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*Unless otherwise defined in this announcement, capitalised terms used herein shall have the same meanings as those defined in the prospectus dated 30 June 2022 (the “**Prospectus**”) issued by China Graphite Group Limited (the “**Company**”).*

*This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities or any Shares under the Global Offering. This announcement is not a prospectus. Potential investors should read the Prospectus carefully for detailed information about the Company and the Global Offering before deciding whether or not to invest in the Offer Shares. Any investment decision in relation to the Offer Shares should be taken solely in reliance on the information provided in the Prospectus.*

*This announcement is not for release, publication or distribution, directly or indirectly, in or into the United States or any other jurisdiction where such distribution is prohibited by law. This announcement does not constitute or form part of any offer or solicitation to purchase or subscribe for securities in the United States or elsewhere. The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be offered, sold, pledged, or transferred within the United States or to, or for the account or benefit of, U.S. persons, except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The Offer Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act.*

*In connection with the Global Offering, Lego Securities Limited, as the stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may, to the extent permitted by applicable laws of Hong Kong or elsewhere, over-allocate or carry out transactions with a view to stabilizing or maintaining the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period commencing on the Listing Date and expected to end on the 30th day from the last day for lodging applications under the Hong Kong Public Offering. Any market purchase of Shares may be effected in compliance with all applicable laws and regulatory requirements. However, there is no obligation on the Stabilising Manager, its affiliates or any person acting for it to conduct any such stabilising activity, which, if commenced, will be conducted at the sole and absolute discretion of the Stabilising Manager, its affiliates or any person acting for it and may be discontinued at any time. Any such stabilising activity must cease on the 30th day after the last day for lodging applications under the Hong Kong Public Offering, i.e. Sunday, 7 August 2022. Such stabilisation action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong), as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).*

*Potential investors should be aware that stabilising action cannot be taken to support the price of the Shares for longer than the stabilisation period which begins on the Listing Date and is expected to expire on the 30th day after the last day for lodging applications under the Hong Kong Public Offering. After this date, no further action may be taken, and demand for the Shares and therefore the price of the Shares could fall.*

*The Hong Kong Offer Shares will be offered to the public in Hong Kong subject to the terms and conditions set out in the Prospectus and the related application form. The Hong Kong Offer Shares will not be offered to any person who is outside Hong Kong and/or not resident in Hong Kong. Potential investors of the Offer Shares should note that the Joint Global Coordinators (for themselves and on behalf of the Hong Kong Underwriters) shall have the absolute right, in their sole and absolute discretion, to terminate the Hong Kong Underwriting Agreement with immediate effect upon the occurrence of any of the events set out in “Underwriting — Underwriting arrangements and expenses — Hong Kong Public Offering — Grounds for termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is currently expected to be on Monday, 18 July 2022).*

*In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Underwriters, exercisable at the sole discretion of the Joint Global Coordinators (for themselves and on behalf of the International Underwriters). Pursuant to the Over-allotment Option, the Joint Global Coordinators (for themselves and on behalf of the International Underwriters) have the right, exercisable at any time from the date of the International Underwriting Agreement until the 30th day after the last day for lodging application under the Hong Kong Public Offering (being Sunday, 7 August 2022), to require the Company to allot and issue up to 60,000,000 additional Shares, representing 15% of the number of Offer Shares initially available under the Global Offering, at the Offer Price, to cover, among others, over-allocations in the International Offering.*

# China Graphite Group Limited

中国石墨集团有限公司

(incorporated in the Cayman Islands with limited liability)

## GLOBAL OFFERING

- Number of Offer Shares under the Global Offering : 400,000,000 Shares (subject to the Over-allotment Option)
- Number of Hong Kong Offer Shares : 40,000,000 Shares (subject to reallocation)
- Number of International Offer Shares : 360,000,000 Shares (subject to reallocation and the Over-allotment Option)
- Maximum Offer Price : HK\$0.375 per Offer Share plus brokerage of 1.0%, SFC transaction levy of 0.0027%, FRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars, subject to refund)
- Nominal value : HK\$0.001 per Share
- Stock code : 2237

### Sole Sponsor



### Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



### Joint Bookrunners



### Joint Lead Managers



The Company has applied to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Capitalization Issue, the Loan Consideration Capitalization and the Global Offering (including any Shares which may be issued pursuant to the exercise of the options that may be granted under the Share Option Scheme and pursuant to the exercise of the Over-allotment Option). Assuming that the Global Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Monday, 18 July 2022, dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Monday, 18 July 2022.

The application through the **HK eIPO White Form** service or the **CCASS EIPO** service must be for a minimum of 10,000 Hong Kong Offer Shares and in one of the numbers set out in the table. Applicants are required to pay the amount next to the number selected.

No. of Hong Kong Offer Shares applied for	Amount payable on application HK\$	No. of Hong Kong Offer Shares applied for	Amount payable on application HK\$	No. of Hong Kong Offer Shares applied for	Amount payable on application HK\$	No. of Hong Kong Offer Shares applied for	Amount payable on application HK\$
10,000	3,787.80	250,000	94,694.86	2,000,000	757,558.88	15,000,000	5,681,691.57
20,000	7,575.59	300,000	113,633.84	2,500,000	946,948.60	20,000,000 <sup>(1)</sup>	7,575,588.75
30,000	11,363.38	350,000	132,572.80	3,000,000	1,136,338.32		
40,000	15,151.18	400,000	151,511.78	3,500,000	1,325,728.04		
50,000	18,938.98	450,000	170,450.75	4,000,000	1,515,117.75		
60,000	22,726.77	500,000	189,389.72	4,500,000	1,704,507.47		
70,000	26,514.56	600,000	227,267.67	5,000,000	1,893,897.19		
80,000	30,302.36	700,000	265,145.61	6,000,000	2,272,676.63		
90,000	34,090.15	800,000	303,023.55	7,000,000	2,651,456.07		
100,000	37,877.95	900,000	340,901.50	8,000,000	3,030,235.50		
150,000	56,816.91	1,000,000	378,779.44	9,000,000	3,409,014.94		
200,000	75,755.89	1,500,000	568,169.16	10,000,000	3,787,794.38		

(1) Maximum number of Hong Kong Offer Shares you may apply for.

No application for any other number of the Hong Kong Offer Shares will be considered and any such application is liable to be rejected.

## STRUCTURE OF THE GLOBAL OFFERING

The Global Offering comprises the Hong Kong Public Offering of initially 40,000,000 Hong Kong Offer Shares (subject to reallocation), representing 10% of the initial number of the Offer Shares; and the International Offering of initially 360,000,000 International Offer Shares (subject to reallocation and the Over-allotment Option), representing 90% of the initial number of the Offer Shares.

The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to reallocation as described in the section headed “Structure and Conditions of the Global Offering” in the Prospectus. In particular, if (i) the International Offer Shares are undersubscribed and the Hong Kong Offer Shares are fully subscribed or oversubscribed; or (ii) the International Offer Shares are fully subscribed or

oversubscribed and the Hong Kong Offer Shares are fully subscribed or oversubscribed with the number of Hong Kong Offer Shares validly applied for under the Hong Kong Public Offering representing less than 15 times of the number of Hong Kong Offer Shares initially available for subscription under the Hong Kong Public Offering, then the Offer Shares originally included in the International Offering may be reallocated to the Hong Kong Public Offering at the discretion of the Joint Global Coordinators. In accordance with guidance letter HKEX-GL91-18 issued by the Stock Exchange, (i) not more than 40,000,000 Offer Shares may be reallocated to the Hong Kong Public Offering from the International Offering, so that the total number of the Offer Shares available under the Hong Kong Public Offering will be increased to 80,000,000 Offer Shares, representing 20% of the number of the Offer Shares initially available under the Global Offering; and (ii) the final Offer Price shall be fixed at HK\$0.325 per Offer Share, the low-end of the Offer Price range stated in the Prospectus. The maximum total number of Offer Shares that may be allocated to the Hong Kong Public Offering shall be not more than 80,000,000 Offer Shares, representing double of the initial allocation to the Hong Kong Public Offering.

The Company is expected to grant the Over-allotment Option to the International Underwriters exercisable at the sole discretion of the Joint Global Coordinators (for themselves and on behalf of the International Underwriters), to require the Company to issue up to an aggregate of 60,000,000 additional Shares, representing 15% of the number of the Offer Shares initially available under the Global Offering, at the Offer Price within the period ending on the 30th day after the last day for lodging application under the Hong Kong Public Offering, to cover over-allocations, if any, in the International Offering. In the event that the Over-allotment Option is exercised, an announcement will be made by the Company and posted on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.chinagraphite.com.hk](http://www.chinagraphite.com.hk).

## **PRICING**

The Offer Price will be not more than HK\$0.375 per Offer Share and is currently expected to be not less than HK\$0.325 per Offer Share, unless otherwise announced not later than the morning of the last day for lodging applications under the Hong Kong Public Offering as further explained in the section headed "Structure and Conditions of the Global Offering" in the Prospectus. Applicants applying for the Hong Kong Offer Shares must pay, on application, the maximum indicative Offer Price of HK\$0.375 per Offer Share plus brokerage of 1.0%, SFC transaction levy of 0.0027%, FRC transaction levy of 0.00015% and the Stock Exchange trading fee of 0.005%.

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum Offer Price of HK\$0.375 per Offer Share (excluding brokerage, SFC transaction levy, FRC transaction levy and Stock Exchange trading fee thereon), or if the conditions of the Global Offering as set out in the section headed "Structure and Conditions of the Global Offering — Conditions of the Global Offering" in the Prospectus are not fulfilled, or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy, FRC transaction levy and Stock Exchange trading fee will be refunded, without interest.

## EXPECTED TIMETABLE

### Time and date<sup>(1)</sup>

Hong Kong Public Offering commences ..... 9:00 a.m. on Thursday,  
30 June 2022

Latest time to complete electronic applications under  
the **HK eIPO White Form** service through one of the ways below:

- the **IPO App**, which can be downloaded by searching “**IPO App**” in App Store or Google Play or downloaded at [www.hkeipo.hk/IPOApp](http://www.hkeipo.hk/IPOApp) or [www.tricorglobal.com/IPOApp](http://www.tricorglobal.com/IPOApp)
- the designated website [www.hkeipo.hk](http://www.hkeipo.hk) ..... 11:30 a.m. on Friday,  
8 July 2022

Application lists open ..... 11:45 a.m. on Friday,  
8 July 2022

Latest time to complete payment for **HK eIPO White Form**  
applications by effecting internet banking transfer(s)  
or PPS payment transfer(s) ..... 12:00 noon on Friday,  
8 July 2022

Latest time to give **electronic application**  
**instructions** to HKSCC ..... 12:00 noon on Friday,  
8 July 2022

If you are instructing your **broker** or **custodian** who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf, you are advised to contact your **broker** or **custodian** for the latest time for giving such instructions which may be different from the latest time as stated above.

Application lists close ..... 12:00 noon on Friday,  
8 July 2022

Expected Price Determination Date ..... Friday,  
8 July 2022

Announcement of the final Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and our website at [www.chinagraphite.com.hk](http://www.chinagraphite.com.hk) on or before ..... Friday,  
15 July 2022

## Time and date<sup>(1)</sup>

Results of allocations in the Hong Kong Public Offering (with successful applicants' identification document numbers, where appropriate) available through a variety of channels, including:

- in the announcement to be posted on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and our website at [www.chinagraphite.com.hk](http://www.chinagraphite.com.hk) from
- at “IPO Results” function in the **IPO App** or from the designated results of allocations website at [www.tricor.com.hk/ipo/result](http://www.tricor.com.hk/ipo/result) or [www.hkeipo.hk/IPOResult](http://www.hkeipo.hk/IPOResult) with a “search with ID” function from ..... Friday, 15 July 2022

Despatch/Collection of Share certificates or deposit of Share certificates into CCASS in respect of wholly or partially successful applications under the Hong Kong Public Offering on or before..... Friday, 15 July 2022

Despatch/Collection of refund cheques/**HK eIPO White Form** e-Auto Refund payment instructions in respect of wholly or partially successful applications if the final Offer Price is less than the price payable on application (if applicable) and wholly or partially unsuccessful applications under the Hong Kong Public Offering on or before..... Friday, 15 July 2022

Dealings in Shares on the Stock Exchange expected to commence at 9:00 a.m. on..... Monday, 18 July 2022

*Note:* All dates and times refer to Hong Kong local times and date.

## ELECTRONIC APPLICATION CHANNELS

### HK eIPO White Form service

The Hong Kong Public Offering will commence on Thursday, 30 June 2022 through Friday, 8 July 2022. Applicants who meet the criteria set forth in the section headed “How to Apply for Hong Kong Offer Shares — 2. Who can apply” in the Prospectus may apply through the **HK eIPO White Form** service for the Offer Shares to be allotted and registered in their own names through the **IPO App** or the designated website at [www.hkeipo.hk](http://www.hkeipo.hk) (24 hours daily, except on the last application day) from 9:00 a.m. on Thursday, 30 June 2022 until 11:30 a.m. on Friday, 8 July 2022, the last day for applications and the latest time for completing full payment of application monies in respect of such applications will be 12:00

noon on Friday, 8 July 2022, or such later time under the section headed “How to Apply for Hong Kong Offer Shares — 10. Effect of bad weather and/or Extreme Conditions on the opening of the applications lists” in the Prospectus.

### **CCASS EIPO service**

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates<sup>(Note)</sup>:

Thursday, 30 June 2022 — 9:00 a.m. to 8:30 p.m.  
Monday, 4 July 2022 — 8:00 a.m. to 8:30 p.m.  
Tuesday, 5 July 2022 — 8:00 a.m. to 8:30 p.m.  
Wednesday, 6 July 2022 — 8:00 a.m. to 8:30 p.m.  
Thursday, 7 July 2022 — 8:00 a.m. to 8:30 p.m.  
Friday, 8 July 2022 — 8:00 a.m. to 12:00 noon

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, 30 June 2022 until 12:00 noon on Friday, 8 July 2022 (24 hours daily, except the last application day).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Friday, 8 July 2022, the last application day, or such later time as described in the section headed “How to Apply for Hong Kong Offer Shares — 10. Effect of bad weather and/or Extreme Conditions on the opening of the application lists” in the Prospectus.

*Note:* These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing Participants, CCASS Custodian Participants CCASS Investor Participants.

**Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set forth in the Prospectus, GREEN Application Form and in the IPO App (which can be downloaded by searching “IPO App” in App Store or Google Play or downloaded at [www.hkeipo.hk/IPOApp](http://www.hkeipo.hk/IPOApp) or [www.tricorglobal.com/IPOApp](http://www.tricorglobal.com/IPOApp)) or on the designated website ([www.hkeipo.hk](http://www.hkeipo.hk)).**

### **PUBLICATION OF RESULTS**

The Company expects to announce the final Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on Friday, 15 July 2022 on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and on the Company’s website at [www.chinagraphite.com.hk](http://www.chinagraphite.com.hk).

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration/certificate of incorporation numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels at the times and dates and in the manner specified in the section headed “How to Apply for Hong Kong Offer Shares — 11. Publication of results” in the Prospectus.



No temporary document of title will be issued in respect of the Shares. No receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on Monday, 18 July 2022 provided that the Global Offering has become unconditional and the right of termination described in the section headed “Underwriting” in the Prospectus has not been exercised. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Monday, 18 July 2022. The Shares will be traded in board lots of 10,000 Shares each and the stock code is 2237.

## **SETTLEMENT**

Subject to the granting the listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or such other date as may be determined by HKSCC. Settlement of transactions between Exchange Participants (as defined in the Listing Rules) is required to take place in CCASS on the second settlement day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

Please refer to the sections headed “Structure and Conditions of the Global Offering” and “How to Apply for Hong Kong Offer Shares” in the Prospectus for further details of the conditions and procedures of the Hong Kong Public Offering.

On behalf of the Board  
**China Graphite Group Limited**  
**Zhao Liang**

*Chairman, executive Director and chief executive officer*

Hong Kong, 30 June 2022

*As at the date of this announcement, the Board comprises Mr. Zhao Liang and Mr. Lei Wai Hoi as executive Directors, Mr. Chiu G Kiu Bernard, Mr. Shen Shifu, Mr. Liu Zezheng and Ms. Zhao Jingran as independent non-executive Directors.*