

*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.*



## China Graphene Group Limited

## 中國烯谷集團有限公司

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 63)

### **PROPOSED CHANGE OF AUDITORS**

This announcement is made by the board of directors (the “**Board**”) of China Graphene Group Limited (the “**Company**”) pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Reference is made to the circular and notice of annual general meeting of the Company dated 27 April 2017 (“**AGM Notice**”) in relation to, among other matters, the proposed re-appointment of Crowe Horwath (HK) CPA Limited (“**Crowe Horwath**”) as auditor of the Company.

The Board announces that Crowe Horwath has tendered resignation as the auditor of the Company and its subsidiaries (collectively referred to as the “**Group**”) with effect from 12 May 2017 after taking into account several factors including the level of audit works required, the level of audit fees and its available internal resources. As a result, the resolution in relation to the re-appointment of Crowe Horwath as auditor of the Company set out in the AGM Notice will not be put forward for voting at the annual general meeting to be held on Thursday, 15 June 2017 or any adjournment thereof (the “**AGM**”).

Crowe Horwath has confirmed in writing that there are no matters in relation to its resignation as the Company’s auditor that need to be brought to the attention of the shareholders or creditors of the Company. The Board has also confirmed that there are no disagreements or outstanding matters between the Company and Crowe Horwath, and the Board is not aware of any other matter in relation to the change of auditor that needs to be brought to the attention of the shareholders and creditors of the Company.

The Board has resolved to propose the appointment of RSM Hong Kong (“**RSM HK**”) as the new auditor of the Group and an ordinary resolution will be submitted for approval by the shareholders of the Company (the “**Shareholders**”) at the special general meeting to be convened and held (the “**SGM**”) to appoint RSM HK as the new auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company following the AGM.

The Company will dispatch a circular in relation to the proposed appointment of RSM HK as the auditor of the Company, together with the notice convening the SGM, to the Shareholders as soon as practicable.

The Board would like to take this opportunity to express its sincere gratitude to Crowe Horwath for their professional services rendered to the Company in the past years.

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

Hong Kong, 12 May 2017

*As at the date of this announcement, the Board comprises Mr. Yuan Li Min, Mr. Chen Meng and Mr. Mak Tin Sang as executive Directors; Mr. Li Feng Mao as non-executive Director and Mr. Leung Po Hon and Mr. Li Jing Bo as independent non-executive Directors.*