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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)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 5 MAY 2023

The board of directors (the “**Board**”) of China Graphite Group Limited (the “**Company**”) is pleased to announce the poll results of the annual general meeting of the Company (the “**AGM**”) held at Units 5906–5912, 59/F, The Center, 99 Queen’s Road Central, Hong Kong on Friday, 5 May 2023 at 10:00 a.m.

Reference is made to the notice (the “**AGM Notice**”) of the AGM and the circular (the “**Circular**”) of the Company both dated 4 April 2023. Unless the context requires otherwise, terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF AGM

The proposed resolutions as set out in the AGM Notice (the “**Resolutions**”) were duly passed by the Shareholders by way of poll in the AGM. The poll results in respect of the Resolutions are set out as follows:

Ordinary Resolutions		Number of votes (%)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the “ Director(s) ”) and independent auditor of the Company for the year ended 31 December 2022.	1,394,172,650 (100.00%)	0 (0.00%)
2.	To declare a final dividend of HK1.6 cents per share.	1,394,172,650 (100.00%)	0 (0.00%)
3.	(a) To re-elect the following retiring Directors:		
	(i) Mr. Zhao Liang as an executive Director;	1,394,172,650 (100.00%)	0 (0.00%)
	(ii) Mr. Lei Wai Hoi as an executive Director;	1,394,172,650 (100.00%)	0 (0.00%)
	(iii) Mr. Chiu G Kiu Bernard as an independent non-executive Director;	1,394,172,650 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of votes (%)	
		For	Against
	(iv) Mr. Shen Shifu as an independent non-executive Director;	1,394,172,650 (100.00%)	0 (0.00%)
	(v) Mr. Liu Zezheng as an independent non-executive Director; and	1,394,172,650 (100.00%)	0 (0.00%)
	(vi) Ms. Zhao Jingran as an independent non-executive Director.	1,394,172,650 (100.00%)	0 (0.00%)
	(b) To authorise the board of Directors to fix the respective Directors' remuneration.	1,394,172,650 (100.00%)	0 (0.00%)
4.	To re-appoint PricewaterhouseCoopers as auditor of the Company and authorise the Board to fix their remuneration.	1,394,172,650 (100.00%)	0 (0.00%)
5.	To grant a general mandate to the Directors to repurchase shares of the Company (the “Shares”) not exceeding 10% of the total number of issued Shares as at the date of passing of this resolution.	1,394,172,650 (100.00%)	0 (0.00%)
6.	To grant a general mandate to the Directors to allot, issue and otherwise deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing of this resolution.	1,381,870,000 (99.12%)	12,302,650 (0.88%)
7.	Conditional upon passing of resolutions no. 5 and 6, to extend the general mandate granted to the Directors pursuant to resolution no. 6 to allot, issue and otherwise deal with additional Shares in the capital of the Company by the aggregate number of the Shares repurchased by the Company under resolution no. 5.	1,381,870,000 (99.12%)	12,302,650 (0.88%)

As at the date of the AGM, the total number of issued Shares was 1,600,000,000 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any of the Resolutions according to Rule 13.40 of the Listing Rules. There was no Shares entitling the holders to attend and vote only against any of the Resolutions. None of the Shareholders were required to abstain from voting at the AGM and there was no restriction on any Shareholders to cast vote on any of the Resolutions. None of the Shareholders has stated his/her/its intention in the Circular to vote against any of the Resolutions or to abstain from voting at the AGM.

Tricor Investor Services Limited, the share registrar of the Company in Hong Kong, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As more than 50% of the votes were cast in favour of each of the Resolutions, the Resolutions were duly passed as the ordinary resolutions of the Company.

All of the Directors, including the executive Directors, namely Mr. Zhao Liang and Mr. Lei Wai Hoi, and the independent non-executive Directors, namely Mr. Chiu G Kiu Bernard, Mr. Shen Shifu, Mr. Liu Zezheng and Ms. Zhao Jingran, attended the AGM in person or via electronic means.

By order of the Board
China Graphite Group Limited
Zhao Liang

Chairman, executive Director and chief executive officer

Hong Kong, 5 May 2023

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.