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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING

Reference is made to the circular (the “**Circular**”) and the notice of the extraordinary general meeting (the “**Notice**”) of the Company both dated 1 March 2022 in relation to the convening of the EGM for the purpose of considering and, if thought fit, approving, inter alia, the Subscription, the Specific Mandate, the amendment to the memorandum and articles of association of the Company, the Increase in Authorised Share Capital and the Proposed Refreshment. Capitalized terms used herein shall have the same meanings as those defined in the Circular and Notice unless otherwise stated.

At the EGM of the Company held on 24 March 2022, voting on the proposed ordinary and special resolutions (the “**Resolutions**”) as set out in the Notice was taken by poll.

The poll result in respect of the Resolutions proposed at the EGM was as follows:

SPECIAL RESOLUTIONS		No. of Votes (%)	
		FOR	AGAINST
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.	156,802,873 Shares (100%)	— (0%)
	(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).	156,802,873 Shares (100%)	— (0%)

ORDINARY RESOLUTIONS		No. of Votes (%)	
		FOR	AGAINST
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.	156,802,873 Shares (100%)	— (0%)
	(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).	156,802,873 Shares (100%)	— (0%)
2.	(a) To approve the Subscription under the Agreement and all transactions contemplated therein and any other agreements or documents in connection therewith.	156,802,873 Shares (100%)	— (0%)
	(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).	156,802,873 Shares (100%)	— (0%)
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.	156,802,873 Shares (100%)	— (0%)
	(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).	156,802,873 Shares (100%)	— (0%)

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.	156,776,873 Shares (99.98%)	26,000 Shares (0.02%)
	(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).	156,776,873 Shares (99.98%)	26,000 Shares (0.02%)

As more than 75% of the votes were cast in favour of the above special resolutions number 1(a) and 1(b), they were duly passed as special resolutions of the Company. As more than 50% of the votes were cast in favour of each of the above ordinary resolutions number 1(a), 1(b), 2(a), 2(b), 3(a), 3(b), 4(a) and 4(b), they were duly passed as ordinary resolutions of the Company.

As at the date of the EGM, the total number of issued Shares was 511,501,536 Shares, which was the total number of Shares entitling the Shareholders to attend and vote on the Resolutions proposed at the EGM. No Shareholder was entitled to attend but was required to abstain from voting in favour at the EGM pursuant to Rule 13.40 of the Listing Rules. No Shareholders have stated their intention in the circular to vote against or to abstain from voting on the Resolutions at the EGM. There were no restrictions on any of the Shareholders to cast votes on the proposed Resolutions at the EGM.

Tricor Investor Services Limited, the Company's branch share registrar in Hong Kong, acted as the scrutineer for the poll at the EGM.

The following Directors attended the EGM, namely Mr. Lau Hing Tat Patrick, Mr. Chan Yick Yan Andross, Mr. Qiu Bin and Mr. Chan Anthony Kaikwong.

By Order of the Board
Graphex Group Limited
Lau Hing Tat Patrick
Chairman

Hong Kong, 24 March 2022

As at the date of this announcement, the executive Directors are Mr. Lau Hing Tat Patrick, Mr. Chan Yick Yan Andross, Mr. Yang Liu and Mr. Qiu Bin; the non-executive Director is Mr. Ma Lida; and the independent non-executive Directors are Ms. Tam Ip Fong Sin, Mr. Wang Yuncai, Mr. Liu Kwong Sang, Mr. Tang Zhaodong and Mr. Chan Anthony Kaikwong.