

## 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)**

### **PROPOSED APPOINTMENT OF AUDITOR AND NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening a special general meeting of China Graphene Group Limited (the “Company”) to be held at Boardroom 6, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 15 June 2017 at 10:45 a.m. (or immediately after the conclusion of the Annual General Meeting of the Company to be held on the same day and at the same place at 10:30 a.m., whichever is later) (the “SGM”) is set out on pages 5 to 6 of this circular.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, 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 SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the SGM or any adjournment thereof should you so wish.

22 May 2017

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## DEFINITIONS

*In this Circular, the following terms and expressions shall have the following meanings unless the context requires otherwise:*

|                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|-----------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “AGM”           | the annual general meeting of the Company to be held at Boardroom 6, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 15 June 2017 at 10:30 a.m. to consider and, if appropriate, to approve the resolutions as set out in the notice of AGM;                                                                                                                                                                |
| “Announcement”  | the announcement of the Company dated 12 May 2017 in relation to the proposed change of Auditor;                                                                                                                                                                                                                                                                                                                                                             |
| “Auditor”       | the auditor of the Company;                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| “Board”         | the board of Directors;                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| “Company”       | China Graphene Group Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange;                                                                                                                                                                                                                                                                                              |
| “Circular”      | the Company’s circular dated 27 April 2017;                                                                                                                                                                                                                                                                                                                                                                                                                  |
| “Crowe Horwath” | Crowe Horwath (HK) CPA Limited;                                                                                                                                                                                                                                                                                                                                                                                                                              |
| “Directors”     | the directors of the Company;                                                                                                                                                                                                                                                                                                                                                                                                                                |
| “Group”         | the Company and its subsidiaries;                                                                                                                                                                                                                                                                                                                                                                                                                            |
| “Hong Kong”     | the Hong Kong Special Administrative Region of the People’s Republic of China;                                                                                                                                                                                                                                                                                                                                                                               |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange;                                                                                                                                                                                                                                                                                                                                                                                         |
| “RSM HK”        | RSM Hong Kong;                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| “SGM”           | the special general meeting of the Company to be held at Boardroom 6, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 15 June 2017 at 10:45 a.m. (or immediately after the conclusion of the AGM of the Company to be held on the same day and at the same place at 10:30 a.m., whichever is later) for the purpose of considering, and if thought fit, approving the appointment of RSM HK as the Auditor; |

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| <b>DEFINITIONS</b> |
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|                  |                                                                     |
|------------------|---------------------------------------------------------------------|
| “Share(s)”       | ordinary share(s) of HK\$0.05 each in share capital of the Company; |
| “Shareholder(s)” | holders of the Shares;                                              |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited.                            |



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. Yuan Li Min (*Chief Executive Officer*)  
Mr. Chen Meng

*Non-executive director:*

Mr. Li Feng Mao (*Chairman*)

*Independent non-executive directors:*

Mr. Leung Po Hon  
Mr. Li Jing Bo

*Principal place of business  
in Hong Kong:*

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

22 May 2017

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF AUDITOR**

**1. INTRODUCTION**

Reference is made to the Announcement in relation to the proposed appointment of RSM HK as the Auditor.

**2. PROPOSED APPOINTMENT OF AUDITOR**

As set out in the Announcement, Crowe Horwath has tendered resignation as the Auditor of the Group with effect from 12 May 2017 after taking into account several factors including the level of audit works required, the level of audit fees and its available internal resources. As a result, the resolution no. 3 in relation to the re-appointment of Crowe Horwath as Auditor set out in the AGM notice and will not be put forward for voting at the AGM or any adjournment thereof.

Crowe Horwath has confirmed in writing that there are no matters in relation to its resignation as the Auditor that need to be brought to the attention of the Shareholders or creditors of the Company. The Board has also confirmed that there are no disagreements or

## LETTER FROM THE BOARD

outstanding matters between the Company and Crowe Horwath, and the Board is not aware of any other matter in relation to the change of Auditor that needs to be brought to the attention of the Shareholders and creditors of the Company.

The Board has resolved to propose the appointment of RSM HK as the new Auditor and an ordinary resolution will be submitted for approval by the Shareholders at the SGM to be convened and held to appoint RSM HK as the new Auditor and to hold office until the conclusion of the next annual general meeting of the Company following the AGM.

### 3. SGM

The SGM will be held at Boardroom 6, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 15 June 2017 at 10:45 a.m. (or immediately after the conclusion of the AGM of the Company to be held on the same day and at the same place at 10:30 a.m., whichever is later) for the purpose of considering, and if thought fit, approving the appointment of RSM HK as the Auditor. The notice of the SGM is set out on pages 5 and 6 of this circular.

Pursuant to the Listing Rules, the resolution will be voted on by way of poll at the SGM. On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote for each Share registered in his name in the register. A Shareholder entitled to more than one vote is under no obligation to cast all his votes in the same way. After the conclusion of the SGM, the poll results will be published on the websites of the Stock Exchange and of the Company.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete and return the accompanying proxy form in accordance with the instruction printed thereon 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 not less than 48 hours before the time fixed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM (or any adjournment thereof) should you so wish.

### 4. RECOMMENDATION

The Directors consider that the appointment of RSM HK as the Auditor is in the best interests of the Company and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the resolution to be proposed at the SGM.

By order of the Board of  
**China Graphene Group Limited**  
**Yuan Li Min**  
*Chief Executive Officer*

## NOTICE OF SPECIAL 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 SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the special general meeting (the “**SGM**”) of China Graphene Group Limited (the “**Company**”) will be held at Boardroom 6, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 15 June 2017 at 10:45 a.m. (or immediately after the conclusion of the Annual General Meeting of the Company to be held on the same day and at the same place at 10:30 a.m., whichever is later) to consider and, if thought fit, pass the following resolution as an ordinary resolution:

### ORDINARY RESOLUTION

“**THAT** RSM Hong Kong be and is hereby appointed as auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company, and that the board of directors of the Company be and is authorized to fix their remuneration.”

By Order of the Board of  
**China Graphene Group Limited**  
**Yuen Wing Kwan**  
*Company Secretary*

Hong Kong, 22 May 2017

#### *Notes:*

1. The register of members of the Company will be closed from 12 June 2017 to 15 June 2017, 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, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on 9 June 2017 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.

## **NOTICE OF SPECIAL GENERAL MEETING**

3. To be valid, the form of proxy for use at the SGM 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 SGM (i.e. no later than 13 June 2017 at 10:45 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 SGM or any adjournment.