



# 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)

#### PROXY FORM

#### PROXY FORM FOR USE AT THE EXTRAORDINARY GENERAL MEETING OR AT ANY ADJOURNMENT THEREOF (“MEETING”)

I/We<sup>1</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ share(s)<sup>2</sup> of HK\$0.01 each in the share capital of Graphex Group Limited (the “Company”), hereby appoint<sup>3</sup> the Chairman of the Meeting or \_\_\_\_\_

of \_\_\_\_\_

to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at 11/F., COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong on Monday, 6 February 2023 at 2:30 p.m. (Hong Kong time) and at any adjournment thereof for the purpose of considering, if thought fit, passing the resolutions set out in the notice convening the Meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit properly put to the Meeting.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	<p>To approve, subject to and conditional upon the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Ordinary Shares which may fall to be issued and allotted on the vesting of any Awarded Shares pursuant to any Awards which may be granted under the 2023 Share Award Scheme, and the adoption of the rules of which are contained in the document marked “A” produced to this meeting and signed by the chairman of this meeting for identification purpose, and the Scheme Mandate limit of 68,349,307 Ordinary Shares, and to authorise the Directors to take all such steps and attend all such matters, to approve and execute (whether under hand or under seal) such documents and to do such other things, for and on behalf of the Company, as the Directors may consider necessary, desirable or expedient to effect and implement the 2023 Share Award Scheme, including without limitation,</p> <p>(i) administering the 2023 Share Award Scheme under which Awards will be granted to Eligible Participants under the 2023 Share Award Scheme;</p> <p>(ii) modifying and/or amending the 2023 Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2023 Share Award Scheme relating to modification and/or amendment and the requirements of the Listing Rules;</p> <p>(iii) granting Awards to Selected Participants under the 2023 Share Awards Scheme and allotting and issuing from time to time such number of Awarded Shares as may be required to be issued pursuant to the vesting of the Awards that may be granted under the 2023 Share Award Scheme and subject to the Listing Rules;</p> <p>(iv) making application at the appropriate time or times to the Stock Exchange, and any other stock exchanges upon which the issued Ordinary Shares of the Company may for the time being be listed, for the listing of, and permission to deal in, any new Awarded Shares or any part thereof that may hereafter from time to time be allotted and issued pursuant to the vesting of the Award granted under the 2023 Share Award Scheme; and</p> <p>(v) consenting, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2023 Share Award Scheme.</p>		

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
2	To approve, conditional on the passing of the ordinary resolution no. 1 set out in this notice and adoption of the 2023 Share Award Scheme, the adoption of the Service Provider Sublimit (as defined in the 2023 Share Award Scheme) on the total number of Award Shares that may be issued in respect of all Awards to be granted to Service Providers under the Share Award Scheme and to authorise the Directors to take all such steps and attend all such matters, to approve and execute (whether under hand or under seal) such documents and to do such other things, for and on behalf of the Company, as the Directors may consider necessary, desirable or expedient to effect and implement the Service Provider Sublimit.		

Dated: \_\_\_\_\_

Shareholder's signature: \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, delete words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided.
4. IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE BOX MARKED "AGAINST". Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. The description of this resolution is by way of summary only. The full text appears in the Notice of the Meeting.
6. To be valid, the proxy form together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority must be deposited at the Company's branch share registrar, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
7. This proxy form must be signed by you or your attorney duly authorized in writing or in the case of a corporation must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
8. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or proxy, will be accepted to the exclusion of the votes of the joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
9. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
10. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or at any adjournment thereof if you so wish and, in such event, the appointed proxy shall be deemed to have been revoked.
11. Any alteration made to this form of proxy must be initialled by the person who signs it.