

*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)

## CHANGE OF AUDITORS

The Board announces that RSM has resigned as the auditor of the Group with effect from 19 December 2018, and the Board has proposed to appoint ZHONGHUI as the new auditor of the Group, subject to the approval by the Shareholders at the SGM.

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.

The Board announces that RSM Hong Kong (“**RSM**”) has resigned as the auditor of the Company and its subsidiaries (collectively referred to as the “**Group**”) with effect from 19 December 2018 since the Company and RSM could not arrive at a consensus on the audit fee for the financial year ending 31 December 2018.

RSM 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 RSM, 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 further announces that it has proposed to appoint ZHONGHUI ANDA CPA LIMITED (“**ZHONGHUI**”) as the new auditor of the Group (“**Proposed Appointment**”) to fill the casual vacancy following the resignation of RSM and to hold office until the conclusion of the next annual general meeting of the Company. Pursuant to the bye-laws of the Company, the Proposed Appointment is subject to the approval granted by the shareholders of the Company (the “**Shareholders**”) by passing an ordinary resolution at a special general meeting (the “**SGM**”) and shall come into effect upon the passing of such ordinary resolution by the Shareholders at the SGM. The Company will dispatch a circular in relation to the Proposed Appointment of ZHONGHUI 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 RSM for their professional services rendered to the Company in the past year.

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

Hong Kong, 27 December 2018

*As at the date of this announcement, the Board comprises Mr. Chen Meng and Mr. Zhou Chen as executive Directors; Mr. Li Feng Mao as non-executive Director; and Mr. Wang Song Ling and Mr. Li Jing Bo as independent non-executive Directors.*