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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)**

## **OVERSEAS REGULATORY ANNOUNCEMENT**

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Reference is made to the Company’s announcements dated 17 December 2019, 6 August 2020 and 5 August 2021 (the “**Announcements**”). Unless otherwise indicated, capitalized terms defined in the Announcements shall have the same meanings when used in this announcement.

The Board is pleased to announce that, on 7 March 2022 (U.S. time), the Company publicly filed a registration statement on Form F-1 (the “**Registration Statement**”) with the SEC relating to the Offering. The Offering will be made only by means of a prospectus, which forms a part of the Registration Statement. Copies of the Registration Statement and the preliminary prospectus included therein relating to the Offering may be obtained for free by visiting EDGAR on the SEC’s website at [www.sec.gov](http://www.sec.gov).

The Offering will raise additional capital to the Company which will be used, primarily, to expand its graphene business to support global demand. The number of ADS to be offered and the price range for the Offering have not yet been determined. The Company will apply to list the receipts representing the ADSs on the NYSE American stock exchange market under the ticker symbol “GRFX” and expects to have the listing complete concurrent with the closing of the Offering. The Offering is subject to the receipt of regulatory, stock exchange, and other approvals, including that the Registration Statement is effective under the Securities Act. The Offering is also subject to market conditions, and there can be no assurance as to whether or when the Offering may be completed, or as to the actual size or terms of the Offering, or that the Company will be able to list the ADS on the NYSE American stock exchange market. These securities are not being offered to the public in any Canadian jurisdiction and any sales into Canada, if any, will be made in compliance with available exemptions from the Canadian prospectus requirements and only through securities dealers appropriately registered in the jurisdictions of Canada in which sales would be made.

No offer to buy the securities can be accepted and no part of the purchase price can be received until the Registration Statement has become effective, and any such offer may be withdrawn or revoked, without obligation or commitment of any kind, at any time prior to notice of its acceptance given after the effective date.

The Company will make further announcement(s) relating to the abovementioned matter as and when appropriate in compliance with the requirements under the Listing Rules to keep the Shareholders and potential investors of the Company informed.

### **Safe harbour statement**

This announcement shall not constitute an offer to sell, or the solicitation of an offer to buy, any securities. Any offers, solicitations or offers to buy, or any sales of securities will be made in accordance with the registration requirements of the Securities Act.

Statements about the Company’s future expectations and all other statements in this announcement other than historical facts, are “forward-looking statements” within

the meaning of Section 27A of the Securities Act, Section 21E of the Securities Exchange Act of 1934, and as that term is defined in the Private Securities Litigation Reform Act of 1995. The Company intends that such forward-looking statements be subject to the safe harbors created thereby.

The information set out in this announcement contains information relating to the Company that is based on the beliefs of the Company and/or its management, as well as assumptions made by any information currently available to the Company or its management. When used in this announcement, the words “anticipate”, “estimate”, “expect”, “intend”, “plans”, “projects”, and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. Such statements reflect the current view of the Company regarding future events and are subject to certain risks, uncertainties and assumptions, including the risks and uncertainties noted. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove to be incorrect, actual results may vary materially from those described herein as anticipated, believed, estimated, expected, intended or projected. In each instance, forward-looking information should be considered in light of the accompanying meaningful cautionary statements herein. Factors that could cause results to differ include, but are not limited to, successful performance of internal plans, the impact of competitive services and pricing and general economic risks and uncertainties.

Information from third party sources identified in this announcement are based on published reports for such information and we have assumed the accuracy of such reports without independent investigation or inquiry.

This announcement is for informational purposes only and is neither an offer to sell nor a solicitation of an offer to purchase any securities of the Company, including but not limited to its ADS.

Information made available on the Company’s website is not a part of any disclosure made or to be made by the Company with respect to any offer to sell or solicitation of an offer to purchase any securities of the Company and are not part of any filings by the Company with the SEC.

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

Hong Kong, 7 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.*