



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 March 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)

Date Submitted: 01 April 2025

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	06128	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	2,000,000,000	HKD	0.01	HKD	20,000,000	
Increase / decrease (-)	-200,000,000			HKD	70,000,000	
Balance at close of the month	1,800,000,000	HKD	0.05	HKD	90,000,000	

2. Class of shares	Preference shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	No	
Stock code (if listed)	N/A	Description	Non-Convertible Preference Shares			
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	1,000,000,000	HKD	0.01	HKD	10,000,000	
Increase / decrease (-)	0			HKD	0	
Balance at close of the month	1,000,000,000	HKD	0.01	HKD	10,000,000	

Total authorised/registered share capital at the end of the month: HKD 100,000,000

II. Movements in Issued Shares and/or Treasury Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	06128	Description				
		Number of issued shares (excluding treasury shares)	Number of treasury shares	Total number of issued shares		
Balance at close of preceding month		1,173,806,762	0	1,173,806,762		
Increase / decrease (-)		-939,045,410	0			
Balance at close of the month		234,761,352	0	234,761,352		

2. Class of shares	Preference shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	No	
Stock code (if listed)	N/A	Description	Non-Convertible Preference Shares			
		Number of issued shares (excluding treasury shares)	Number of treasury shares	Total number of issued shares		
Balance at close of preceding month		323,657,534	0	323,657,534		
Increase / decrease (-)		0	0			
Balance at close of the month		323,657,534	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 at close of the month	Number of new shares issued during the month pursuant thereto (A1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (A2)	Number 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	Others	-7,742,154	1,935,538			1,935,538	0
		Adjustments following the Share Consolidation became effective on 26 March 2025						
General Meeting approval date (if applicable) 03 June 2014								

Increase in issued shares (excluding treasury shares): _____ Ordinary shares (AA1)

Decrease in treasury shares: _____ Ordinary shares (AA2)

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

Remarks:

Upon the share consolidation became effective on 26 March 2025, the maximum number of new shares may be issued under the Share Option Scheme had been adjusted to 1,935,538 Consolidated Shares.

(B). Warrants to Issue Shares 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					
Description of Warrants	Currency	Nominal value at close of preceding month	Movement during the month	Nominal value at close of the month	Number of new shares issued during the month pursuant thereto (B1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (B2)	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			9,645,769
Stock code of the Warrant (if listed on the Exchange) (Note 1)							
Subscription price							HKD 3.25
Date of expiry							10 September 2026
General Meeting approval date (if applicable)							21 July 2021
2). Subsequent Warrant	USD	3,455,000		3,455,000			8,238,846
Stock code of the Warrant (if listed on the Exchange) (Note 1)							
Subscription price							HKD 3.25
Date of expiry							10 January 2027
General Meeting approval date (if applicable)							21 July 2021

Increase in issued shares (excluding treasury shares): _____ Ordinary shares (BB1)

Decrease in treasury shares: _____ Ordinary shares (BB2)

Remarks:

Upon the share consolidation became effective on 26 March 2025, the maximum number of new shares may be issued to registered holder of warrants had been adjusted to 17,884,615 Consolidated Shares.

(C). Convertibles (i.e. Convertible into Shares 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					
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month	Amount at close of the month	Number of new shares issued during the month pursuant thereto (C1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (C2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month
1). Convertible Notes due in 2023 – Other Initial Notes (Maturity Date: 24/08/2023)	USD	290,000		290,000			691,538
Type of the Convertibles	Bond/Notes						
Stock code of the Convertibles (if listed on the Exchange) (Note 1)							
Subscription/Conversion price	HKD	3.25					
General Meeting approval date (if applicable)	15 June 2020						
2). Convertible Notes due in 2024 - Subsequent Note (Maturity Date: 10/01/2024)	USD	200,000		200,000			476,923
Type of the Convertibles	Bond/Notes						
Stock code of the Convertibles (if listed on the Exchange) (Note 1)							
Subscription/Conversion price	HKD	3.25					
General Meeting approval date (if applicable)	21 July 2021						

Increase in issued shares (excluding treasury shares): _____ Ordinary shares (CC1)

Decrease in treasury shares: _____ Ordinary shares (CC2)

Remarks:

Upon the share consolidation became effective on 26 March 2025, the maximum number of new shares may be issued to registered holder of the Convertible Notes had been adjusted to 1,168,461 Consolidated Shares.

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	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	06128	Description				
Description of other agreements or arrangements			General Meeting approval date (if applicable)	Number of new shares issued during the month pursuant thereto (D1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (D2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month
1).	<p>On 6 February 2023, the 2023 Share Award Scheme has been adopted by the Company after the relevant resolutions being passed in the extraordinary general meeting of the Company held on 6 February 2023. The Company has granted a total of 35,231,235 Award Shares, a total of 22,990,000 Award Shares and a total of 10,128,072 Award Shares on 12 June, 24 July and 14 December 2023 respectively pursuant to the 2023 Share Award Scheme. The Company has issued and allotted 3,254,797 Award Shares on 5 July 2023, 6,800,000 Award Shares on 26 July 2023, 26,476,438 Award Shares on 20 June 2024, 16,190,000 Award Shares on 6 August 2024, 500,000 Award Shares on 2 September 2024 and 500,000 Award Shares on 15 November 2024. For details, please refer to the Company's announcement dated 9 January, 12 June, 24 July and 14 December 2023 and the Company's circular dated 12 January 2023.</p> <p>Upon the share consolidation became effective on 26 March 2025, the number of shares that may be issued in respect of the share awards granted under the 2023 Share Award Scheme had been adjusted to 2,925,614 Consolidated Shares.</p>		06 February 2023	0	0	2,925,614

2. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	06128	Description				
Description of other agreements or arrangements			General Meeting approval date (if applicable)	Number of new shares issued during the month pursuant thereto (D1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (D2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month
1).	<p>On 24 March 2025, all the resolutions below were duly passed by the Shareholders by way of poll at the EGM in relation to:-</p> <p>a) Share Consolidation Every five (5) issued and unissued Shares of HK\$0.01 each will be consolidated into one (1) Consolidated Share of HK\$0.05 each. The Share Consolidation had become effective on 26 March 2025.</p> <p>b) Rights Issue Three (3) Rights Shares for every one (1) Consolidated Share held on Record Date at the Subscription Price of HK\$0.170 per Rights Share, to raise approximately HK\$119.7 million by issuing 704,284,056 Rights Shares to the Qualifying Shareholders.</p> <p>c) Increase in authorised share capital The Board will increase the authorised share capital of the Company from HK\$30,000,000 divided into 2,000,000,000 Share and 1,000,000,000 Preference Shares to HK\$100,000,000 divided into 1,800,000,000 Consolidated Shares and 1,000,000,000 Preference Shares.</p> <p>For further details, please refer to the Company's announcement dated 3 December 2024, 24 March 2025 and circular dated 27 January 2025.</p>		24 March 2025	0	0	0

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

Decrease in treasury shares: _____ 0 Ordinary shares (DD2)

(E). Other Movements in Issued Shares and/or Treasury Shares

Not applicable

Total increase/ decrease (-) in issued shares (excluding treasury shares) during the month (i.e. Total of AA1 to EE1):	0	Ordinary shares
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Total increase/ decrease (-) in treasury shares during the month (i.e. Total of AA2 to EE2):	0	Ordinary shares
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IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations Not applicable

Submitted by: Kwok Ka Hei

Title: Company Secretary

(Director, Secretary or other Duly Authorised Officer)



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.