

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)

(the “Company”)

PROCEDURES FOR ELECTION, APPOINTMENT AND REMOVAL OF DIRECTORS

(Adopted on 21 June, 2022)

Election and Appointment of Directors

Election of Directors at the general meetings

Article 113 of the amended and restated memorandum and articles of association of the Company (the “**Articles**”) provides that no person, other than a retiring Director, shall, unless recommended by the board of directors of the Company (the “**Board**”), be eligible for election to the office of director of the Company (the “**Director**”) at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Principal office (as defined in the Articles) or at the Registration Office (as defined in the Articles). The period of lodgment of the notices required under Article 113 will commence no earlier than the day after the despatch of the notice of the meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days.

Accordingly, if a shareholder wishes to nominate a person to stand for election as a director of the Company at the general meeting, the following documents must be validly served at the registered office of the Company, namely (1) his/her notice of intention to propose a resolution at the general meeting; (2) a notice signed by the nominated candidate of his/her willingness to be elected; (3) the nominated candidate’s information as required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and (4) the nominated candidate’s written consent to the publication of his/her personal data.

Appointment by the Board

According to Article 112 of the Articles, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the shareholders of the Company (the “**Shareholders**”) in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and shall then be eligible for re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible

for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.

Removal of Directors

According to Article 114 of the Articles, the Shareholders may by ordinary resolution passed at a general meeting of the Company remove any Director (including a managing Director or other executive Director) before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may by ordinary resolution elect another person in his stead. Any person so appointed shall be subject to retirement by rotation pursuant to the Articles.