

**IMPORTANT**

*IMPORTANT: If you are in any doubt about any of the contents of this document, you should seek independent professional advice.*

**China Graphite Group Limited**  
**中国石墨集团有限公司**  
*(incorporated in the Cayman Islands with limited liability)*

**[REDACTED]**

**Number of [REDACTED] under the [REDACTED] :** [REDACTED] Shares (subject to the [REDACTED])  
**Number of [REDACTED] :** [REDACTED] Shares (subject to reallocation)  
**Number of [REDACTED] :** [REDACTED] Shares (subject to reallocation and the [REDACTED])  
**Maximum [REDACTED] :** HK\$[REDACTED] per [REDACTED] 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 :** [●]

**Sole Sponsor**



**[REDACTED] and [REDACTED]**

[●]

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A copy of this document, having attached thereto the documents specified in the section headed “Documents Delivered to the Registrar of Companies and Documents on Display” in Appendix VII to this document, has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility for the contents of this document or any of the other documents referred to above.

The [REDACTED] is expected to be determined by agreement between us and the [REDACTED] (for itself and on behalf of the [REDACTED]) on or about [REDACTED] (Hong Kong time) or such other date as may be agreed between the parties and, in any event, not later than [REDACTED] (Hong Kong time). The [REDACTED] will be not more than HK\$[REDACTED] per [REDACTED] and is currently expected to be not less than HK\$[REDACTED] per [REDACTED], unless otherwise announced. [REDACTED] applying for the [REDACTED] must pay, on application, the maximum [REDACTED] of HK\$[REDACTED] per [REDACTED], together with brokerage of 1.0%, SFC transaction levy of 0.0027%, FRC transaction levy of 0.00015% and Stock Exchange trading fee of 0.005%, subject to refund if the [REDACTED] is less than HK\$[REDACTED] per [REDACTED]. If, for any reason, the [REDACTED] is not agreed between us and the [REDACTED] (for itself and on behalf of the [REDACTED]) on or before [REDACTED] (Hong Kong time), the [REDACTED] (including the [REDACTED]) will not proceed and will lapse.

The [REDACTED] (for itself and on behalf of the [REDACTED]), with our consent, may reduce the indicative [REDACTED] range below that stated in this document and/or reduce the number of [REDACTED] being offered under the [REDACTED] at any time on or prior to the morning of the last day for lodging [REDACTED] under the [REDACTED]. In such a case, notices of the reduction will be published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and our website at [www.yxnyv.cn](http://www.yxnyv.cn) not later than the morning of the last day for lodging applications under the [REDACTED]. Further details are set out in “Structure and Conditions of the [REDACTED]” and “How to Apply for [REDACTED]”.

Prior to making an [REDACTED] decision, prospective [REDACTED] should consider carefully all of the information set out in this document, in particular, the risk factors set out in “Risk Factors” in this document.

The obligations of the [REDACTED] under the [REDACTED] are subject to termination by the [REDACTED] (for itself and on behalf of the [REDACTED]) at any time prior to 8:00 a.m. on the [REDACTED]. Upon the occurrence of any of the events set forth in “[REDACTED] — [REDACTED]”. It is important that you refer to that section for further details.

The [REDACTED] have not been and will not be registered under the [REDACTED] or any state securities law in the United States and may not be [REDACTED], 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 [REDACTED]. The [REDACTED] are being [REDACTED] and sold outside the United States in offshore transactions in reliance on [REDACTED] under the [REDACTED].

**[REDACTED]**

**[REDACTED]**

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[REDACTED]

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[REDACTED]