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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Graphex Group Limited (the “**Company**”) will be held at 11/F, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong at 11:00 a.m. (Hong Kong time) on Friday, 20 March 2026 to consider and, if thought fit, pass with or without amendments (as applicable), the following ordinary resolutions. Unless otherwise stated, the capitalised terms used herein shall have the same meanings as defined in the circular of the Company dated 30 January 2026 (a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification) (the “**Circular**”), of which the notice convening the EGM shall form part.

ORDINARY RESOLUTION

“THAT:

- (a) the Option Purchase Agreement dated 1 December 2025 (the “**Agreement**”) entered into among Happy Growth Group Limited, as the Vendor, M2i Global, Inc., as the Purchaser, and Graphex Technologies LLC, as the Disposal Company, in relation to the granting of the Option at the Option Consideration of US\$500,000 in cash, whereby the Purchaser may within the Option Term and subject to the fulfilment of the Conditions Precedent at its discretion call upon the Vendor to proceed with the Possible Disposal to sell the Sale Units, representing 100% of the issued and outstanding limited liability Units of the Disposal Company, to the Purchaser for the Sale Units Consideration of US\$100,000,000, which will be satisfied in cash and Consideration Shares and the transactions contemplated under the Agreement be and are hereby approved, confirmed and ratified; and

- (b) the Proposed Mandate be granted to the Board for a period of 18 months commencing from the date of passing of this resolution to enter into the Definitive Agreement with the Purchaser for the Possible Disposal and complete the Possible Disposal based on the Principal Terms in the event the Agreement became unconditional and the Purchaser elected to exercise the Option; and, any one or more directors of the Company be and is hereby authorised to sign the Definitive Agreement (under seal, if necessary) based on the Principal Terms and do all such acts and things and to take all such steps as he/she consider, necessary or expedient or desirable in connection with or to give effect to the Definitive Agreement and to proceed with completing the Possible Disposal based on the Principal Terms.”

By order of the Board of
Graphex Group Limited
Lau Hing Tat Patrick, JP
Chairman

Hong Kong, 30 January 2026

Registered office:

Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

11/F, COFCO Tower
262 Gloucester Road
Causeway Bay
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint one or, if he is the holder of two or more Shares, more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the EGM, personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or person authorised, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the EGM or any adjournment thereof.
4. For the purpose of determining members who are qualified for attending and voting at the EGM, the register of members of the Company will be closed from Tuesday, 17 March 2026 to Friday, 20 March 2026, both days inclusive, during which no transfer of Shares will be effected. In order to qualify for attending and voting at the EGM, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Registrar at the address stated in note 3 above not later than 4:30 p.m. (Hong Kong time) on Monday, 16 March 2026 for registration.

5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above EGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, voting on the proposed resolution set out in this notice will be taken by a poll.
7. If “extreme condition” caused by super typhoon or a black rainstorm warning signal is in force or a tropical cyclone warning signal number 8 or above remains hoisted at 8:00 a.m. (Hong Kong time) on Friday, 20 March 2026, the above meeting will be postponed. Shareholders of the Company are requested to read the website of the Company at www.graphexgroup.com for details of alternative meeting arrangements. If shareholders of the Company have any queries concerning the alternative meeting arrangements, please call the Company at (852) 2559 9438 during business hours from 9:30 a.m. to 6:30 p.m. (Hong Kong time) on Monday to Friday, excluding public holidays.
8. All times and dates specified herein refer to Hong Kong local times and dates.

As at the date hereof, the Board of Directors comprises Mr. Lau Hing Tat Patrick, JP, Mr. Chan Yick Yan Andross and Mr. Qiu Bin as Executive Directors, Mr. Ma Lida as Non-executive Director; and Mr. Wang Yuncai and Mr. Liu Kwong Sang as Independent Non-Executive Directors.