Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 January 2025

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

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

Date Submitted: 03 February 2025

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares T		Type of shares	Not appli	Not applicable		Listed on the Exchang	je (Note 1)	Yes	
Stock code (if listed)	06128 [Description							
	Number of a		f authorised/registered	norised/registered shares			Par value			ed share capital
Balance at close of precedin	g month	month		2,000,000,000 HKD			0.01	HKD		20,000,000
Increase / decrease (-)				0		•		HKD		0
Balance at close of the mont	h			,000,000	HKD		0.01	HKD		20,000,000

2. Class of shares	Preference shares	Preference shares		Not appl	Not applicable		Listed on the Exchang	ge (Note 1)	No		
Stock code (if listed)	N/A		Description	Non-Convertible Preference Shares							
		Number of a		istered shares Par va			e	Aut	uthorised/registered share capital		
Balance at close of precedin	Balance at close of preceding month		1,000,000,000		HKD		0.01	нкр		10,000,000	
Increase / decrease (-)								нкр		0	
Balance at close of the mont	e of the month		1,000	0,000,000	HKD		0.01	нкр		10,000,000	

Total authorised/registered share capital at the end of the month: HKD

30,000,000

II. Movements in Issued Shares and/or Treasury Shares

1. Class of shares	Ordinary shares	Ordinary shares T		Not app	blicable	Listed on the Exchan	ge (Note 1)	Yes	
Stock code (if listed)	06128		Description						
			er of issued shares ng treasury shares)		Number of treasur	y shares	Total number of issued shares		
Balance at close of preceding	g month		1,173,8	306,762		0			1,173,806,762
Increase / decrease (-)				0		0	0		
Balance at close of the mont	h	1,173,806				0			1,173,806,762

2. Class of shares	Preference sha	Preference shares T		Not app	blicable	Listed on the Exchange (Note 1		No	
Stock code (if listed)	N/A		Description	Non-Co	onvertible Preference Shares				
			of issued shares g treasury shares) Number of trea			y shares	Тс	otal number of	issued shares
Balance at close of precedin	g month		323,6	657,534		0			323,657,534
Increase / decrease (-)				0		0	0		
Balance at close of the month		323,6	3,657,534		0			323,657,534	

III. Details of Movements in Issued Shares and/or Treasury Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)		Yes	
Stock code (if listed)	06128	Description					
Particulars of share option scheme	Number of share options outstanding at close of preceding month	Movement during the month	Number of share options outstanding a close of the month	Number of new shares t issued during the month pursuant thereto (A1)	Number of treasury shares transferred out of treasury during the	lumber of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month	The total number of shares which may be issued or transferred out of treasury upon exercise of all share options to be granted under the scheme at close of the month
1). Share Option Scheme	9,677,692		9,677,6	92 0	0	9,677,692	0
General Meeting approval date (if ap	oplicable) 03 June 2014 ————————————————————————————————————	Increase in issued shares (excl	uding troosury sharos):		0 Ordinary sha		

Decrease in treasury shares:

0 Ordinary shares (AA2)

Total funds raised during the month from exercise of options: HKD 0

(B). Warrants to Issue Shares of the Issuer

1. 0	Class of shares	Ordina	ary shares		Type of s	hares	Not applicable	Li	sted on the E	Exchange (Note 1)		Yes	
Sto	ck code (if listed)	06128	}		Descriptio	on		•					
	Description of Warrants		Currency	Nominal value a preceding r		Move	ement during the month		lue at close of month	Number of new shares issued during the month pursuant thereto (B1)	Number of treas transferred out of during the month thereto (I	of treasury n pursuant	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month
1).	Initial Warrant		USD		4,045,000				4,045,000	0		0	48,228,846
(if lis Subs Date Gen	k code of the Warrant ted on the Exchange) (Note 1) scription price of expiry eral Meeting approval date pplicable)		(D) September 2 . July 2021	2026	0.65	-							
2).	Subsequent Warrant		USD		3,455,000				3,455,000	0		0	41,194,230
	k code of the Warrant ted on the Exchange) (Note 1)					-							
Subs	scription price	Hk —	(D		0.65	_							
Date	of expiry	10) January 202	7									
	eral Meeting approval date pplicable)	21	July 2021										

crease in issued shares (excluding treasury shares):
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0 Ordinary shares (BB1)

Decrease in treasury shares:

0 Ordinary shares (BB2)

(C). Convertibles (i.e. Convertible into Shares of the Issuer)

1. Class of shares	Ordinary	shares		Type of s	hares	Not applicable		Listed on the Ex	change (Note 1)		Yes		
Stock code (if listed)	06128			Descriptio	on								
Description of the Convertib	les	Currency	Amount at preceding		Μον	vement during the month	Ar	mount at close of the month	Number of new shares issued during the month pursuant thereto (C1)	Number of shares transfe treasury during pursuant the	erred out of the month	Number of shares w may be issued c rransferred out of tre pursuant thereto a close of the mon	or easury is at
1). Convertible Notes due in 2023 – Other Initial Notes (Maturity Date: 24/08/2023)		USD		290,000				290,000	()	0	3,4	57,690
Type of the Convertibles	Bond/N	lotes											I
Stock code of the Convertibles (if listed on the Exchange) (Note 1)													
Subscription/Conversion price	HKD			0.65									
General Meeting approval date (if applicable)	15 Jur	ne 2020											
2). Convertible Notes due in 2024 - Subsequent Note (Maturity Date: 10/01/2024)		USD		200,000				200,000	()	0	2,3	84,621
Type of the Convertibles	Bond/N	lotes											
Stock code of the Convertibles (if listed on the Exchange) (Note 1)													
Subscription/Conversion price	HKD			0.65									
General Meeting approval date (if applicable)	21 July	y 2021											
			Increase ir	n issued s	hares (excl	uding treasury shares):			0 Ordinar	y shares (C0	C1)		
					Decre	ease in treasury shares:			0 Ordinaı	y shares (CC	C2)		

Remarks:

Conversion of US\$ into HK\$ is based on the exchange rate of US\$1.00 to HK\$7.75 (for the purpose of illustration only).

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer, including Options (other than Share Option Schemes)

1. Class of shares	Ordinary shares	Type of shares	Not applicable	L	isted on the Ex	(Note 1)	Yes	
Stock code (if listed)	06128	Description						
Descripti	on of other agreements or arrangements	i	General Meeting approval date (if applicable)	Number of new shar the month pursua	0	Number of treasury shares transferred out of treasury during the month pursuant thereto (D2)	or transferred ou	s which may be issu It of treasury pursua close of the month
 the Subscriber in relation to the up to the aggregate principal an \$15,000,000 but not less than th the Warrants, which are secure Warrants at the price of US\$1.0 tranches, namely the First Note in the principal amount of US\$5 Subsequent Notes Amount resp Convertible Notes is HK\$0.65 p adjustment). The 96,457,692 C the Other Initial Notes of US\$50 initial Conversion Price of HK\$0 General Mandate granted at the On 1 February, 1 March, 15 Ma June, 14 July, 23 July, 24 Augu Convertible Notes due in 2023 (due in 2023 (i.e. Other Initial Notes), US\$50 Initial Notes), US\$500,000 Com US\$500,000 Convertible Notes Convertible Notes due in 2023 (i.e. Other Initial Notes), US\$50 Initial Notes), US\$500,000 Com US\$500,000 Convertible Notes Convertible Notes due in 2023 (i.e. Other Initial Notes), US\$75 Other Initial Notes), US\$75 Other Initial Notes), US\$500,000 Notes), US\$840,000 Convertibl \$6,910,000 Subsequent Note d respectively. On 24 May 2021, the Company agreement to amend certain ter On 10 September 2021, the Initi Subscriber at the Warrant Purch holder to exercise the Warrant Ex January 2022, the Subsequent Subscriber at the Warrant Purch holder to exercise the Warrant Ex January 2022, the Subsequent Subscriber at the Warrant Purch holder to exercise the Warrant Ex January 2022, the Subsequent Subscriber at the Warrant Purch holder to exercise the Warrant Ex January 2022, the Subsequent Subscriber at the Warrant Purch holder to exercise the Warrant Ex January 2022, the Subsequent Subscriber at the Warrant Purch holder to exercise the Warrant Ex January 2022, the Subsequent Subscriber at the Warrant Purch holder to exercise the Warrant Ex January 1 February, 1 and 15 I 30 June, 14 and 23 July, 24 Au January, 16 February, 31 March 	rch, 12 April, 26 April, 10 May, 27 May, 7 st 2021 and 10 January 2022, US\$500,0 [i.e. First Note), US\$1,000,000 Convertible tes), US\$500,000 Convertible Notes due 0,000 Convertible Notes due in 2023 (i.e. vertible Notes due in 2023 (i.e. Other Initi due in 2023 (i.e. Other Initial Notes), US [i.e. Other Initial Notes), US\$750,000 Con- itial Notes), US\$500,000 Convertible Note 0,000 Convertible Notes due in 2023 (i.e. 0 Convertible Notes due in 2023 (i.e. Other e Notes due in 2023 (i.e. Other Initial Notes), 0,000 Convertible Notes due in 2023 (i.e. 0 Convertible Notes due in 2023 (i.e. Other e Notes due in 2023 (i.e. Other Initial Notes) ue in 2024 were issued by the Company and the Subscriber entered into a suppli- ms and conditions of the Subscription Ag ial Warrant was issued by the Company has Price of US\$1.00, which entitles the Subscription Right of up to an Initial Warr ant Shares equivalent to 48,228,846 Wai ercise Price of HK\$0.65 per Warrant Sha Warrant Was issued by the Company to the Subscription Right of up to the Subsception of Warrant Shares equivalent to 41,194, urrant Exercise Price of HK\$0.65 per War Company's announcements dated 19, 28 March, 12 and 26 April, 10, 24 and 27 Mz gust, 10 September, 26 October, 30 Decemil 18 May, 14 July, 21 September 2023 an	ible Notes ent of US 00 and (ii) of the lin lenent Notes, 00 and in the wird it Note and rely at the under the 7 June, 30 00 le Notes a in 2023 . Other ial Notes), \$1,250,000 nevertible tes due in 2023 ter Initial tes) and US emental greement. to the & Warrant ant Amount trant ren. On 10 the & Warrant nt Warrant 230 trant Share. and 29 ay, 7 and and 10 ber 2022			0			95,265,3

2. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the E>	kchange (Note 1)	Yes	
Stock code (if listed)	06128	Description					
Descriptio	on of other agreements or arrangements		General Meeting approval date (if applicable)	hares issued during suant thereto (D1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (D2)	or transferred out	which may be issued of treasury pursuant lose of the month
 relevant resolutions being passe February 2023. The Company h 22,990,000 Award Shares and a December 2023 respectively pui and allotted 3,254,797 Award Sh 26,476,438 Award Shares on 22 Award Shares on 2 September 2 	thare Award Scheme has been adopted ad in the extraordinary general meeting o as granted a total of 35,231,235 Award S t total of 10,128,072 Award Shares on 12 rsuant to the 2023 Share Award Scheme hares on 5 July 2023, 6,800,000 Award S June 2024, 16,190,000 Award Shares o 2024 and 500,000 Award Shares on 15 N nnouncement dated 9 January, 12 June, r dated 12 January 2023.	the Company held on 6 Shares, a total of June, 24 July and 14 . The Company has issued Shares on 26 July 2023, In 6 August 2024, 500,000 lovember 2024. For details,		0	0		14,628,072

3. Class of shares	Ordinary shares	Type of shares	Not applicable		Listed on the E>	(Note 1)	Yes		
Stock code (if listed)	06128	Description						•	
Descripti	Description of other agreements or arrangements				hares issued during uant thereto (D1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (D2)	Number of shares or transferred out thereto as at c	of treasury pu	rsuant
 a) Share Consolidation Every five (5) issued and unissu Consolidated Share of HK\$0.05 b) Rights Issue Three (3) Rights Shares for eve Subscription Price of HK\$0.170 issuing 704,284,056 Rights Sha c) Increase in authorised share The Board proposed to increase divided into 2,000,000 Shares (or 1 coming effective) and 1,000,000 	ed Shares of HK\$0.01 each will be conseach. ry one (1) Consolidated Share held on R per Rights Share, to raise approximately res to the Qualifying Shareholders. capital the authorised share capital of the Com- e and 1,000,000,000 Preference Shares ,800,000,000 Consolidated Shares after 0,000 Preference Shares. to the Company's announcement dated 3	ecord Date at the HK\$119.7 million by pany from HK\$30,000,000 to HK\$100,000,000 divided the Share Consolidated be			0	0			0

Increase in issued shares (excluding treasury shares):	0	Ordinary shares (DD1)
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Decrease in treasury shares:

0 Ordinary shares (DD2)

Remarks:

1. 96,457,692 shares were approved in the AGM held on 15 June 2020; 171,811,537 shares were approved in the EGM held on 21 July 2021. 2. 95,265,387 shares include (i)89,423,076 new shares which may be issued pursuant to the Warrant as stated under "Warrants" above; and (ii) a total of 5,842,311 new shares which may be

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Total increase/ decrease (-) in issued shares (excluding treasury shares) during the month (i.e. Total of AA1 to EE1):	0	Ordinary shares
Total increase/ decrease (-) in treasury shares during the month (i.e. Total of AA2 to EE2):	0	Ordinary shares

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations	Not applicable	
Cubmitted by		
Submitted by:	Kwok Ka Hei	
Title:	Company Secretary	
	(Director, Secretary or other Duly Authorised Officer)	
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Notes

- 1. The Exchange refers to The Stock Exchange of Hong Kong Limited.
- 2. In the case of repurchase of shares (shares repurchased and cancelled) and redemption of shares (shares redeemed and cancelled), "date of event" should be construed as "cancellation date".

In the case of repurchase of shares (shares held as treasury shares), "date of event" should be construed as "date on which shares were repurchased and held by the issuer in treasury".

- 3. The information is required in the case of repurchase of shares (shares repurchased for cancellation but not yet cancelled) and redemption of shares (shares redeemed but not yet cancelled). Please state the number of shares repurchased or redeemed during the month or in preceding month(s) but pending cancellation as at close of the month as a negative number.
- 4. Items (i) to (viii) are suggested forms of confirmation. The listed issuer may amend the item(s) that is/are not applicable to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, or the treasury shares sold or transferred, no further confirmation is required to be made in this return.
- 5. "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.