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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 40/F, Dah Sing Financial Centre, 248 Queen’s Road East, Wan Chai, Hong Kong on Thursday, 8 August 2024 at 11:00 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 17 July 2024 issued by the Company (the “**Circular**”) shall have the same meanings when used herein.

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the authorised share capital of the Company be increased from HK\$15,000,000 divided into 150,000,000 shares with a par value of HK\$0.1 each to HK\$750,000,000 divided into 7,500,000,000 shares with a par value of HK\$0.1 each by creating an additional 7,350,000,000 unissued shares with a par value of HK\$0.1 each to rank pari passu in all respects with the existing shares (the “**Increase in Authorised Share Capital**”); and
- (b) any one or more Directors be and is/are hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the Increase in Authorised Share Capital (including without limitation instructing the registered office provider of the Company to make the necessary filings with the Registrar of Companies in the Cayman Islands).”

2. “**THAT** conditional upon the passing of resolution number 1 as set out above and the Increase in Authorised Share Capital becoming effective, and subject to the satisfaction of the conditions set out in the Letter from the Board under the heading “Conditions of the Rights Issue” in the Circular:
- (a) the allotment and issue by way of rights of not more than 225,000,000 Rights Shares at the Subscription Price of HK\$0.12 per Rights Share on the basis of three Rights Shares for every one Share in issue held by the Qualifying Shareholders whose names appear on the register of members of the Company as at the close of business on the Record Date, save for the Shareholders whose addresses as of the Record Date are outside of Hong Kong (if any) to whom the Directors, based on the legal opinions to be provided by the legal advisers of the Company, consider it necessary or expedient not to offer the Rights Shares on account either of the legal restrictions under the laws of the relevant place(s) of their registered address(es) or the requirements under the laws of the relevant regulatory body(ies) or stock exchange(s) in such place(s), and substantially on the terms and conditions set out in the Circular (a copy of which marked “A” is produced to the meeting and initialed by the chairman of the meeting for the purpose of identification) and such other terms and conditions as may be determined by the Directors, be and is hereby approved, confirmed and ratified;
 - (b) the placing agreement (the “**Placing Agreement**”) dated 25 June 2024 entered into between the Company and First Shanghai Securities Limited (a copy of which marked “B” is produced to the meeting and initialed by the chairman of the meeting for the purpose of identification), in relation to the placing of the Rights Shares not subscribed by the Qualifying Shareholders and/or the Rights Shares which would otherwise has/have been provisionally allotted to the Non-Qualifying Shareholder(s) in nil-paid form that has/have not been sold by the Company at the placing price of HK\$0.12 on a best-efforts basis, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
 - (c) any one or more Directors be and is/are hereby authorised to allot and issue the Rights Shares (which shall include the Placing Shares) pursuant to or in connection with the Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro-rata to the Qualifying Shareholders and, in particular, the Board may make such exclusions or other arrangements in relation to the Non-Qualifying Shareholders as it may deem necessary or expedient having regard to the legal restrictions under the laws of, or the requirements of the relevant regulatory body or stock exchange in, any territory outside Hong Kong;
 - (d) any one or more Directors be and is/are hereby authorised to take such actions, do all such acts and things and execute all such further documents or deeds as he/they may, in his/their absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Rights Issue, the Placing Agreement and the transactions contemplated thereunder; and

- (e) any one or more Directors be and is/are hereby authorised to instruct the Company's branch share registrar and transfer office in Hong Kong to make entries in the register of members of the Company in connection with the Rights Issue and that any Director be instructed to prepare, sign, seal (if required) and deliver on behalf of the Company share certificates accordingly."

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

Hong Kong, 17 July 2024

Registered office:

PO Box 309, Uglan 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 Friday, 2 August 2024 to Thursday, 8 August 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 Thursday, 1 August 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.

5. Where there are joint holders of any Shares, any one of such joint holders 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 and on the “Latest Listed Company Information” page of the Stock Exchange’s website at 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.