
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)

**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 Suites 903-905, 9th Floor, Shui On Centre, 6-8 Harbour Road Wanchai, Hong Kong on 28 June, 2019 at 10: 30 a.m. (the “AGM”) is set out on pages 9 to 10 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.

29 April 2019

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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 Suites 903-905, 9th Floor, Shui On Centre, 6-8 Harbour Road Wanchai, Hong Kong on 28 June 2019 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;
“Latest Practicable Date”	23 April 2019, 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;
“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; and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

LETTER FROM THE BOARD



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. Gao Han

Mr. Chow Chi Ping

Registered Office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Principal place of

business in Hong Kong:

Rooms 1908-1916

19/F., Sun Hung Kai Centre

30 Harbour Road, Wanchai

Hong Kong

29 April 2019

To the Shareholders

Dear Sir or Madam,

**RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

At the AGM, ordinary resolutions will be proposed to inter alia, approve (i) the re-election of the retiring Directors and (ii) the re-appointment of auditor.

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 re-elect the retiring Directors and re-appointment of auditor.

LETTER FROM THE BOARD

2. RE-ELECTION OF RETIRING DIRECTORS

In accordance with the Bye-law 86(2), Mr. Gao Han and Mr. Chow Chi Ping shall hold office only until the AGM, and being eligible, will offer themselves for re-election as Directors at the AGM.

Moreover, in accordance with the Bye-law 87(1), Mr. Li Feng Mao and Mr. Chen Meng will retire from office by rotation, and being eligible, will offer themselves for re-election as Directors at the AGM.

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

3. 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.

4. ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 9 to 10 of this circular. At the AGM, ordinary resolutions will be proposed to approve, inter alia, the re-election of retiring Directors and re-appointment of auditor.

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.

5. 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

6. RECOMMENDATION

The Directors consider that the re-election of retiring Directors and the re-appointment of auditor 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

APPENDIX I PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION

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

Mr. Li Feng Mao

Non-executive Director

Mr. Li Feng Mao (“**Mr. Li**”), aged 49, is a Joint Chairman and non-executive Director. Mr. Li is an entrepreneur focused in investment holding and management of various enterprises mainly located in the Jilin province, PRC covering railroad communication & logistics, mining and refinery, natural resources, property development, banking, and financial leasing, etc. Mr. Li holds a Doctor of Philosophy Degree awarded by the Jilin University of China.

Mr. Li has entered into a letter of appointment with the Company in relation to his appointment as a non-executive Director for a term of three years commencing on 6 November 2018 which is determinable by either party serving on the other not less than three months’ written notice, subject to retirement by rotation and re-election in accordance with the Bye-laws and the Listing Rules. Mr. Li will be entitled to a salary in the total sum of HK\$3 million annually, which was determined with reference to the prevailing market conditions and his roles and responsibilities in the Group.

Mr. Li, through HK Guoxin Investment Group Limited (a company wholly-owned by him) (“HGIGL”), held 2,112,395,735 Shares, representing approximately 74.93% of the entire issued share capital of the Company. In December 2018, the Company had received a letter from RSM Corporate Advisory (Hong Kong) Limited claiming that Messrs. Osman Mohammed Arab and Lai Wing Lun have been appointed as receivers (the “Receivers”) of the 2,112,395,735 Shares held by HGIGL. In February 2019, the Company became aware that a winding-up petition was made against HGIGL by 吉林省國信興業投資集團有限公司 (the “Petitioner”) in the High Court of Hong Kong on 10 December 2018 on the ground that HGIGL is indebted towards the Petitioner a debt of HK\$170,000,000. Based on the information available to the Group, the Petitioner is indirectly owned as to approximately 98% by Mr. Li.

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; 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.

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.

APPENDIX I PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION

Mr. Chen Meng

Executive Director

Mr. Chen Meng (“**Mr. Chen**”), aged 46, is an executive Director. Mr. Chen is currently the General Manager of Jilin Xin Tian Di Investment Limited and Changchun Xin Tian Di Investment Group Limited. He was the general manager of Jilin Long Xin Asset Management Company from 2003 to 2006. Prior to that he was in charge of the Finance department of the Changchun office of China Petroleum Group.

Mr. Chen entered into a service agreement with the Company in relation to his appointment as an executive Director for a term of three years commencing on 6 November 2018 which is determinable by either party serving on the other three months’ written notice, subject to retirement by rotation and re-election in accordance with the Bye-laws and the Listing Rules. Mr. Chen will be entitled to a salary in the total sum of HK\$3 million 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. Chen 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; 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 does not have, and is not deemed to have, any interests in any shares, underlying shares or debentures within the meaning of Part XV of the SFO.

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.

Mr. Gao Han

Independent non-executive Director

Mr. Gao Han (“**Mr. Gao**”), aged 42, has been working in the financial industry over 21 years, previously working with Goldman Sachs as a proprietary trader and working for China Investment Corporation (CIC) as Head of Trading. He later founded Sinolink Securities (HK). Since 2016, He headed China team of HKEX group which designed and implemented stock connects, bond connects and various products and services. Mr. Gao obtained his BS degree from Tsinghua University, and Masters in both Statistics and Computer Science & Ph.D in Computer Science from the University of Chicago. Mr. Gao is currently the Managing director of China Eagle Asset Management.

Mr. Gao 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 8 February 2019, 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

APPENDIX I PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION

Rules. Mr. Gao is entitled to a salary in the total sum of HK\$240,000 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. Gao 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. Gao 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. Gao 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 SFO.

Mr. Gao 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.

Mr. Chow Chi Ping

Independent non-executive Director

Mr. Chow Chi Ping (“**Mr. Chow**”), aged 61, is currently a venture capital partner of InterTech Ventures LLC in New York and InAmerica Ventures LLC in Los Angeles. He is the annual innovation incubator of the United States – New York R/GA Accelerator strategic cooperative investor representative, a Partner of Mt. Wilson Ventures Venture Capital Fund, Pasadena, California, the representative of China region of Parsons School of Design, New York, and advisor to the board of directors of Los Angeles New Egg E-Commerce, and a consultant of PwC Consulting Business in Shanghai. Mr. Chow was an independent non-executive director of Grand Field Group Holdings Limited (stock code: 115) from 2008 to 2014, the company is listed on the Hong Kong Stock Exchange. Mr. Chow was the managing director of Tekhill Holdings Ltd. Mr. Chow had been the general manager of China Region of Interclients LLC and a partner of Shanghai China Bay. Mr. Cho is a United States Certified Public Accountant. He has 39 years of experience in financial planning, corporate internal control and audit, strategic planning and implementation. Mr. Chow served as the chief financial officer for china of General Mills and Haagen-Dazs, the chief financial officer of Xian Janssen Pharmaceutical, a subsidiary of Johnson & Johnson group. He was the chief financial officer for Greater China of Pillsbury and Haagen-Dazs, the chief financial officer for China and Vice-President of Supply Chain of Nabisco. He was a financial analyst of Motorola. Mr. Chow graduated with a Bachelor Degree in Accounting from Santa Clara University, California. He also received management training from Columbia University and Northwestern University.

Mr. Chow 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 28 February 2019, 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

APPENDIX I PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION

annual general meeting in accordance with the Bye-laws of the Company and the Listing Rules. Mr. Chow is entitled to a salary in the total sum of HK\$300,000 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. Chow 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. Chow 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. Chow 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 SFO.

Mr. Chow 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.

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 Suites 903-905, 9th Floor, Shui On Centre, 6-8 Harbour Road Wanchai, Hong Kong, on 28 June 2019 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 2018.
2.
 - (i) To re-elect Mr. Li Feng Mao as non-executive director.
 - (ii) To re-elect Mr. Chen Meng as executive director.
 - (iii) To re-elect Mr. Gao Han as independent non-executive director.
 - (iv) To re-elect Mr. Chow Chi Ping as independent non-executive director.
 - (v) To authorise the board of directors to fix the remuneration of directors.
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.

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

Hong Kong, 29 April 2019

Notes:

- (1) The register of members of the Company will be closed from 25 June 2019 to 28 June 2019, 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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 P.m. (Hong Kong time) on 24 June 2019.

NOTICE OF ANNUAL GENERAL MEETING

- (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.
- (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 10: 30 a.m. (Hong Kong time) on 26 June 2019) 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.