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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)

**(I) COMPLETION OF PLACING OF NEW SHARES
UNDER GENERAL MANDATE**

AND

(II) ADJUSTMENT TO THE OUTSTANDING WARRANTS

Placing Agent

CheonG Lee
昌利證券

Reference is made to the announcements of Graphex Group Limited (the “**Company**”) dated 13 October 2026 (the “**Announcement**”) and 16 October 2026 (the “**Supplemental Announcement**”) in relation to the Placing of new shares under General Mandate. Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meaning as those defined in the Announcement and Supplemental Announcement.

COMPLETION OF THE PLACING

The Board is pleased to announce that the Conditions set out in the Placing Agreement have been fulfilled and completion of the Placing (“**Completion**”) took place on 27 October 2026. All the 188,260,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price of HK\$0.050 per Placing Share pursuant to the terms and conditions of the Placing Agreement. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Placees and their respective ultimate beneficial owners (where applicable) are Independent Third Parties. None of the Placees has become a substantial shareholder (as defined under the Listing Rules) of the Company upon Completion.

The 188,260,000 Placing Shares represent approximately 19.99% of the existing issued share capital of the Company immediately before Completion and approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares immediately upon Completion.

The Net Proceeds from the Placing (after deduction of commission and other expenses of the Placing) amounted to approximately HK\$8.9 million and are intended to be used for the following purposes: as to (i) approximately 25.3% of the Net Proceeds (or approximately HK\$2.25 million) will be allocated to staff remuneration; (ii) approximately 33.7% of the Net Proceeds (or approximately HK\$3 million) will be allocated to settle the fees payable to the depository on the termination of the Company's American Depository Shares programme; (iii) approximately 33.7% of the Net Proceeds (or approximately HK\$3 million) will be allocated to legal and other professional expenses; and (iv) the remaining balance of approximately 7.3% (or approximately HK\$0.65 million) will be allocated to other miscellaneous administrative and operative expenses, such as insurance premium and registrar service fees, etc.. The Company expects to fully utilise the Net Proceeds in accordance with the above allocation within six months from the date of Completion.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

For illustration purpose only, the shareholding structure of Shares in the capital of the Company (i) immediately before Completion; and (ii) immediately upon Completion and as at the date of this announcement is as follows:

	Immediately before Completion		Immediately upon Completion and as at the date of this announcement	
	<i>Number of Ordinary Shares</i>	<i>Approx. %</i>	<i>Number of Ordinary Shares</i>	<i>Approx. %</i>
Chan Yick Yan Andross (Note 2)	34,722,177	3.69	34,722,177	3.07
Lau Hing Tat Patrick (Note 3)	28,945,089	3.07	28,945,089	2.56
Qiu Bin (Note 4)	680,000	0.07	680,000	0.06
Tycoon Partner Holdings Limited (Note 5)	112,500,000	11.95	112,500,000	9.96
The Placees	--	--	188,260,000	16.67
Public Ordinary Shareholders	764,466,070	81.22	764,466,070	67.68
Total	941,313,336	100	1,129,573,336	100

Notes:

1. The above percentage figures are subject to rounding adjustments.
2. Mr. Chan Yick Yan Andross is an executive Director and the chief executive officer of the Company.
3. Mr. Lau Hing Tat, Patrick is the chairman and an executive Director of the Company.
4. Mr. Qiu Bin is an executive Director of the Company.
5. Tycoon Partner Holdings Limited is owned by Shen Taoyu and Wu Wenbei as to 50% and 50% respectively.
6. The number of ordinary Shares is based on latest disclosure of interests filing on the Stock Exchange's website.

ADJUSTMENT TO THE OUTSTANDING WARRANTS

As at the date of this announcement, the Company has 157,507,352 warrants outstanding (the “**Outstanding Warrants**”) with aggregate principal value of US\$3,455,000, which is equivalent to approximately HK\$26,776,250 at the fixed exchange rate of HK\$7.75:US\$1. Each warrant entitles the registered holder the rights to subscribe one Share at the exercise price of HK\$0.17 per Share. Below is the adjustment and other relevant information in respect of the Outstanding Warrants:

Issue date	Outstanding principal amount as at the date of this announcement	Immediately before Completion		Immediately upon Completion	
		Adjusted exercise price per Share	Adjusted number of warrant Shares	Adjusted exercise price per Share	Adjusted number of warrant Shares
10 January 2022	US\$3,455,000	HK\$0.17	157,507,352	HK\$0.05	535,525,000

Save for the abovementioned adjustments, all other terms and conditions of the Outstanding Warrants have remained unchanged.

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

Hong Kong, 27 October 2026

As at the date of this announcement, the executive Directors are Mr. Lau Hing Tat Patrick, Mr. Chan Yick Yan Andross, Mr. Qiu Bin and Mr. Zhao Aiyong; the non-executive Director is Mr. Ma Lida; and the independent non-executive Directors are Mr. Liu Kwong Sang, Mr. Ren Chunyu and Ms. Li Yu.