



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 2026

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: 02 February 2026

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 and Public Float Sufficiency Confirmation

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		

Public float sufficiency confirmation (Note 4)

Pursuant to Main Board Rule 13.32D(1) or 19A.28D(1) / GEM Rule 17.37D(1) or 25.21D(1), we hereby confirm that, in relation to the class of shares as set out above, as at the close of the month:

☒ the applicable public float requirement (see below) has been complied with

☐ the applicable public float requirement (see below) has not been complied with

The applicable minimum public float requirement for the class of shares as set out above pursuant to Main Board Rule 13.32B or 19A.28B / GEM Rule 17.37B or 25.21B (as the case may be) is:

Applicable public float threshold	Initial Prescribed Threshold - 25% of the total number of issued shares in the class to which the listed shares belong (excluding treasury shares)
Additional information	

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		Lapsed		-3,450,306		0				0		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

Remarks:

The share options lapsed automatically upon the expiry of the exercise period on 27 January 2026.

(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).	<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 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.</p>		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. "Initial Prescribed Threshold", "Alternative Threshold" and "market value" have the meanings ascribed thereto under Main Board Rule 13.32A or 19A.28A / GEM Rule 17.37A or 25.21A. See also Main Board Rule 13.32D(4) or 19A.28D(4) / GEM Rule 17.37D(4) or 25.21D(4) on the basis of the public float disclosure.
5. 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.
6. "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.