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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker, or other licensed securities dealer, bank manager, solicitors, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Chong Fai Jewellery Group Holdings Company Limited (the “Company”), you should at once hand this circular and accompanying form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any losses howsoever arising from or in reliance upon the whole or any part of the contents of this circular. This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities mentioned herein.

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**創輝珠寶集團控股有限公司**  
**Chong Fai Jewellery Group Holdings Company Limited**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 8537)**

**PROPOSED SHARE CONSOLIDATION  
AND  
NOTICE OF EGM**

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Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A notice convening an extraordinary general meeting (the “EGM”) of the Company to be held on Friday, 24 May 2024 at 9:30 a.m. at No. 6-13, Faerie Court, 80 Ko Shan Road, Hung Hom, Kowloon, Hong Kong is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are encouraged to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the enclosed form of proxy will not preclude you from attending and voting in person at such meeting or any adjournment meeting should you so wish.

This circular will remain on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) on the “Latest Listed Company Information” for at least 7 days from the date of its posting and on the Company’s website at [www.chongfaiholdings.com](http://www.chongfaiholdings.com).

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:*

“Announcement”	the announcement of the Company dated 18 April 2024 in relation to the Share Consolidation
“associate”	has the same meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Business Day”	a day (excluding Saturday, Sunday, public holiday and any day on which a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for business throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures, and administrative requirements relating to operations and functions of CCASS, as from time to time
“Company”	Chong Fai Jewellery Group Holdings Company Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Consolidated Share(s)”	the ordinary share(s) of par value of HK\$0.1 each in the share capital of the Company after the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened on Friday, 24 May 2024 (or any adjournment thereof) for the purpose of considering and, if thought fit, approving, among other things, the Share Consolidation
“Existing Share(s)”	the ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company before the Share Consolidation becoming effective

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## DEFINITIONS

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“GEM”	GEM operated by the Stock Exchange
“GEM Listing Committee”	the GEM listing sub-committee of the board of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	7 May 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Memorandum and Articles”	the memorandum and articles of association of the Company, as amended, restated or supplemented from time to time
“PRC”	the People’s Republic of China
“Share(s)”	the Existing Share(s) and/or the Consolidated Share(s), as the case may be
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Existing Shares of par value of HK\$0.01 each in the share capital of the Company into one (1) Consolidated Share of par value of HK\$0.1 each
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

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## EXPECTED TIMETABLE

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*The expected timetable for the Share Consolidation is set out below. The expected timetable is subject to the results of the EGM and satisfaction of the conditions to the Share Consolidation and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate.*

*Save where otherwise specified, all times and dates in this circular refer to Hong Kong local times and dates.*

<b>Events</b>	<b>(Hong Kong time and date)</b>
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM	4:30 p.m. on Friday, 17 May, 2024
Closure of register of members of the Company to determine the entitlement to attend and vote at the EGM	Monday, 20 May 2024 to Friday, 24 May 2024 (both days inclusive)
Latest date and time for lodging the proxy forms for the EGM	9:30 a.m. on Wednesday, 22 May 2024
Expected date and time of the EGM	9:30 a.m. on Friday, 24 May 2024
Publication of announcement of poll results of EGM	Friday, 24 May 2024
Expected effective date of the Share Consolidation	Tuesday, 28 May 2024
First day of free exchange of existing share certificates for new share certificates for Consolidated Shares	Tuesday, 28 May 2024
Dealing in Consolidated Shares commences	9:00 a.m. on Tuesday, 28 May 2024
Original counter for trading in Existing Shares in board lots of 10,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Tuesday, 28 May 2024
Temporary counter for trading in Consolidated Shares in board lots of 1,000 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Tuesday, 28 May 2024
Original counter for trading in Consolidated Shares in board lots of 10,000 Consolidated Shares (in the form of new share certificates for the Consolidated Shares) re-opens	9:00 a.m. on Wednesday, 12 June 2024

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## EXPECTED TIMETABLE

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Parallel trading in Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) commences	9:00 a.m. on Wednesday, 12 June 2024
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares	9:00 a.m. on Wednesday, 12 June 2024
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares	4:00 p.m. on Wednesday, 3 July 2024
Temporary counter for trading in Consolidated Shares in board lots of 1,000 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Wednesday, 3 July 2024
Parallel trading in Consolidated Shares (in the form of new share certificates for the Consolidated Shares and the existing share certificates) ends	4:10 p.m. on Wednesday, 3 July 2024
Last day for free exchange of existing share certificates for the new share certificates of the Consolidated Shares	4:30 p.m. on Friday, 5 July 2024

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## LETTER FROM THE BOARD

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**創輝珠寶集團控股有限公司**  
**Chong Fai Jewellery Group Holdings Company Limited**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 8537)**

*Executive Directors:*

Mr. Fu Chun Keung  
Ms. Cheung Lai Yuk  
Ms. Fu Wan Ling

*Registered office:*

PO Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

*Independent non-executive Directors:*

Mr. Chan Chi Ming Tony  
Mr. Chan Cheong Tat  
Mr. Wong Wing Keung Meyrick

*Principal Place of business:*

No. 6-13, Faerie Court  
80 Ko Shan Road, Hung Hom  
Kowloon, Hong Kong

9 May 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED SHARE CONSOLIDATION  
AND  
NOTICE OF EGM**

**INTRODUCTION**

Reference is made to the Announcement in relation to, among other things, the Share Consolidation. The purpose of this circular is to provide you with, among other things, (i) further details of the Share Consolidation; and (ii) a notice convening the EGM.

**PROPOSED SHARE CONSOLIDATION**

The Board proposes to implement the Share Consolidation pursuant to which every ten (10) Existing Shares of par value of HK\$0.01 each in the share capital of the Company will be consolidated into one (1) Consolidated Share of par value of HK\$0.1 each in the share capital of the Company. The Share Consolidation is conditional upon, among other things, the approval by the Shareholders by way of poll at the EGM. As none of the Shareholders or their associates would have a material interest in the Share Consolidation, no Shareholder would be required to abstain from voting in favour of the resolution(s) relating to the Share Consolidation at the EGM.



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## LETTER FROM THE BOARD

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### Conditions of the Share Consolidation

The Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the EGM;
- (ii) the GEM Listing Committee granting the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
- (iii) the compliance with the relevant procedures and requirements under the applicable laws of Cayman Islands and the GEM Listing Rules to effect the Share Consolidation.

As at the Latest Practicable Date, none of the conditions above had been fulfilled. Subject to the fulfilment of the conditions above, the Share Consolidation will become effective on Tuesday, 28 May 2024.

### Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$15,000,000 divided into 1,500,000,000 Existing Shares of par value of HK\$0.01 each, of which 750,000,000 Existing Shares have been issued and are fully paid or credited as fully paid.

Immediately upon the Share Consolidation becoming effective, and assuming that no further Existing Shares will be issued or repurchased from the date of this circular up to the effective date of the Share Consolidation, the authorised share capital of the Company shall remain at HK\$15,000,000 but will be divided into 150,000,000 Consolidated Shares of par value of HK\$0.1 each, of which 75,000,000 Consolidated Shares will be in issue. The Consolidated Shares shall rank pari passu in all respects with each other in accordance with the Memorandum and Articles.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save that fractional Consolidated Shares (if any) will not be allocated to Shareholders who may otherwise be entitled. The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Company.

As at the Latest Practicable Date, the Company does not have any outstanding derivatives, options, warrants, other securities in issue or conversion rights or other similar right which are convertible or exchangeable into, the Shares.

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## LETTER FROM THE BOARD

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### NO CHANGE IN BOARD LOT SIZE

The Existing Shares are currently traded on the Stock Exchange in board lot size of 10,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain unchanged at 10,000 Consolidated Shares per board lot.

Based on the closing price of HK\$0.029 per Existing Share (equivalent to the theoretical closing price of HK\$0.29 per Consolidated Share upon the Share Consolidation becoming effective) as quoted on the Stock Exchange as at the Latest Practicable Date, (i) the value of each board lot of 10,000 Existing Shares is HK\$290; and (ii) the value of each board lot of 10,000 Consolidated Shares, assuming the Share Consolidation had already been effective, would be HK\$2,900.

### REASONS FOR THE SHARE CONSOLIDATION

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities. The “Guide on Trading Arrangements for Selected Types of Corporate Actions” (the “**Guide**”) issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and last updated on 1 October 2020 has stated that (i) market price of the securities of an issuer at a level less than HK\$0.1 will be considered as trading at extremity as referred to under Rule 17.76 of the GEM Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000.

The highest and lowest prices at which the Shares have been traded on GEM during each of the previous six months up to and including the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2023</b>		
November	0.039	0.028
December	0.035	0.026
<b>2024</b>		
January	0.033	0.025
February	0.050	0.025
March	0.038	0.025
April	0.035	0.025
May (up to the Latest Practicable Date)	0.030	0.027

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## LETTER FROM THE BOARD

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For the past six months, the share price of the Company has been trading at or below HK\$0.10, ranging from HK\$0.025 to HK\$0.050 (the board lot value of which ranges from HK\$250 to HK\$500) up to and including the Latest Practicable Date which is less than HK\$2,000.

The Directors consider that the proposed Share Consolidation will increase the board lot value to over HK\$2,000, and would bring about a corresponding upward adjustment in the expected value per board lot. As such, it would enable the Company to comply with the trading requirements under the Listing Rules.

It is believed that the adjusted share price, as a result of the Share Consolidation, would maintain the trading amount for each board lot at a reasonable level and will enhance the corporate image of the Company so as to make investing in the Shares more attractive to a broader range of institutional and professional investors and thus help to further broaden the shareholder base of the Company. The Directors also believe that the Share Consolidation will provide greater opportunity for and more flexibility in the Company's possible equity fund-raising in the future.

In addition, the Board considers that the Share Consolidation would reduce the number of Existing Shares currently in issue and increase the nominal value of the Shares, and bring about a corresponding upward adjustment in the trading price per Consolidated Share on the Stock Exchange, thus maintaining the trading amount for each board lot at a reasonable level to attract more investors and to broaden the shareholder base of the Company. It is also hoped that the Share Consolidation will make investing in the Shares more attractive to a broader range of investors, in particular to institutional investors whose house rules might otherwise prohibit or restrict trading in securities that are priced below a prescribed floor. The Directors also believe that the Share Consolidation will provide greater opportunity for, and more flexibility in, the Company's possible equity fund raising in the future. Furthermore, the Share Consolidation would reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks or securities houses will charge a minimum transaction cost for each securities trade.

The Board considers that the Share Consolidation is essential to achieve the abovementioned purpose. Considering the potential benefits and the insignificant amount of costs to be incurred, the Board is of the view that the Share Consolidation is in the best interest of the Company and the Shareholders as a whole.

### **OTHER ARRANGEMENTS**

#### **Exchange of share certificates for the Consolidated Shares**

Subject to the Share Consolidation becoming effective, Shareholders may, on or after Tuesday, 28 May 2024 until Friday, 5 July 2024 (both days inclusive), between 9:00 a.m. and 4:30 p.m. on any Business Day, submit share certificates for the Existing Shares (in blue colour) to the Company's branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong at the expense of the Company, for new share certificates of the Consolidated Shares (in green colour) (on the basis of ten (10) Existing Shares for one (1) Consolidated Share).

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## LETTER FROM THE BOARD

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Thereafter, certificates of the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of certificates cancelled/issued is higher.

After 4:10 p.m. on Wednesday, 3 July 2024, existing share certificates for the Existing Shares will only remain effective as documents of title and may be exchanged for certificates for Consolidated Shares at any time but will not be accepted for delivery, trading, and settlement purposes.

### **Application for listing of the Consolidated Shares**

Application will be made by the Company to the GEM Listing Committee for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

Subject to the granting of listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or, under contingent situation, such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

No part of the equity or debt securities of the Company is listed or dealt in on any other stock exchanges other than the Stock Exchange and no such listing or permission to deal in is being or is currently proposed to be sought from any other stock exchange.

### **Fractional entitlement to the Consolidated Shares**

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Shareholders concerned about losing out on any fractional entitlement are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant, or other professional adviser and may wish to consider the possibility of buying or selling Existing Shares in a number sufficient to make up an entitlement to receive a whole number of Consolidated Shares.

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## LETTER FROM THE BOARD

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### **Odd lots arrangement and matching services**

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, a designated broker will be appointed by the Company to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Holders of odd lots of the Consolidated Shares should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Any Shareholder, who is in any doubt about the odd lots arrangement, is recommended to consult his/her/its own professional advisers. The Company has appointed First Shanghai Securities Limited as an agent to provide matching services on a best-efforts basis regarding the sale and purchase of odd lots of the Consolidated Shares from 9.00 a.m. on Wednesday, 12 June 2024 to 4:00 p.m. on Wednesday, 3 July 2024 (both days inclusive). Shareholders who wish to take advantage of this service should contact Benny Fok of First Shanghai Securities Limited at telephone number (+852) 2532 1911 during office hours of such period.

**Shareholders or potential investors of the Company should note that (i) odd lots will be created after the Share Consolidation; (ii) odd lots arrangements do not guarantee successful matching of all odd lots at the relevant market price; and (iii) odd lots might be sold below the market price in the market.**

### **OTHER CORPORATE ACTIONS AND FUND-RAISING ACTIVITIES IN THE NEXT TWELVE MONTHS**

The Company is considering certain corporate actions to raise funds (such as placing or rights issue) provided market conditions are favorable and supportive. As these contemplations are in a premature stage and no firm intentions to proceed have been made at this time, the Company is unable to provide further details regarding such potential actions. The Company will make further announcement(s) on such corporation actions as and when appropriate.

Due to the preliminary nature of these corporate actions, the Company has not taken them into account in determining the ratio of the Share Consolidation.

As at the Latest Practicable Date, save as disclosed above, the Company has no plan or intention to carry out any further corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation. Nevertheless, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund-raising opportunities arise to support future development of the Group. The Company will make further announcement in this regard in accordance with the GEM Listing Rules as and when appropriate.

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## LETTER FROM THE BOARD

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### EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquires, and for illustrative purpose only, the following table illustrates the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) immediately upon Share Consolidation becoming effective, assuming there being no other change in the issued share capital and shareholding structure of the Company from the Latest Practicable Date up to the date of Share Consolidation becoming effective:

	<b>(i) As at the Latest Practicable Date</b>		<b>(ii) Immediately upon Share Consolidation becoming effective</b>	
	<i>Number of Consolidated Shares</i>	%	<i>Number of Consolidated Shares</i>	%
Mr. FU Chun Keung (“ <b>Mr. Fu</b> ”) <i>(Note 1)</i>	412,500,000	55	41,250,000	55
Ms. FU Wan Ling (“ <b>Ms. Fu</b> ”) <i>(Note 1)</i>	412,500,000	55	41,250,000	55
Ms. CHEUNG Lai Yuk (“ <b>Ms. Cheung</b> ”) <i>(Note 1 and 2)</i>	412,500,000	55	41,250,000	55
MGH Limited <i>(Note 1)</i>	412,500,000	55	41,250,000	55
Other Public Shareholders	337,500,000	45	33,750,000	45
Total	<u>750,000,000</u>	<u>100</u>	<u>75,000,000</u>	<u>100</u>

*Notes:*

- Mr. Fu, Ms. Fu and Ms. Cheung collectively are interested in the entire issued share capital of MGH Limited which holds 412,500,000 Existing Shares and they are therefore deemed to be interested in the Shares held by MGH Limited by virtue of the SFO.
- Ms. Cheung is the spouse of Mr. Fu and she is therefore deemed to be interested in the Shares held by Mr. Fu by virtue of the SFO.
- Certain percentage figures in the above table are subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

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## LETTER FROM THE BOARD

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### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information regarding the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### EGM

A notice convening the EGM to be held at No. 6-13, Faerie Court, 80 Ko Shan Road, Hung Hom, Kowloon, Hong Kong on Friday, 24 May 2024 at 9:30 a.m. is set out on pages EGM-1 to EGM-3 of this circular. The EGM will be held for the Shareholders to consider and, if thought fit, pass the resolutions to approve, among other things, the Share Consolidation. In compliance with the GEM Listing Rules, the relevant resolutions will be voted on by way of poll at the EGM.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders or their associates would have a material interest in the Share Consolidation. As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, no Shareholder would be required to abstain from voting on the relevant resolutions at the EGM.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at such meeting, you are requested to complete and return the enclosed form of proxy to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon as soon as possible and, in any event, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

### CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 20 May 2024 to Friday, 24 May 2024, both dates inclusive, during which period no transfer of Shares will be registered. To be eligible to attend and vote at the EGM, unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, for registration no later than 4:30 p.m. on Friday, 17 May 2024.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that the Share Consolidation is in the interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

### COMPETING INTERESTS

None of the Directors, the controlling shareholders of the Company or any of their respective close associates (as defined under the GEM Listing Rules) had any business or interest which competes or may compete with the business of the Group, or have or may have any other conflicts of interest with the Group.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

**Shareholders and potential investors of the Company should note that the Share Consolidation is subject to the satisfaction of certain conditions precedent and therefore may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If they are in any doubt, they should consult their professional advisers.**

By order of the Board  
**Chong Fai Jewellery Group Holdings Company Limited**  
**Fu Chun Keung**  
*Chairman*



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## NOTICE OF EGM

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**創輝珠寶集團控股有限公司**  
**Chong Fai Jewellery Group Holdings Company Limited**  
*(Incorporated in the Cayman Islands with limited liability)*  
(Stock code: 8537)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of Chong Fai Jewellery Group Holdings Company Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) will be held at No. 6-13, Faerie Court, 80 Ko Shan Road, Hung Hom, Kowloon, Hong Kong on Friday, 24 May 2024 at 9:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments as resolutions of the Company:

Unless otherwise specified, capitalised terms defined in the circular dated 9 May 2024 issued by the Company (the “**Circular**”) shall have the same meanings when used herein unless otherwise specified.

### ORDINARY RESOLUTIONS

1. “**THAT** subject to the satisfaction of the conditions set out in the letter from the board under the heading “Conditions of the Share Consolidation” in the Circular, with effect from the second full Business Day immediately following the date on which this resolution is passed, being a day on which the shares of the Company are traded on the Stock Exchange:
  - (a) every ten (10) issued and unissued shares of par value of HK\$0.01 each (“**Existing Share(s)**”) in the share capital of the Company be consolidated into one (1) share of par value of HK\$0.1 each (the “**Consolidated Share(s)**”), and such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the articles of association of the Company (the “**Share Consolidation**”);
  - (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the Directors may think fit; and

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- (c) any one of the Directors be and is hereby authorised generally to do all such acts and things and sign, execute, and deliver all such documents, which are ancillary to the Share Consolidation on behalf of the Company, including under seal where applicable, as he/she may consider necessary, desirable, or expedient to give effect to, implement and complete the Share Consolidation and the transactions contemplated thereunder.”

**Shareholders and potential investors of the Company should note that the Share Consolidation is subject to the satisfaction of certain conditions precedent and therefore may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If they are in any doubt, they should consult their professional advisers.**

By order of the Board  
**Chong Fai Jewellery Group Holdings Company Limited**  
**Fu Chun Keung**  
*Chairman*

Hong Kong, 9 May 2024

*Registered office:*

PO Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

*Principal place of business:*

No. 6-13, Faerie Court  
80 Ko Shan Road, Hung Hom  
Kowloon, Hong Kong

*Notes:*

1. For determining shareholders' eligibility to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 20 May 2024 to Friday, 24 May 2024, both days inclusive, during which period no transfer of the Shares will be registered. To be eligible to attend and vote at the Meeting, unregistered holders of the Shares should ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 17 May 2024.
2. Any shareholder of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy does not have to be a shareholder of the Company.
3. To be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for the Meeting (or any adjournment thereof).
4. Completion and delivery of a form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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5. Where there are joint holders of any Shares, any one of such joint holder may vote at the Meeting, either in person or by proxy in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint holders is present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such Shares shall alone be entitled to vote in respect thereof.
6. A form of proxy for use at the Meeting is attached herewith.
7. Any voting at the Meeting shall be taken by poll.
8. The form of proxy shall be signed by a shareholder of the Company or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney authorised.
9. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning or “extreme conditions after super typhoons” announced by the Government of Hong Kong is/are in effect any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will publish an announcement on the website of the Company at [www.chongfaiholdings.com](http://www.chongfaiholdings.com) and on the “Latest Listed Company Information” page of the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the Company of the date, time, and place of the rescheduled meeting.

*As at the date of this notice, the executive Directors are Mr. Fu Chun Keung, Ms. Cheung Lai Yuk and Ms. Fu Wan Ling; and the independent non-executive Directors are Mr. Chan Chi Ming Tony, Mr. Chan Cheong Tat and Mr. Wong Wing Keung Meyrick.*