CHINA GRAPHENE GROUP LIMITED
中國烯谷集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 63)

Proxy form for use at the Special General Meeting to be held on Monday, 30 September 2019

I/We *(Note 1)* ____

of ____

being the registered holder(s) of *(Note 2)* ______________________________ share(s) of

China Graphene Group Limited (the "Company") **HEREBY APPOINT** *(Note 3)* ______________________________

of ____,

or failing him, **THE CHAIRMAN OF THE MEETING**, to act for me/us as my/our proxy to attend the Special General Meeting of the Company to be held at Suites 903-905, 9th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Monday, 30 September 2019 at 4:00 p.m. (and at any adjournment thereof), and to vote for me/us as indicated below*(Note 4)*.

	Ordinary Resolution	**FOR** *(Note 4)*	**AGAINST** *(Note 4)*
1.	To remove any director appointed to the Board during the period from 6 August 2019 to the date of the SGM as a director of the Company with immediate effect upon passing of this resolution.		
2.	To appoint Mr. Huang Binghuang（黃炳煌）as a director of the Company with immediate effect upon passing of this resolution.		
3.	To appoint Ms. Xia Ping（夏萍）as a director of the Company with immediate effect upon passing of this resolution.		
4.	To appoint Ms. Wang Lijiao（王麗姣）as a director of the Company with immediate effect upon passing of this resolution.		
5.	To appoint Mr. Lum Pak Sum（林柏森）as an independent non-executive director of the Company with immediate effect upon passing of this resolution.		
6.	To grant to the directors a general mandate to allot, issue and otherwise deal with the shares of the Company not exceeding 20 per cent. of the total number of Shares in issue as at the date of this resolution (Ordinary Resolution 6 as set out in the notice of the SGM).		
7.	To grant to the directors a general mandate to exercise the power of the Company to repurchase its own shares not exceeding 10 per cent. of the total number of Shares in issue as at the date of this resolution (Ordinary Resolution 7 as set out in the notice of the SGM).		
8.	To include the number of shares repurchased by the Company to the number of Shares which may be allotted and issued by the Directors under the general mandate granted to the directors under Resolution No. 6. (Ordinary Resolution 8 as set out in the notice of the SGM).		

Dated: ______________________ Signature *(Note 5)*: ______________________

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of Share(s) registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the Share(s) registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out "**THE CHAIRMAN OF THE MEETING**" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT**.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION(S), TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION(S). IF YOU WISH TO VOTE AGAINST THE RESOLUTION(S), TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION(S)**. Failure to complete any or all the boxes will entitle your proxy to cast his/her votes on the relevant resolutions at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution which has been properly put to the meeting other than those referred to in the notice convening the meeting.
5. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this proxy form must be either executed under its common seal or under the hand of an officer or attorney duly authorised on that corporation's behalf.
6. Where there are joint registered holders of any Share(s), any one of such persons may vote at any meeting, either in person or by proxy, in respect of such Share(s) as if he/she were solely entitled thereto; but if more than one of such joint holders be present at any meeting in person or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
7. 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, 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 28 September 2019 at 4:00 p.m.. (Hong Kong time)) or any adjournment thereof.
8. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and deposit of this proxy form will not preclude you from attending and voting at the meeting or any adjournment thereof if you so wish.