



GRAPHEX

GRAPHEX GROUP LIMITED

烯石電動汽車新材料控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6128)

PROXY FORM

PROXY FORM FOR USE AT THE EXTRAORDINARY GENERAL MEETING OR AT ANY ADJOURNMENT THEREOF (“MEETING”)

I/We¹ _____

of _____

being the registered holder(s) of _____ share(s)² of HK\$0.01 each in the share capital of Graphex Group Limited (the “Company”), hereby appoint³ the Chairman of the Meeting or _____

of (address) _____

at (email address) _____

to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held with the combination of an in-room meeting at 11/F., COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong and an online virtual meeting on Thursday, 24 March 2022 at 2:30 p.m. and at any adjournment thereof for the purpose of considering, if thought fit, passing the resolutions set out in the notice convening the Meeting dated 1 March 2022 (the “**Notice of the Meeting**”), and, if no such indication is given, as my/our proxy thinks fit properly put to the Meeting. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Notice of the Meeting.

SPECIAL RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	(a) To approve the memorandum and articles of association of the Company be amended to reflect the amendments described in the Appendix of the Circular and any ancillary or related adjustments or amendments approved by the Directors or required by any relevant regulatory authority, and such amended articles of association be adopted as the new memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company.		
	(b) To authorise any one Director to do all such acts and things and execute all such documents for and on behalf of the Company as they may consider necessary, desirable or appropriate in connection with special resolution no. 1(a).		
ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	(a) To approve the increase in authorised share capital of the Company from HK\$20,000,000 divided into 2,000,000,000 ordinary shares of HK\$0.01 each to HK\$30,000,000 divided into 2,000,000,000 ordinary shares of HK\$0.01 each and 1,000,000,000 Preference Shares of HK\$0.01 each by the creation of 1,000,000,000 new Preference Shares of HK\$0.01 each.		
	(b) To authorise any one Director to do all such acts and things and execute all such documents which he may in his absolute discretion considers to be necessary, desirable or appropriate in connection with and giving effect to the increase in authorised share capital of the Company as set out in ordinary resolution no. 1(a).		
2.	(a) To approve the Subscription under the Agreement and all transactions contemplated therein and any other agreements or documents in connection therewith.		
	(b) To authorise any one Director to do all such acts and things and execute and deliver, and (where required) to affix the common seal of the Company to, all such documents which he may in his absolute discretion considers to be necessary, desirable or appropriate in connection with ordinary resolution no. 2(a).		
3.	(a) To approve the grant of a specific mandate to the Directors with the power and authority to allot and issue the Preference Shares in accordance with the terms and conditions of the Agreement.		
	(b) To authorise any one Director to do all such acts and things and execute all such documents for and on behalf of the Company as they may consider necessary, desirable or appropriate in connection with ordinary resolution no. 3(a).		

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
4.	(a) To authorise the Directors to grant share options under the share option scheme adopted by the Company on 3 June 2014, which became effective on 25 June 2014 (the "Share Option Scheme"), to such extent that the total number of shares of the Company which may be issued upon the exercise of such options shall represent up to ten (10) per cent of the aggregate number of shares of the Company in issue.		
	(b) To authorise any one Director to do all such acts and things and execute all such documents which he may in his absolute discretion considers to be necessary, desirable or appropriate in connection with and giving effect to the Refreshed Scheme Mandate Scheme Limit and to grant share options up to the Refreshed Scheme Mandate Limit and to exercise all powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such share options under the ordinary resolution no. 4(a).		

Dated: _____

Shareholder's signature: _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, delete words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. Given the special arrangements adopted by the Company as set out in the section headed "*Special Arrangements for the EGM*" of the Company's circular dated 1 March 2022, all Shareholders (other than those who are required to attend the EGM physically to form a quorate meeting) who wish to appoint a proxy to attend and vote at the EGM shall appoint the Chairman of the EGM as their proxy; for Shareholders who are required to attend the EGM physically to form a quorate meeting, a senior management member and/or senior staff member of the Company shall be appointed as their proxy.
4. IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE BOX MARKED "AGAINST". Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice of the Meeting.
5. The description of this resolution is by way of summary only. The full text appears in the Notice of the Meeting.
6. To be valid, the form of proxy must be (a) completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong; or (b) submitted electronically via <https://spot-meeting.tricor.hk/#/205> by using the username and password provided on the accompanying notification letter sent to the Shareholders by post on 1 March 2022 not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
7. This proxy form must be signed by you or your attorney duly authorized in writing or in the case of a corporation must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
8. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or proxy, will be accepted to the exclusion of the votes of the joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
9. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
10. Completion and return of this form of proxy will not preclude you from attending and voting in person or via online (if applicable) at the Meeting or at any adjournment thereof if you so wish and, in such event, the appointed proxy shall be deemed to have been revoked.
11. Any alteration made to this form of proxy must be initialled by the person who signs it.
12. In light of the continuing risks posed by the COVID-19 pandemic, the Company is adopting special arrangements in respect of the EGM (details set out in the Company's circular dated 1 March 2022). In particular, other than the minimum number of persons required under the articles of association of the Company to form a quorate meeting, together with a limited number of other attendees to ensure the proper conduct of the Meeting, other Shareholders, proxies or corporate representatives will not be able to attend the Meeting in person in light of the continuing risks posed by the COVID-19 pandemic. Any person who attempts to do so will be excluded and will not be permitted entry to the venue of the Meeting. Shareholders may attend, participate and vote online through the e-Meeting System (<https://spot-meeting.tricor.hk/#/205>) in accordance with the instructions printed on the accompanying notification letter.

PERSONAL INFORMATION COLLECTIONS STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the meeting of the Company (the "**Purposes**"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Investor Services Limited at the above address.