

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **May 30, 2024**

**Graphjet Technology**

(Exact name of registrant as specified in its charter)

**Cayman Islands**

(State or other jurisdiction  
of incorporation)

**001-41070**

(Commission File Number)

**N/A**

(I.R.S. Employer  
Identification No.)

**Unit No. L4-E-8, Enterprise 4  
Technology Park Malaysia  
Bukit Jalil  
Kuala Lumpur, Malaysia**

(Address of principal executive  
offices)

**57000**

(Zip Code)

**+60 018 272 7799**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A ordinary shares, par value \$0.0001 per share	GTI	The Nasdaq Stock Market LLC
Redeemable warrants, each whole warrant exercisable for one Class A ordinary share at an exercise price of \$11.50 per share	GTIWW	OTC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard.**

On May 30, 2024, Graphjet Technology (the “Company”) received a notice (the “10-Q Notice”) from Nasdaq Listing Qualifications (“Nasdaq”) notifying the Company that as it has not yet filed its Form 10-Q for the period ended March 31, 2024 (the “Form 10-Q”), and the Company no longer complies with Listing Rule 5250(c)(1) for continued listing on Nasdaq (the “Rules”). The Company has 60 calendar days to submit to Nasdaq a plan to regain compliance, and if such plan is accepted, Nasdaq may grant the Company an exception of up to 180 calendar days from the prescribed due date for filing the Form 10-Q, or until November 18, 2024, to regain compliance. If Nasdaq does not accept the Company’s plan, the Company will have the opportunity to appeal that decision to a Hearings Panel.

The 10-Q Notice from Nasdaq has no immediate effect on the listing of the Company’s ordinary shares. The Company is working diligently with its independent registered public accounting firm to complete the Form 10-Q. There can be no assurance that the Company will regain compliance with the Nasdaq’s rules or maintain compliance with any of the other Nasdaq continued listing requirements.

**Item 8.01 Other Events.**

On June 4, 2024, the Company issued a press release announcing its receipt of the 10-Q Notice. A copy of such press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Forward-Looking Statements**

Certain statements made in this report (including Exhibit 99.1 attached hereto) constitute forward-looking statements within the meaning of the federal securities laws. All statements contained in this report that do not relate to matters of historical fact should be considered forward-looking statements. For example, forward-looking statements include, without limitation, statements regarding the Company’s anticipated filing of the Form 10-Q. These forward-looking statements are based on management’s current expectations. These statements are neither promises nor guarantees and are subject to risks described from time to time in the Company’s periodic filings with the SEC. The forward-looking statements included in this report are made only as of the date of this report, and, unless otherwise required by applicable law, the Company assumes no obligation to update any forward-looking statements, and expressly disclaims any obligation to do so, whether as a result of new information, future events or otherwise.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release dated June 4, 2024</a>
104	Cover Page Interactive Data File (formatted as Inline XBRL)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**GRAPHJET TECHNOLOGY**

Date: June 4, 2024

By: /s/ Aiden Lee Ping Wei

Name: Aiden Lee Ping Wei

Title: Chief Executive Officer



### Graphjet Technology Receives Notification of Delinquency from Nasdaq

**Kuala Lumpur – June 4, 2024.** Graphjet Technology, a Cayman Islands exempt company (“Graphjet” or the “Company”) (Nasdaq: GTI), today announced that on May 30, 2024, the Company received a delinquency notification letter (the “10-Q Notice”) from the Listing Qualifications Department of the Nasdaq Stock Market (“Nasdaq”) indicating that the Company was not in compliance with Nasdaq Listing Rule 5250(c)(1) (the “Listing Rule”) as a result of the Company’s failure to have timely filed its Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 (the “Quarterly Report”), with the Securities and Exchange Commission. The Company is working diligently with its independent registered public accounting firm to complete the Form 10-Q. The 10-Q Notice has no immediate effect on the listing of the Company’s ordinary shares on the Nasdaq Global Market.

The 10-Q Notice provides that the Company has 60 calendar days, until July, 29, 2024, to submit a plan to regain compliance with respect to the delinquent report. If the Company’s plan is accepted, Nasdaq may grant the Company an exception of up to 180 days from the due date of the initial delinquent filing, or until November 18, 2024, to regain compliance. If Nasdaq does not accept the plan, the Company will have the opportunity to appeal the decision to a Hearings Panel.

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**Forward-Looking Statements:**

This press release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. Such statements may be preceded by the words “intends,” “may,” “will,” “plans,” “expects,” “anticipates,” “projects,” “predicts,” “estimates,” “aims,” “believes,” “hopes,” “potential” or similar words. Such forward-looking statements include, without limitation, statements regarding the Company’s anticipated filing of its Annual Report and Quarterly Report. Forward-looking statements are not guarantees of future performance, are based on certain assumptions and are subject to various known and unknown risks and uncertainties, many of which are beyond the Company’s control, and cannot be predicted or quantified and consequently, actual results may differ materially from those expressed or implied by such forward-looking statements. Such risks and uncertainties include, without limitation, risks and uncertainties associated with (i) the Company’s ability to successfully increase its revenue and profit in the future, (ii) trends in the graphite and graphene raw materials industry, including changes in demand and supply related to the Company’s products and services, (iii) the Company’s growth prospects and market size, (iv) the fact that many of the Company’s competitors are better established and have significantly greater resources than the Company, (v) new product and service offerings the Company may introduce in the future, (vi) the potential loss or departure of key personnel, (vii) changes in government regulations, (viii) the liquidity and trading volume of the Company’s ordinary shares, (ix) an outbreak of disease, epidemic or pandemic, such as the global coronavirus pandemic, or fear of such an event, (x) risks associated with litigation and claims, which could impact our financial results and condition, and (x) the Company’s ability to regain and maintain compliance with the continued listing requirements of the Nasdaq Global Market.

More detailed information about the Company and the risk factors that may affect the realization of forward-looking statements is set forth in the Company’s filings with the Securities and Exchange Commission, including the Company’s Annual and Quarterly Reports on Form 10-K and Form 10-Q, respectively. Investors and security holders are urged to read these documents free of charge on the SEC’s web site at [www.sec.gov](http://www.sec.gov). The Company assumes no obligation to publicly update or revise its forward-looking statements as a result of new information, future events or otherwise.

**Contact:**

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