

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.*



## **CHINA GRAPHENE GROUP LIMITED**

**中國烯谷集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 63)**

### **SUPPLEMENTAL ANNOUNCEMENT REGARDING INSIDE INFORMATION**

#### **ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE, RULE 13.09 OF THE LISTING RULES AND INSIDE INFORMATION PROVISIONS OF PART XIVA OF THE SECURITIES AND FUTURES ORDINANCE**

This announcement is made pursuant to Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the “**SFO**”).

Reference is made to the announcement of China Graphene Group Limited (the “**Company**”) dated 20 February 2019 (the “**Previous Announcement**”). Unless otherwise stated, terms used in this announcement have the same meanings as defined in the Previous Announcement.

#### **POSSIBLE MANDATORY GENERAL OFFER**

As mentioned in the Previous Announcement, the Petition and the Receivership may result in the sale of the Shares to other third-party purchasers, which in turn may trigger a mandatory general offer under the Takeovers Code and hence a change of controlling shareholder of the Company should any purchaser(s) acquire 30% or more of the voting rights of the Company.

The Company is now in the course of taking legal advice on the matters mentioned above in order to assess its legal positions. The Company is also in the course of enquiring the relevant parties involved in the Receivership and Petition or the solicitors acting for them the latest status of the same. Up to the date of this announcement, no further significant information has been received by the Company so far.

## **DEALING DISCLOSURE**

For the purpose of the Takeovers Code, the offer period is deemed to commence on the date of the Previous Announcement, being 20 February 2019.

As at the date of this announcement, the Company has a total issued share capital of 2,819,102,084 Shares. Other than the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

Associates (having the meaning given to it under the Takeovers Code, including persons holding 5% or more of the relevant securities of the Company) of the Company are reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code.

## **MONTHLY UPDATE**

In accordance with Rule 3.7 of the Takeovers Code, monthly announcement(s) should be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer under the Takeovers Code is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code.

## **RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES**

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

*“Responsibilities of stockbrokers, banks and other intermediaries*

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved. Intermediaries are expected to co-operate with the Executive in its dealings enquiries.*

*Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

## COMPLIANCE WITH RULE 12.1 OF THE TAKEOVERS CODE

The Previous Announcement constitutes a “document” under the definition of the Takeovers Code and the Previous Announcement should have been submitted to the Executive of the Securities and Futures Commission (the “SFC”) for vetting before it is published in compliance with Rule 12.1 of the Takeovers Code. Due to an inadvertent oversight of the relevant requirement, the Company has not submitted the Previous Announcement in advance to the SFC. The Company will carefully observe and comply with other relevant requirement under the Takeovers Code in this regard.

**WARNINGS: There is no assurance that the Petition and/or the Receivership will result in a change of controlling shareholder and will it lead to general offers under Rule 26.1 of the Takeovers Code for the securities of the Company. Shareholders and public investors should exercise extreme caution when dealing in the securities of the Company.**

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

Hong Kong, 22 February 2019

*As at the date of this announcement, the Board comprises Mr. Chen Meng and Mr. Zhou Chen as executive Directors; Mr. Li Feng Mao as non-executive Director; and Mr. Wang Song Ling as independent non-executive Director.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.*