

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and Hong Kong Securities Clearing Company 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.

Unless otherwise defined herein, capitalised terms in this announcement 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 made pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong).

This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for any securities or any Shares under the Global Offering. This announcement is not a prospectus. Potential investors should read the Prospectus for detailed information about the Global Offering described below before deciding whether or not to invest in the Offer Shares.

This announcement does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of Offer Shares in any jurisdiction in which such offer, solicitation or sales would be unlawful. 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, nor is this announcement an offer for sale or solicitation to purchase or subscribe for securities in the United States or any other jurisdictions. The Offer Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “U.S. Securities Act”) or any applicable state securities laws, 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 (as defined in Regulation S under the U.S. Securities Act (the “Regulation S”)) 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 (i) solely to qualified institutional buyers as defined in Rule 144A under the U.S. Securities Act pursuant to an exemption from registration under the U.S. Securities Act and (ii) outside the United States in offshore transactions in reliance on Regulation S. There will be no public offering of the Offer Shares in the United States.

China Graphite Group Limited

中国石墨集团有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2237)

END OF STABILISATION PERIOD, STABILISING ACTIONS AND LAPSE OF OVER-ALLOTMENT OPTION

This announcement is made pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong).

END OF STABILISATION PERIOD

The Company announces that the stabilisation period in connection with the Global Offering ended on Sunday, 7 August 2022, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering.

NO STABILISING ACTION AND LAPSE OF OVER-ALLOTMENT OPTION

As there was no over-allocation of the International Offer Shares in the International Offering, the Joint Global Coordinators (for themselves and on behalf of the International Underwriters) did not exercise the Over-allotment Option and no stabilising actions were undertaken by the Stabilizing Manager, its affiliates or any person acting for it during the stabilisation period.

The Over-allotment Option lapsed on Sunday, 7 August 2022, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering. Accordingly, no Share was or will be issued under the Over-allotment Option.

PUBLIC FLOAT

The Directors confirm that the Company continues and will continue to comply with the public float requirements under Rule 8.08(1)(a) of the Listing Rules whereby at least 25% of the total number of issued Shares must at all times be held by the public.

By order of the Board
China Graphite Group Limited
Zhao Liang

Chairman, executive Director and chief executive officer

Hong Kong, 8 August 2022

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