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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

References are made to the circular (the “**Circular**”) and the notice of the extraordinary general meeting (the “**Notice**”) of Graphex Group Limited (the “**Company**”) both dated 30 June 2021 in relation to the convening of the EGM for the purpose of considering and, if thought fit, approving, inter alia, (i) the allotment and issue of the Conversion Shares upon the exercise of the Conversion Rights of Subsequent Notes; (ii) the allotment and issue of the Warrant Shares upon the exercise of the Warrant Subscription Rights; and (iii) the grant of the Specific Mandate. Capitalized terms used herein shall have the same meanings as those defined in the Circular and Notice unless otherwise stated.

At the EGM of the Company held on 21 July 2021, voting on the proposed ordinary resolution (the “**Resolution**”) as set out in the Notice was taken by poll.

The poll result in respect of the Resolution proposed at the EGM was as follows:

ORDINARY RESOLUTION	No. of Votes (%)	
	FOR	AGAINST
To grant a specific mandate to the Directors to exercise the powers of the Company to allot and issue (i) the Conversion Shares to the relevant holder(s) of the Subsequent Notes upon the exercise of the Conversion Rights of the Subsequent Notes in accordance with the terms of the Subsequent Notes and (ii) the Warrant Shares to the relevant holder(s) of the Warrant(s) upon the exercise of the Warrant Subscription Rights of the Warrants in accordance with the terms of the Warrants, where such Conversion Shares under the Subsequent Notes and the Warrant Shares shall rank equally in all respects among themselves and with all fully paid ordinary shares of the Company in issue as at the date of allotment and issue. The aforementioned specific mandate is in addition to and shall not prejudice nor revoke any general or special mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution.	65,264,366 (100%)	— (0%)

As more than 50% of the votes were cast in favour of the above Resolution, it was duly passed as ordinary resolution of the Company.

As at the date of the EGM, the total number of issued Shares was 488,251,538 Shares, which was the total number of Shares entitling the Shareholders to attend and vote on the Resolution proposed at the EGM. No 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 Shareholders have stated their intention in the circular to vote against or to abstain from voting on the Resolution at the EGM. There were no restrictions on any of the Shareholders to cast votes on the proposed Resolution 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.

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

Hong Kong, 21 July 2021

As at the date of this announcement, the executive Directors are Mr. Lau Hing Tat Patrick, Mr. Chan Yick Yan Andross, Mr. Tian Ming, Mr. Yang Liu and Mr. Qiu Bin; the non-executive Directors are Mr. Ma Lida and Mr. Tu Wenzhe; 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.