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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 12 January 2023 in relation to the convening of the EGM for the purpose of considering and, if thought fit, approving, inter alia, the adoption of the 2023 Share Award Scheme and to authorise the Board to grant Awards under the 2023 Share Award Scheme and to allot and issue, procure the transfer of and otherwise deal with the Award Shares in connection with the 2023 Share Award Scheme. Capitalized terms used herein shall have the same meanings as those defined in the Circular and Notice unless otherwise stated.

Poll results

At the EGM of the Company held on 6 February 2023, voting on the proposed ordinary resolutions (the “**Resolutions**”) as set out in the Notice was taken by poll.

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

ORDINARY RESOLUTIONS		No. of Votes (%)	
		FOR	AGAINST
1.	<p>To approve, subject to and conditional upon the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Ordinary Shares which may fall to be issued and allotted on the vesting of any Awarded Shares pursuant to any Awards which may be granted under the 2023 Share Award Scheme, and the adoption of the rules of which are contained in the document marked “A” produced to this meeting and signed by the chairman of this meeting for identification purpose, and the Scheme Mandate limit of 68,349,307 Ordinary Shares, and to authorise the Directors to take all such steps and attend all such matters, to approve and execute (whether under hand or under seal) such documents and to do such other things, for and on behalf of the Company, as the Directors may consider necessary, desirable or expedient to effect and implement the 2023 Share Award Scheme, including without limitation,</p> <p>(i) administering the 2023 Share Award Scheme under which Awards will be granted to Eligible Participants under the 2023 Share Award Scheme;</p> <p>(ii) modifying and/or amending the 2023 Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2023 Share Award Scheme relating to modification and/or amendment and the requirements of the Listing Rules;</p> <p>(iii) granting Awards to Selected Participants under the 2023 Share Awards Scheme and allotting and issuing from time to time such number of Awarded Shares as may be required to be issued pursuant to the vesting of the Awards that may be granted under the 2023 Share Award Scheme and subject to the Listing Rules;</p>	<p>155,945,863 Ordinary Shares (98.0801%)</p>	<p>3,052,660 Ordinary Shares (1.9199%)</p>

ORDINARY RESOLUTIONS		No. of Votes (%)	
		FOR	AGAINST
	(iv) making application at the appropriate time or times to the Stock Exchange, and any other stock exchanges upon which the issued Ordinary Shares of the Company may for the time being be listed, for the listing of, and permission to deal in, any new Awarded Shares or any part thereof that may hereafter from time to time be allotted and issued pursuant to the vesting of the Award granted under the 2023 Share Award Scheme; and (v) consenting, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2023 Share Award Scheme.		
2.	To approve, conditional on the passing of the ordinary resolution no. 1 set out in this notice and adoption of the 2023 Share Award Scheme, the adoption of the Service Provider Sublimit (as defined in the 2023 Share Award Scheme) on the total number of Award Shares that may be issued in respect of all Awards to be granted to Service Providers under the Share Award Scheme and to authorise the Directors to take all such steps and attend all such matters, to approve and execute (whether under hand or under seal) such documents and to do such other things, for and on behalf of the Company, as the Directors may consider necessary, desirable or expedient to effect and implement the Service Provider Sublimit.	155,950,623 Ordinary Shares (98.0831%)	3,047,900 Ordinary Shares (1.9169%)

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

As at the date of the EGM, the total number of issued Ordinary Shares was 683,493,072 Ordinary Shares, which was the total number of Ordinary Shares entitling the Ordinary Shareholders to attend and vote on the Resolutions proposed at the EGM. No Ordinary 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 Ordinary Shareholder 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.

Mr. Lau Hing Tat Patrick, Mr. Chan Yick Yan Andross and Mr. Liu Kwong Sang attended the EGM in person or by electronic means.

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

Hong Kong, 6 February 2023

As at the date of this announcement, the executive Directors are Mr. Lau Hing Tat Patrick, Mr. Chan Yick Yan Andross 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.