



CHINA GRAPHENE GROUP LIMITED

中國烯谷集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 63)

Proxy form for use at the Annual General Meeting to be held on 12 June 2020 at 3:00 p.m.

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ share(s) of
China Graphene Group Limited (the “Company”) **HEREBY APPOINT** ^(Note 3) _____
of _____,

or failing him, THE CHAIRMAN OF THE MEETING, to act for me/us as my/our proxy to attend the Annual General Meeting of the Company to be held at Flat A5, Zhong Ya Gui Gu Hai An, Shajing, Bao’an District, Shenzhen on 12 June 2020 at 3:00 p.m. (and at any adjournment thereof), and to vote for me/us as indicated below ^(Note 4).

Please tick (✓) as appropriate

Ordinary Resolutions		For ^(Note 4)	Against ^(Note 4)
1.	To adopt the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2019.		
2.	(i) To re-elect Mr. Zhou Chen as executive director.		
	(ii) To re-elect Mr. Gao Han as independent non-executive director.		
	(iii) To re-elect Mr. Chow Chi Ping as independent non-executive director.		
	(iv) To authorise the board of directors (the “Directors”) of the Company to fix the remuneration of directors.		
3.	To re-appoint ZHONGHUI ANDA CPA as auditor of the Company and to authorise the board of directors to fix their remuneration.		
4.	To grant a general mandate to the Directors to issue additional shares of the Company not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of this resolution.		
5.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of this resolution.		
6.	To extend the general mandate granted to the Directors to issue additional shares in the capital of the Company by the total number of shares repurchased by the Company.		
Special Resolutions		For ^(Note 4)	Against ^(Note 4)
7.	To change the name of the Company.		

Dated: _____

Signature ^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Share(s) registered in your name(s). If no number is inserted, the proxy form will be deemed to relate to all the Share(s) registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out “THE CHAIRMAN OF THE MEETING” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION(S), TICK THE BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION(S). IF YOU WISH TO VOTE AGAINST THE RESOLUTION(S), TICK THE BOX MARKED “AGAINST” BESIDE THE APPROPRIATE RESOLUTION(S).** Failure to complete any or all the boxes will entitle your proxy to cast his/ her votes on the relevant resolutions at his/her discretion. Your proxy will also be entitled to vote at his/ her discretion on any resolution which has been properly put to the meeting other than those referred to in the notice convening the meeting.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this proxy form must be either executed under its common seal or under the hand of an officer or attorney duly authorised on that corporation’s behalf.
- Where there are joint registered holders of any Share(s), any one of such persons may vote at any meeting, either in person or by proxy, in respect of such Share(s) as if he/she were solely entitled thereto; but if more than one of such joint holders be present at any meeting in person or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
- 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, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, 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 10 June 2020) or any adjournment thereof.
- A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and deposit of this proxy form will not preclude you from attending and voting at the meeting or any adjournment thereof if you so wish.