion committee of the Hong Kong Investor Relations Association from 2009 to 2010. He was a member of the Organising Committee of Directors of the Year Awards 2010 organised by the Hong Kong Institute of Directors. He was a member of finance committee of the Hong Kong Housing Authority from 2010 to 2012. Mr. Li was the guest lecturer of the Macau University of Science and Technology in 2016.

Mr. Li graduated from University of Toronto in Canada with a bachelor of commerce degree in November 1995. He further obtained a master of business administration degree from York University in Canada in November 1996.

Mr. Li was admitted as a chartered financial analyst of the Association for Investment Management and Research in September 2001, a certified member of the Certified General Accountants Association of Canada in October 2002 and a certified public accountant of the HKICPA in October 2004. In addition, he was admitted as an associate of the Institute of Chartered Accountant in England and Wales in June 2008, a fellow member of Association of Chartered Certified Accountants in April 2010 and a chartered professional accountant member of the Chartered Professional Accountants of British Columbia, Canada in June 2015, a member of Hong Kong Business Accountants Association in December 2015 and a fellow certified management accountant of the Institute of Certified Management Accountants in April 2016.

Mr. Li is currently an independent non-executive director of three companies listed on the Stock Exchange, namely K W Nelson Interior Architect Group Limited (stock code: 8411), Miricor Enterprises Holdings Limited (stock code: 8358) and Enterprise Development Holdings Limited (stock code: 1808) since November 2016, December 2016 and April 2017 respectively.

Mr. Li has entered into a service agreement with the Company in relation to his appointment as an independent non-executive director for a term of three years commencing from 1 February 2018, which is determinable by either party serving on the other not less than one month's written notice, subject to retirement by rotation and re-election at the annual general meeting in accordance with the Bye-laws of the Company and the Listing Rules. Mr. Li is entitled to a salary in the total sum of HK\$400,000 annually, which was determined with reference to the prevailing market conditions and his roles and responsibilities in the Group.

Save as disclosed herein and as at the Latest Practicable Date, Mr. Li does not hold any position in the Company or any of its subsidiaries nor have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company. In addition, Mr. Li did not have any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications and Mr. Li does not have, and is not deemed to have, any interests in any shares, underlying shares or debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Li has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, there is no information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders in relation to the re-elections of directors.

NOTICE OF ANNUAL GENERAL MEETING



中國烯谷集團有限公司

China Graphene Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 63)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company will be held at Boardroom 3-4, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong, on 29 May 2018 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and the auditor for the year ended 31 December 2017.
2. To re-elect the retiring directors and to authorise the board of directors to fix the remuneration of the directors of the Company.
3. To re-appoint auditors to hold office from the conclusion of the Annual General Meeting until the conclusion of the next annual general meeting and to authorise the board of directors to fix their remuneration.

As special business, to consider, and if though fit, to pass the following resolutions:

ORDINARY RESOLUTIONS

4. **“THAT**

- (a) subject to paragraph (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 (a) shall authorise 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;

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(c) the aggregate number of shares of the 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 (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 shareholders 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).”

5. **“THAT**

(a) subject to paragraph (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;

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(b) the aggregate number of shares of the Company repurchased by the Company pursuant to the approval in paragraph (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 shareholders of the Company in general meeting.”

6. “**THAT** conditional upon resolution nos. 4 and 5 above being passed, the aggregate number of Shares which are repurchased by the Company under the authority granted to the directors of the Company as mentioned in resolution no. 5 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. 4 above.”

By Order of the Board of
China Graphene Group Limited
Zhou Chen
Company Secretary

Hong Kong, 20 April 2018

Notes:

- (1) The register of members of the Company will be closed from 24 May 2018 to 29 May 2018, both days inclusive, for the purpose of establishing entitlement of shareholders to vote at the meeting. During this period, no transfer of shares will be effected. All transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong on 23 May 2018 not later than 4:30 p.m. (Hong Kong time).
- (2) A shareholder of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.

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- (3) To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy thereof must be deposited at 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, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM (i.e. no later than 25 May 2018 at 10:30 a.m. (Hong Kong time)) or any adjournment thereof.
- (4) Completion and return of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the annual general meeting or any adjournment.