



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 an extraordinary general meeting (the “**EGM**”) of Graphex Group Limited (the “**Company**”) will be held with a combination of an in-room meeting at 11/F., COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong and an online virtual meeting on Thursday, 24 March 2022 at 2:30 p.m. for the purpose of considering and, if thought fit, passing, without modifications, the following ordinary resolution of the Company. Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 1 March 2022 (the “**Circular**”).

SPECIAL RESOLUTIONS

To consider and, if thought fit, to pass with or without amendments, the following resolutions as special resolutions:

1. “**THAT:**

- (a) The memorandum and articles of association of the Company be amended to reflect the amendments described in the Appendix of the Circular and any ancillary or related adjustments or amendments approved by the Directors or required by any relevant regulatory authority, and such amended articles of association (a copy of which marked “A” and signed by the chairman of the EGM for the purpose of identification is produced to the EGM) be adopted as the new memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company; and
- (b) any one Director be and is hereby authorised to do all such acts and things and execute all such documents for and on behalf of the Company as they may consider necessary, desirable or appropriate in connection with paragraph (a) of this special resolution no. 1.”

ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions:

1. **“THAT**, conditional on the passing of the special resolutions set out in this notice:
 - (a) the authorized share capital of the Company be increased from HK\$20,000,000 divided into 2,000,000,000 ordinary shares of HK\$0.01 each to HK\$30,000,000 divided into 2,000,000,000 ordinary shares of HK\$0.01 each and 1,000,000,000 Preference Shares of HK\$0.01 each by the creation of 1,000,000,000 new Preference Shares of HK\$0.01 each; and
 - (b) any one Director be and is hereby authorised to do all such acts and things and execute all such documents which he may in his absolute discretion considers to be necessary, desirable or appropriate in connection with and giving effect to the increase in authorised share capital of the Company under paragraph (a) of this ordinary resolution no. 1.”
2. **“THAT**, conditional on the passing of the special resolution and ordinary resolution no. 1 set out in this notice:
 - (a) the Subscription under the Agreement and all transactions contemplated therein and any other agreements or documents in connection therewith be and are hereby approved, confirmed, authorized and ratified; and
 - (b) any one Director be and is hereby authorised for and on behalf of the Company do all such acts and things and execute and deliver, and (where required) to affix the common seal of the Company to, all such documents which he may in his absolute discretion considers to be necessary, desirable or appropriate in connection with paragraph (a) of this ordinary resolution no. 2.”
3. **“THAT**, conditional on the passing of the special resolution and ordinary resolution nos. 1 and 2 set out in this notice:
 - (a) the grant of a specific mandate to the Directors with the power and authority to allot and issue the Preference Shares in accordance with the terms and conditions of the Agreement be and are hereby approved; and
 - (b) any one Director be and is hereby authorised to do all such acts and things and execute all such documents for and on behalf of the Company as they may consider necessary, desirable or appropriate in connection with paragraph (a) of this ordinary resolution no. 3.”

4. “**THAT**, subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the shares of the Company issuable upon exercise of the share options to be granted pursuant to authority hereby given:

- (a) the Directors be and are hereby authorised to grant share options under the share option scheme adopted by the Company on 3 June 2014, which became effective on 25 June 2014 (the “**Share Option Scheme**”), to such extent that the total number of shares of the Company which may be issued upon the exercise of such options shall represent up to ten (10) per cent of the aggregate number of shares of the Company in issue as at the date of passing this resolution (the “**Refreshed Scheme Mandate Limit**”); and
- (b) any one Director be and is hereby authorised to do all such acts and things and execute all such documents which he may in his absolute discretion considers to be necessary, desirable or appropriate in connection with and giving effect to the Refreshed Scheme Mandate Scheme Limit and to grant share options up to the Refreshed Scheme Mandate Limit and to exercise all powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such share options under paragraph (a) of this ordinary resolution no. 4.”

By order of the board
Graphex Group Limited
Lau Hing Tat Patrick
Chairman

Hong Kong, 1 March 2022

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

*Headquarter, head office and principal place of
business in Hong Kong:*
11/F, COFCO Tower
262 Gloucester Road
Causeway Bay
Hong Kong

Notes:

1. All resolutions (except for procedural and administrative matters) at the EGM will be taken by poll pursuant to the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

2. As set out in the section headed “*Special Arrangements for the EGM*” of this circular (of which this notice forms part), the Company will conduct the EGM with the combination of an in-room meeting and an online virtual meeting. Shareholders will have the option of joining the EGM either (a) through the in-room meeting at 11/F., COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong; or (b) online through internet by using their smartphones, tablets or computer devices. Through the online virtual meeting, registered shareholders of the Company (“**Shareholders**”) will be able to attend the EGM, vote and submit questions online. **The Company strongly encourages Shareholders to exercise their rights to attend and vote at the EGM by electronic facilities.** As Shareholders will not be permitted to attend the EGM in person, all Shareholders (other than those who are required to attend the EGM physically to form a quorate meeting) who wish to appoint a proxy to attend and vote at the EGM shall appoint the chairman of the EGM as their proxy (for Shareholders who are required to attend the EGM physically to form a quorate meeting, a senior management member and/or a senior staff member of the Company shall be appointed as their proxy) by (a) completing and returning the accompanying proxy form to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong in accordance with the instructions printed thereon; or (b) submitting the form of proxy electronically at <https://spot-meeting.tricor.hk/#/205> in accordance with the instructions printed on the accompanying notification letter, in each case as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Beneficial owners or CCASS non-registered Shareholders whose Shares are held through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited (“**HKSCC**”) can also attend the EGM, vote and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements and the personalized login and access code will be sent to them upon receipt of request through their respective bank, broker, custodian or HKSCC.
3. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his/her/its proxy to attend and vote on his/her/its behalf. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the above meeting. A proxy need not be a Shareholder. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed. However, given the special arrangements adopted by the Company as set out in the section headed “*Special Arrangements for the EGM*” of this circular (of which this notice forms part), if a Shareholder (other than those who are required to attend the EGM physically to form a quorate meeting) wishes to vote on any resolution at the EGM, he/she/it must complete the proxy form and appoint the chairman of the EGM as his/her/its proxy to exercise his/her/its right to vote at the EGM in accordance with his/her/its instructions.
4. In case of joint registered holders of a Share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of Shareholders of the in respect of the Shares.
5. In order to be valid, you are requested to complete and (a) return the accompanying proxy form to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong in accordance with the instructions printed thereon; or (b) submit the form of proxy electronically at <https://spot-meeting.tricor.hk/#/205> in accordance with the instructions printed on the accompanying notification letter, in each case as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
6. The register of members of the Company will be closed from Monday, 21 March 2022 to Thursday, 24 March 2022 (both days inclusive), during which period no transfer of Shares will be effected, in order to determine the identity of the Shareholders who are entitled to attend and vote at the EGM. To be entitled to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on 18 March 2022.
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. on 24 March 2022, 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. on Monday to Friday, excluding public holidays.

8. The EGM will be held as scheduled when an amber or red rainstorm warning signal is in force.
9. Shareholders of the Company should make their own decision as to whether they would attend the above meeting under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.
10. In view of the ongoing novel coronavirus (COVID-19) outbreak, mass gatherings would potentially impose a significant risk in terms of the spread of the virus. For the safety of the Shareholders, staff and stakeholders, the **Company encourages Shareholders, instead of attending the EGM in person, to appoint the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM**, by completing and returning the accompanying form of proxy in accordance with the instructions printed thereon. Shareholders and other persons attending the EGM should note that, consistent with the government guidelines for the prevention and control of COVID-19, the Company will implement the following precautionary measures at the EGM to protect the Shareholders and participants attending the EGM from the risk of COVID-19 infection:
 - (i) compulsory body temperature checks will be conducted on all persons attending the EGM. Any person with a body temperature of 37 degrees Celsius or above or who has any flulike symptoms, or is otherwise apparently unwell will not be admitted to the EGM venue;
 - (ii) all attendees must wear face masks at all times inside the EGM venue and maintain a safe distance between seats. Any person who does not comply with this requirement will be required to leave the EGM venue;
 - (iii) seating at the EGM venue will be arranged in a manner to allow for appropriate social distancing. As a result, there may be limited capacity for Shareholders to attend the EGM. The Company may limit the number of attendees at the EGM as may be necessary to avoid over-crowding;
 - (iv) no corporate gifts will be distributed and no refreshment or drinks will be served at the EGM; and
 - (v) no guest will be allowed to enter the EGM venue if he/she is subject to any mandatory quarantine imposed by the Government of Hong Kong on the date of the EGM or has close contact with any person with confirmed cases or under quarantine.
11. Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the EGM arrangements at short notice. Shareholders should check the Company's website (<https://graphexgroup.com/>) or the website of the Stock Exchange (www.hkex.com.hk) for future announcements and update on the EGM arrangement.

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