STATEMENT OF Compensation Clawback Policy

1. Purpose and Scope.
   1. Graphex Group Limited (“**Graphex**” or the “**Company**”), is a company with its ordinary shares listed on The Stock Exchange of Hong Kong Limited (“**HKSE**”) and with its American Depositary Shares the represent the Company’s ordinary shares (the “**ADSs**”), which ADSs are admitted for trading on the NYSE American Exchange (“**NYSE**”).
   2. The Company has adopted a new share award scheme (the “**2023 Share Award Scheme**”) at its extraordinary general meeting of the Company held 6 February 2023 (the “**EGM**”). The 2023 Share Award Scheme includes a Clawback Mechanism (the “**Clawback Mechanism**”) that is described in Section 10 of the Appendix “Summary of the 2023 Share Award Scheme” that was attached to the Circular for the Proposed Adoption of Share Award Scheme and Notice of Extraordinary General Meeting dated January 12, 2023.
   3. The Company is required to comply with certain policies and rules (the “**Requirements**”), including rules under the HKSE and NYSE and the federal securities laws of the United States and other jurisdictions, including Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (“**Dodd-Frank**”), as codified by Section 10D of the Securities Exchange Act of 1934 (the “**Exchange Act**”).
   4. The 2023 Share Award Scheme was approved by the Board of Directors of the Company and the Clawback Mechanism set forth in the 2023 Share Award Scheme has been approved and complies with the Requirements and sets forth the compensation clawback policy (the “**Policy**”)
   5. This Policy shall be administered by the Board of Directors of the Company (the “**Board**”) in accordance with its authority with respect to the 2023 Share Award Scheme.
2. Effective Date. The Policy has been adopted by the Board and ratified by the holders of the Company’s ordinary shares on the date of the EGM.
3. Notice. Before the Board determines to seek recovery pursuant to this Policy, it may provide the Covered Executive with written notice and the opportunity to be heard at a meeting of the Board (either in person or via telephone).
4. Amendment and Interpretation. It is intended that the Policy be interpreted in a manner that is consistent with the requirements of Section 10D of the Exchange Act and any applicable rules or standards adopted by the SEC and the NYSE.

Name:

Title: