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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)

CONVERSION OF CONVERTIBLE NOTES

Reference is made to the announcements of Graphex Group Limited (the “**Company**”) dated 19 January 2021, 28 January 2021, 29 January 2021, 1 February 2021, 1 March 2021, 15 March 2021, 12 April 2021, 26 April 2021, 10 May 2021, 24 May 2021, 27 May 2021, 7 June 2021, 30 June 2021, 14 July 2021, 21 July 2021, 23 July 2021, 24 August 2021, 10 September 2021, 10 November 2021, 10 January 2022, 16 February 2022, 31 March 2022, 29 September 2022, 26 October 2022, 30 December 2022, 31 March 2023, 12 April 2023 and 20 April 2023 (the “**Announcements**”) and the circular of the Company dated 30 June 2021 (the “**Circular**”) in relation to the Subscription. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Announcements and Circular.

CONVERSION OF CONVERTIBLE NOTES

The Company received a conversion notice from Yehuda Lisker as Noteholder in respect of the exercise of the Conversion Rights attached to the Convertible Note with the principal amount of US\$50,000 at the initial conversion price of HK\$0.65 per Ordinary Share, as a result the Company allotted and issued 596,153 Conversion Shares to Yehuda Lisker on 18 May 2023 (the “**Conversion**”).

Following the Conversion, 596,153 Conversion Shares have been issued which rank pari passu in all respects among themselves and with all other existing Ordinary Shares in issue and they represent approximately 0.08% of the total issued Ordinary Shares of the Company before the Conversion and approximately 0.08% of the total issued Ordinary Shares of the Company as enlarged by the allotment and issue of the 596,153 Conversion Shares upon the Conversion.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately before the Conversion, the Company has 776,850,762 Ordinary Shares and 323,657,534 Preference Shares in issue and Yehuda Lisker holds 31,008 American Depositary Shares (“**ADSs**”) of the Company representing 620,160 issued Ordinary Shares of the Company which representing approximately 0.08% of the total issued Ordinary Shares of the Company. Immediately after the Conversion and as at the date of this announcement, the Company has 777,446,915 Ordinary Shares and 323,657,534 Preference Shares in issue and Yehuda Lisker holds 31,008 ADSs and 596,153 Ordinary Shares representing a total of 1,216,313 issued Ordinary Shares of the Company which representing approximately 0.16% of the total issued Ordinary Shares of the Company. For illustrative purpose only, the shareholding structure of the Ordinary Shares and the Preference Shares (i) immediately before the Conversions and (ii) immediately after the issue of the 596,153 Conversion Shares is set out below:

Shareholders	Immediately before the Conversions				Immediately after the Conversions			
	Number of Ordinary Shares		Number of Preference Shares		Number of Ordinary Shares		Number of Preference Shares	
	Shares	%	Shares	%	Shares	%	Shares	%
Chan Yick Yan Andross (Note 1)	97,920,887	12.60	—	—	97,920,887	12.60	—	—
PBLA Limited	75,123,669	9.67	—	—	75,123,669	9.66	—	—
Lau Hing Tat Patrick (Note 2)	55,215,444	7.11	—	—	55,215,444	7.10	—	—
Tycoon Partners Holdings Limited	—	—	323,657,534	100	—	—	323,657,534	100
Yehuda Lisker (Note 3)	620,160	0.08	—	—	1,216,313	0.16	—	—
Other public Ordinary Shareholders	547,970,602	70.54	—	—	547,970,602	70.48	—	—
Total	776,850,762	100	323,657,534	100	777,446,915	100	323,657,534	100

Notes:

1. Mr. Chan Yick Yan Andross, an Executive Director and the Chief Executive Officer of the Company, holds 4,204,000 Ordinary Shares by himself and 93,716,887 Ordinary Shares through CYY Holdings Limited, a company wholly owned by him.
2. Mr. Lau Hing Tat, Patrick, the Chairman and an Executive Director of the Company, holds 9,212,000 Ordinary Shares by himself and 46,003,444 Ordinary Shares through LSBJ Holdings Limited, a company wholly owned by him.
3. As at the date of this announcement, Yehuda Lisker holds 31,008 ADSs representing 620,160 issued Ordinary Shares of the Company.

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

Hong Kong, 18 May 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.