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 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 November 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 (-)	188,260,000	0	
Balance at close of the month	1,129,573,336	0	1,129,573,336

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) Not applicable

(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).	Subsequent Warrant	USD	3,455,000				3,455,000	0	0	535,525,000

Stock code of the Warrant (if listed on the Exchange) (Note 1)	
Subscription price	HKD 0.05
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	190,000			190,000	0	0	8,661,764
	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. 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

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).	On 13 October 2026, the Company placed through the Placing Agent an aggregate of 188,260,000 Placing Shares to not less than six Placees who and whose ultimate beneficial owners are Independent Third Parties at a price of HK$0.050 per Placing Share pursuant to the General Mandate. The Placing Shares were allotted and issued on 27 October 2026. For details, please refer to the Company's announcement dated 13 October, 16 October and 27 October 2026.	29 June 2026	188,260,000	0	0

Increase in issued shares (excluding treasury shares):	188,260,000	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):	188,260,000	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.