HKEX
香港交易所

# 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 October 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: 03 November 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 | 1,800,000,000 | HKD | 0.05 | HKD | 90,000,000 |
| Increase / decrease (-) | 0 | | | HKD | 0 |
| 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 | 941,313,336 | 0 | 941,313,336 |
| Increase / decrease (-) | 0 | 0 | |
| Balance at close of the month | 941,313,336 | 0 | 941,313,336 |

| 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 | 3,450,306 | | | 3,450,306 | | | 3,450,306 | 0 |

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

**(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 | 0 | 0 | 184,404,411 |

| | |
|---|---|
| Stock code of the Warrant (if listed on the Exchange) (Note 1) | |
| Subscription price | HKD 0.17 |
| 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 | 0 | 0 | 157,507,352 |

| | |
|---|---|
| Stock code of the Warrant (if listed on the Exchange) (Note 1) | |
| Subscription price | HKD 0.17 |
| Date of expiry | 10 January 2027 |
| General Meeting approval date (if applicable) | 21 July 2021 |

Increase in issued shares (excluding treasury shares): 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 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 | 0 | 0 | 13,220,588 |
| | Type of the Convertibles | Bond/Notes | | | | | | | |
| | Stock code of the Convertibles (if listed on the Exchange) (Note 1) | | | | | | | | |
| | Subscription/Conversion price | HKD 0.17 | | | | | | | |
| | 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 | 0 | 0 | 9,117,647 |
| | Type of the Convertibles | Bond/Notes | | | | | | | |
| | Stock code of the Convertibles (if listed on the Exchange) (Note 1) | | | | | | | | |
| | Subscription/Conversion price | HKD 0.17 | | | | | | | |
| | General Meeting approval date (if applicable) | 21 July 2021 | | | | | | | |

Increase in issued shares (excluding treasury shares): 0 Ordinary shares (CC1)

Decrease in treasury shares: 0 Ordinary shares (CC2)

**(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). | 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.<br><br>Upon the completion of rights issue on 21 May 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 5,215,224 Consolidated Shares. Subsequently on 19 August 2025, the Company has issued and allotted 2,325,614 Award Shares. For details, please refer to the Company's announcement dated 21 May and 19 August 2025. | 06 February 2023 | 0 | 0 | 2,889,610 |

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 |
| 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

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.