

Monthly Return of Equity Issuer on Movements in Securities

For the month ended
(dd/mm/yyyy) :

31/05/2021

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Graphex Group Limited
(Incorporated in the Cayman Islands with limited liability)

Date Submitted 03/06/2021

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>6128</u> Description : <u>GRAPHEX GROUP</u>			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>2,000,000,000</u>	<u>HK\$0.01</u>	<u>HK\$20,000,000.00</u>
Increase/(decrease)	<u>NIL</u>		<u>NIL</u>
Balance at close of the month	<u>2,000,000,000</u>	<u>HK\$0.01</u>	<u>HK\$20,000,000.00</u>
(2) Stock code : <u>N/A</u> Description : <u>N/A</u>			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u> </u>	<u> </u>	<u> </u>
Increase/(decrease)	<u> </u>		<u> </u>
Balance at close of the month	<u> </u>	<u> </u>	<u> </u>

2. Preference Shares

Stock code :	<u> N/A </u>	Description :	<u> N/A </u>
	No. of preference shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u> </u>	<u> </u>	<u> </u>
Increase/(decrease)	<u> </u>	<u> </u>	<u> </u>
Balance at close of the month	<u> </u>	<u> </u>	<u> </u>

3. Other Classes of Shares

Stock code :	<u> N/A </u>	Description :	<u> N/A </u>
	No. of other classes of shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u> </u>	<u> </u>	<u> </u>
Increase/(decrease)	<u> </u>	<u> </u>	<u> </u>
Balance at close of the month	<u> </u>	<u> </u>	<u> </u>

Total authorised share capital at the end of the month
(*State currency*) :

 HK\$20,000,000.00

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>488,251,538</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>NIL</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>488,251,538</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Exercise Price: <u>HK\$0.65</u> <u>(03/06/2014)</u> Ordinary shares <i>(Note 1)</i>	NIL	NIL	NIL	NIL	NIL	40,000,000
2. <u>(/ /)</u> shares <i>(Note 1)</i>						
3. <u>(/ /)</u> shares <i>(Note 1)</i>						
			Total A. (Ordinary shares)		<u>NIL</u>	
			(Preference shares)		<u>N/A</u>	
			(Other class)		<u>N/A</u>	
Total funds raised during the month from exercise of options (State currency)				<u>NIL</u>		

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
(/ /)						
Stock code (if listed) _____						
Class of shares issuable (Note 1) _____						
Subscription price _____						
EGM approval date (if applicable) (dd/mm/yyyy) _____	(/ /)					
2. N/A						
(/ /)						
Stock code (if listed) _____						
Class of shares issuable (Note 1) _____						
Subscription price _____						
EGM approval date (if applicable) (dd/mm/yyyy) _____	(/ /)					
3. N/A						
(/ /)						
Stock code (if listed) _____						
Class of shares issuable (Note 1) _____						
Subscription price _____						
EGM approval date (if applicable) (dd/mm/yyyy) _____	(/ /)					
4. N/A						
(/ /)						
Stock code (if listed) _____						
Class of shares issuable (Note 1) _____						
Subscription price _____						
EGM approval date (if applicable) (dd/mm/yyyy) _____	(/ /)					
Total B. (Ordinary shares) <u>N/A</u> (Preference shares) <u>N/A</u> (Other class) <u>N/A</u>						

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. Convertible Notes due in 2023 – First Note</u> <u>(Maturity Date: 01/02/2023)</u>	USD	US\$500,000 (equivalent to approximately HK\$3,875,000)	NIL	US\$500,000 (equivalent to approximately HK\$3,875,000)	NIL	5,961,538
Stock code (if listed)	N/A					
Class of shares issuable (<i>Note 1</i>)	Ordinary Shares					
Subscription price	HK\$0.65					
AGM approval date (if applicable) (dd/mm/yyyy)	(subject to adjustment)					
	(15/06/2020)					
<u>2. Convertible Notes due in 2023 – Other Initial Notes</u> <u>(Maturity Date: 01/03/2023)</u>	USD	US\$500,000 (equivalent to approximately HK\$3,875,000)	NIL	US\$500,000 (equivalent to approximately HK\$3,875,000)	NIL	5,961,538
Stock code (if listed)	N/A					
Class of shares issuable (<i>Note 1</i>)	Ordinary Shares					
Subscription price	HK\$0.65					
AGM approval date (if applicable) (dd/mm/yyyy)	(subject to adjustment)					
	(15/06/2020)					
<u>3. Convertible Notes due in 2023 – Other Initial Notes</u> <u>(Maturity Date: 15/03/2023)</u>	USD	US\$500,000 (equivalent to approximately HK\$3,875,000)	NIL	US\$500,000 (equivalent to approximately HK\$3,875,000)	NIL	5,961,538
Stock code (if listed)	N/A					
Class of shares issuable (<i>Note 1</i>)	Ordinary Shares					
Subscription price	HK\$0.65					
AGM approval date (if applicable) (dd/mm/yyyy)	(subject to adjustment)					
	(15/06/2020)					
<u>4. Convertible Notes due in 2023 – Other Initial Notes</u> <u>(Maturity Date: 12/04/2023)</u>	USD	US\$500,000 (equivalent to approximately HK\$3,875,000)	NIL	US\$500,000 (equivalent to approximately HK\$3,875,000)	NIL	5,961,538
Stock code (if listed)	N/A					
Class of shares issuable (<i>Note 1</i>)	Ordinary Shares					
Subscription price	HK\$0.65					
AGM approval date (if applicable) (dd/mm/yyyy)	(subject to adjustment)					
	(15/06/2020)					

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>5. Convertible Notes due in 2023 – Other Initial Notes (Maturity Date: 26/04/2023)</u>	USD	US\$500,000 (equivalent to approximately HK\$3,875,000)	NIL	US\$500,000 (equivalent to approximately HK\$3,875,000)	NIL	5,961,538
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$0.65 (subject to adjustment)					
AGM approval date (if applicable) (dd/mm/yyyy)	(15/06/2020)					
<u>6. Convertible Notes due in 2023 – Other Initial Notes (Maturity Date: 10/05/2023)</u>	USD	NIL	NIL	US\$500,000 (equivalent to approximately HK\$3,875,000)	NIL	5,961,538
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$0.65 (subject to adjustment)					
AGM approval date (if applicable) (dd/mm/yyyy)	(15/06/2020)					
<u>7. Convertible Notes due in 2023 – Other Initial Notes (Maturity Date: 27/05/2023)</u>	USD	NIL	NIL	US\$1,250,000 (equivalent to approximately HK\$9,687,500)	NIL	14,903,846
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$0.65 (subject to adjustment)					
AGM approval date (if applicable) (dd/mm/yyyy)	(15/06/2020)					
				Total C. (Ordinary shares)	NIL	
				(Preference shares)	N/A	
				(Other class)	N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<p>1. On 19 January 2021, the Company entered into the Subscription Agreement with the Subscriber in relation to the issue and subscription of (i) the Convertible Notes up to the aggregate principal amount not exceeding the Total Commitment of US\$15,000,000 but not less than the Minimum Commitment of US\$5,000,000 and (ii) the Warrants, which are secured by the Share Charge and the purchase of the Warrants at the price of US\$1.00. The Convertible Notes shall be issued in tranches, namely the First Note, the Other Initial Notes and the Subsequent Notes, in the principal amount of US\$500,000, in the amount up to US\$7,590,000 and in Subsequent Notes Amount respectively. The initial Conversion Price of the Convertible Notes is HK\$0.65 per Conversion Share (subject to downward adjustment). The 96,457,692 Conversion Shares issuable under the First Note and the Other Initial Notes of US\$500,000 and up to US\$7,590,000 respectively at the initial Conversion Price of HK\$0.65 per Conversion Share will be issued under the General Mandate granted at the AGM on 15 June 2020.</p> <p>On 1 February, 1 March, 15 March, 12 April, 26 April, 10 May and 27 May 2021, US\$500,000 Convertible Notes due in 2023 (i.e. First Note), US\$1,000,000 Convertible Notes due in 2023 (i.e. Other Initial Notes), US\$500,000 Convertible Notes due in 2023 (i.e. Other Initial Notes), US\$500,000 Convertible Notes due in 2023 (i.e. Other Initial Notes), US\$500,000 Convertible Notes due in 2023 (i.e. Other Initial Notes), US\$500,000 Convertible Notes due in 2023 (i.e. Other Initial Notes), and US\$1,250,000 Convertible Notes due in 2023 (i.e. Other Initial Notes), were issued by the Company respectively.</p> <p>On 24 May 2021, the Company and the Subscriber entered into a supplemental agreement to amend certain terms and conditions of the Subscription Agreement.</p> <p>For details, please refer to the Company's announcements dated 19, 28 and 29 January, 1 February, 1 and 15 March, 12 and 26 April, 10, 24 and 27 May 2021.</p> <p style="text-align: right;">(96,457,692 shares – AGM: 15 June 2020 171,811,538 shares - subject to approval at the EGM) Ordinary shares (<i>Note 1</i>)</p>	NIL	90,496,154 (including a total of 50,673,074 new shares which may be issued pursuant to the Convertible Notes as stated under "Convertibles" above)
<p>2. N/A</p> <p style="text-align: right;">(/ /) shares (<i>Note 1</i>)</p>		
Total D. (Ordinary shares)	NIL	
(Preference shares)	N/A	
(Other class)	N/A	

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price :	State currency _____	Class of shares issuable (Note 1) _____ (/ /) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
2. Open offer	At price :	State currency _____	Class of shares issuable (Note 1) _____ (/ /) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
3. Placing	At price :	State currency _____	Class of shares issuable (Note 1) _____ (/ /) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
4. Bonus issue			Class of shares issuable (Note 1) _____ (/ /) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend	At price : State currency _____	Class of shares _____ issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	<u>N/A</u>	<u>N/A</u>
6.	Repurchase of shares		Class of shares _____ repurchased (<i>Note 1</i>) Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	<u>N/A</u>	<u>N/A</u>
7.	Redemption of shares		Class of shares _____ redeemed (<i>Note 1</i>) Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	<u>N/A</u>	<u>N/A</u>
8.	Consideration issue	At price : State currency _____	Class of shares _____ issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	<u>N/A</u>	<u>N/A</u>

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares _____ issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A
10. Other (Please specify)	At price : State currency _____ Class of shares _____ issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A
		Total E. (Ordinary shares)	N/A
		(Preference shares)	N/A
		(Other class)	N/A

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>NIL</u>
	(2)	<u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>N/A</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical *(Note 3)*;
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

N/A

Submitted by: Kwok Ka Hei

Title: Company Secretary
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.*
3. *“Identical” means in this context:*
 - *the securities are of the same nominal value with the same amount called up or paid up;*
 - *they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and*
 - *they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*
4. *If there is insufficient space, please append the prescribed continuation sheet.*