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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 registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Chong Fai Jewellery Group Holdings Company Limited, you should at once hand this circular and the 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 the transferee.



**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)

**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES  
AND REPURCHASE SHARES;**  
**(2) PROPOSED RE-ELECTION OF DIRECTORS;**  
**AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Chong Fai Jewellery Group Holdings Company Limited (the “**Company**”) to be held at 40/F, Dah Sing Financial Centre, 248 Queen’s Road East, Wanchai, Hong Kong, on Monday, 8 August 2022, at 10:00 a.m. (Hong Kong time) is set out on pages 14 to 19 of this circular. The purpose of this circular is to provide Shareholders with details of the matters to be dealt with at the Annual General Meeting.

A form of proxy for the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting (i.e. not later than 10:00 a.m. on Saturday, 6 August 2022) or the adjourned meeting (as the case may be). Completion and return of a form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof in person if you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

This circular will remain on the “Latest Listed Company Information” page of GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting and on the website of the Company at [www.chongfaiholdings.com](http://www.chongfaiholdings.com).

Hong Kong, 30 June 2022

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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### PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In light of the COVID-19, the Company will implement certain precautionary measures at the Annual General Meeting in the interests of the health and safety of our shareholders, directors, staff and other participants of the Annual General Meeting, which include without limitation:

- (i) requiring all attendees of the Annual General Meeting be subject to body temperature checking;
- (ii) requiring all attendees of the Annual General Meeting to wear surgical mask before they are permitted to attend, and during their attendance of the Annual General Meeting;
- (iii) no distribution of souvenir and no refreshment will be served by the Company at the Annual General Meeting this year; and
- (iv) requiring all attendees to scan the “LeaveHomeSafe” venue and vaccination QR codes and comply with the Vaccine Pass requirements by presenting his/her valid vaccination, exemption or recovery record as required under the directions issued pursuant to the Prevention and Control of Disease (Vaccine Pass) Regulation (Chapter 599L of the Laws of Hong Kong), prior to attending the Annual General Meeting.

Should anyone seeking to attend the Annual General Meeting does not comply with these precautionary measures or has fever-like or otherwise unwell symptoms or is subject to any Hong Kong Government prescribed quarantine, the Company reserves the right to refuse such person’s admission to the Annual General Meeting.

Shareholders are kindly reminded that subject to the situation of COVID-19 at the time of the Annual General Meeting, the attendance at the Annual General Meeting may pose a health risk to the attendees. Shareholders should assess for themselves whether they should attend in person. Shareholders may consider appointing the chairman of the Annual General Meeting as his/her proxy to vote on the resolutions, instead of attending the Annual General Meeting in person.

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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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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
 <b>LETTER FROM THE BOARD</b>	
INTRODUCTION.....	3
PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES .....	4
PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE SHARES .....	4
PROPOSED RE-ELECTION OF THE DIRECTORS .....	5
RE-APPOINTMENT OF AUDITOR .....	6
ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT .....	7
VOTING BY WAY OF POLL .....	7
RECOMMENDATION.....	8
RESPONSIBILITY STATEMENT.....	8
<b>APPENDIX I — EXPLANATORY STATEMENT</b> .....	9
<b>APPENDIX II — BIOGRAPHIES OF RETIRING DIRECTORS                     PROPOSED FOR RE-ELECTION</b> .....	12
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	14

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context otherwise requires:*

“Annual General Meeting”	the annual general meeting of the Company to be held at 40/F, Dah Sing Financial Centre, 248 Queen’s Road East, Wanchai, Hong Kong on Monday, 8 August 2022, at 10:00 a.m. (Hong Kong time) in relation to the Company’s financial year ended 31 March 2022
“Annual Report”	the annual report of the Company for the financial year ended 31 March 2022
“Articles of Association”	the amended and restated memorandum and articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Cayman Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“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
“Director(s)”	the director(s) of the Company
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time
“General Mandates”	New Issue Mandate and New Repurchase Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 June 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

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## DEFINITIONS

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“New Issue Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and otherwise deal with additional Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the resolution approving such mandate
“New Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase the fully paid-up Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing of the resolution approving such mandate
“PRC”	the People’s Republic of China, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of par value HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s) for the time being
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“HK\$” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“%”	per cent.

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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  
*(Chairman and Chief Executive Officer)*  
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 Cheong Tat  
Mr. Wong Wing Keung Meyrick  
Mr. Chan Chi Ming Tony

*Head office and principal place of  
business in Hong Kong:*

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

Hong Kong, 30 June 2022

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES  
AND REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting to be held at 40/F, Dah Sing Financial Centre, 248 Queen's Road East, Wanchai, Hong Kong on Monday, 8 August 2022, at 10:00 a.m. relating to, among other things, (i) the proposed granting of the General Mandates to issue shares and repurchase shares; and (ii) the proposed re-election of the Directors. The notice of the Annual General Meeting containing the proposed resolutions and other information is set out on pages 14 to 19 of this circular.

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## LETTER FROM THE BOARD

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### 2. PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed which, if passed, will grant the Directors a general and unconditional mandate to allot, issue and otherwise deal with new Shares not exceeding 20% of the total number of Shares in issue on the date of passing of such resolution (or 150,000,000 Shares based on (i) the Company's issued Shares as at the Latest Practicable Date of 750,000,000 Shares; and (ii) the assumption that no further Shares are issued or repurchased prior to the Annual General Meeting). In addition, conditional upon the proposed resolution to authorise the New Repurchase Mandate and the New Issue Mandate being passed, an ordinary resolution will be proposed to authorise the Directors to allot, issue and otherwise deal with new Shares up to an amount equal to the total number of Shares repurchased by the Company pursuant to the New Repurchase Mandate in order to provide flexibility for issuing new Shares when it is in the interests of the Company.

### 3. PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed which, if passed, will grant the Directors a general and unconditional mandate to repurchase issued Shares not exceeding 10% of the total number of issued Shares on the date of passing of such resolution (or 75,000,000 Shares based on (i) the Company's issued Shares as at the Latest Practicable Date of 750,000,000 Shares; and (ii) the assumption that no further Shares are issued or repurchased prior to the Annual General Meeting).

The General Mandates will remain in effect until whichever is the earliest of the date of the next annual general meeting of the Company, the date by which the next annual general meeting of the Company is required to be held by Cayman Companies Law or the Articles of Association, or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company. The Company may not purchase Shares on GEM if such purchase would result in the number of Shares which are in the hands of the public falling below 25% of the total number of issued Shares.

With reference to the General Mandates, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any Shares pursuant thereto. In accordance with the requirements of the GEM Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the New Repurchase Mandate. The explanatory statement as required by the GEM Listing Rules in connection with the New Repurchase Mandate is set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### 4. PROPOSED RE-ELECTION OF THE DIRECTORS

The Board currently consists of six Directors, namely Mr. Fu Chun Keung, Ms. Cheung Lai Yuk, Ms. Fu Wan Ling, Mr. Chan Cheong Tat, Mr. Wong Wing Keung Meyrick and Mr. Chan Chi Ming Tony.

In accordance with Article 16.19 of the Articles of Association, at each Annual General Meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. Fu Chun Keung (“**Mr. Fu**”) and Ms. Cheung Lai Yuk (“**Ms. Cheung**”) will retire by rotation at the Annual General Meeting and, being eligible, offers themselves for re-election.

The Nomination Committee has recommended to the Board for the re-election of Directors including two executive Directors, Mr. Fu and Ms. Cheung, in accordance with the following selection criteria:

1. character and integrity;
2. qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company’s business and corporate strategy;
3. willingness to devote sufficient time to discharge duties as members of the Board and its relevant committees and undertake significant commitments;
4. the number of existing directorships and other commitments that may demand their attention;
5. requirement for the Board to have independent non-executive Directors in accordance with the Listing Rules and whether such director would be considered independent with reference to the independence guidelines set out in the Listing Rules;
6. board diversity policy of the Company and any measurable objectives adopted by the Board for achieving diversity on the Board; and
7. their perspectives provided to the management and operation of the Group as well as other contributions to the Group during the tenure of their directorship.

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## LETTER FROM THE BOARD

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The Nomination Committee is satisfied that at all times during the period of directorship with the Company, Mr. Fu and Ms. Cheung have properly discharged their duties and responsibilities as Directors and have made positive contributions to the development of the Company through constructive and informed comments and participation at the business and other affairs relating to the Group. Mr. Fu and Ms. Cheung have provided valuable contributions and insights to the Board. Mr. Fu and Ms. Cheung have the requisite character, integrity and experience to continuously and effectively fulfill their role as executive Director. The Board believed that their re-election as Directors would be in the best interests of the Company and the Shareholders as a whole.

In view of the above, with the recommendation of the Nomination Committee, the Board has proposed that the above-mentioned retiring Directors, Mr. Fu and Ms. Cheung, stand for re-election as Directors at the AGM.

Further information about the Board's composition and diversity as well as the attendance record of the Directors (including the retiring Directors) at the meetings of the Board and/or its committees and the general meeting are disclosed in the corporate governance report of the 2021/22 annual report of the Company.

### **5. RE-APPOINTMENT OF THE AUDITOR**

The mandate of the current auditor of the Company, Grant Thornton Hong Kong Limited, will expire at the Annual General Meeting. At the Annual General Meeting, an ordinary resolution will be put forward for approval of the re-appointment of the auditor.

The re-appointment of the auditor of the Company has been reviewed by the audit committee of the Company which made recommendation to the Board that the re-appointment be submitted and proposed for Shareholders' approval at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### 6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice convening the Annual General Meeting to be held at 40/F, Dah Sing Financial Centre, 248 Queen's Road East, Wanchai, Hong Kong on Monday, 8 August 2022, at 10:00 a.m. (Hong Kong time) is set out on pages 14 to 19 of this circular. At the Annual General Meeting, resolutions relating to, inter alia, the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 March 2022, the receipt and consideration of the re-appointment of auditors, granting of the General Mandates and the re-election of the retiring Directors will be proposed for your consideration and approval.

A form of proxy for the Annual General Meeting is enclosed with this circular. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's branch registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time fixed for the Annual General Meeting. Completion and return of a form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting in person if you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

### 7. VOTING BY WAY OF POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, all votes of the shareholders at the Annual General Meeting must be taken by way of poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions proposed at the Annual General Meeting shall be voted by poll, and the Company will announce the results of the poll in the manner as prescribed under Rule 17.47(5) of the GEM Listing Rules.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share registered in his name in the register of members of the Company. A Shareholder entitled to more than one vote needs not to use all his votes or cast all the votes he uses in the same way.

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## LETTER FROM THE BOARD

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### 8. RECOMMENDATION

The Board is of the opinion that the granting of the General Mandates, the re-appointment of its auditors and the re-election of the retiring Directors and all other resolutions set out in the notice of the Annual General Meeting are in the best interests of the Company, the Group and the Shareholders as a whole and so recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

### 9. 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 with regard to 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.

Yours faithfully,  
By order of the Board  
**Fu Chun Keung**  
*Chairman and Chief Executive Officer*

Hong Kong, 30 June 2022

*The following is an explanatory statement required to be sent to the Shareholders under the GEM Listing Rules to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in connection with the New Repurchase Mandate.*

### SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 750,000,000 Shares. Subject to the passing of the resolution granting the New Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date up to the date of passing of such resolution, the Directors will be authorised to repurchase a maximum of 75,000,000 Shares (subject to share consolidation or subdivision) which represent 10% of the total number of Shares in issue of the Company, during the period from the date of passing of such resolution up to the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law in the Cayman Islands or the Articles of Association to be held; or (iii) the revocation or variation of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting.

### SHARE PRICES

The highest and lowest prices at which the Shares have been traded on GEM during each of the previous twelve 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>2021</b>		
July	0.084	0.066
August	0.075	0.071
September	0.081	0.070
October	0.073	0.063
November	0.098	0.056
December	0.080	0.070
<b>2022</b>		
January	0.080	0.078
February	0.080	0.061
March	0.069	0.050
April	0.051	0.046
May	0.056	0.045
June ( <i>up to the Latest Practicable Date</i> )	0.055	0.046

**DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, they will exercise the power of the Company to make repurchase of Shares pursuant to the New Repurchase Mandate in accordance with the GEM Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

**REASONS AND FUNDING OF REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company, the Group and the Shareholders as a whole.

Repurchases of Shares will be financed out of funds legally available for such purpose and in accordance with the Articles of Association, the Cayman Companies Law and the GEM Listing Rules. The Cayman Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Cayman Companies Law. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or from sums standing to the credit of the share premium account of the Company.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that, based on the current prevailing market price, even if the New Repurchase Mandate is to be exercised in full, it would not have a material adverse impact on the working capital and the gearing position of the Company as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 March 2022, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the New Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**GENERAL AND EFFECT OF TAKEOVERS CODE**

To the best of their knowledge, having made all reasonable enquiries, none of the Directors nor any of their close associates (as defined in the GEM Listing Rules) have any present intention to sell any Shares to the Company or its subsidiaries, in the event that the New Repurchase Mandate is granted by the Shareholders.

No core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she has a present intention to sell any Share to the Company, or has undertaken not to do so, if the New Repurchase Mandate is granted.

If as a result of a repurchase of Shares by the Company pursuant to the New Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Fu Chun Keung is the largest Shareholder of the Company, and held 562,500,000 Shares through his wholly-owned company, Mythe Group Holdings Company Limited ("**MGH Limited**"). In the event that the Directors exercise the New Repurchase Mandate in full, the shareholding of Mr. Fu Chun Keung will be increased from 75% to approximately 83.33%. On the basis of the aforesaid increase in shareholding, the Directors are aware that exercising the New Repurchase Mandate in part or in full would not result in Mr. Fu Chun Keung becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The GEM Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

#### **SHARES REPURCHASES BY THE COMPANY**

The Company had not repurchased any of its Shares (whether on GEM or otherwise) during the six months prior to the Latest Practicable Date.

*The following are the biographical details of the retiring Directors proposed to be re-elected at the Annual General Meeting.*

**EXECUTIVE DIRECTOR****Mr. Fu Chun Keung (“Mr. Fu”)**

Mr. Fu, aged 54, was appointed as the chairman, the chief executive officer and an executive Director of the Company in January 2018. Mr. Fu is the major founder of the Group which was established in 1997, and now responsible for supervising overall management and strategy planning of the Group as well as its daily operation and management.

Mr. Fu is the spouse of Ms. Cheung Lai Yuk, an executive Director, and the younger brother of Ms. Fu Wan Ling, an executive Director.

Mr. Fu has entered into a service contract dated 11 January 2018 with the Company for his service as an executive Director for a term of 3 years, and is terminable by either party giving not less than 3 months’ written notice or payment in lieu. The directorship of Mr. Fu is subject to retirement by rotation and re-election at the Annual General Meeting of the Company in accordance with the Articles of Association.

Mr. Fu is entitled to a director’s fee of HK\$250,000.00 per month plus a discretionary bonus, which is determined by the remuneration committee of the Company with reference to Mr. Fu’s relevant experience, responsibilities and duties in the Company and the prevailing market benchmarks.

As at the Latest Practicable Date, Mr. Fu was interested in 99.3% of the issued share capital of Mythe Group Holdings Company Limited (“**MGH Limited**”) which held 562,500,000 Shares, and Mr. Fu was accordingly deemed to be interested in the 562,500,000 Shares held by MGH Limited for the purpose of Part XV of the SFO.

Save as disclosed hereinabove, as at the Latest Practicable Date, Mr. Fu (i) did not have any relationship with any other Directors, senior management, substantial shareholders, or controlling shareholders of the Company (within the meaning of the GEM Listing Rules); (ii) did not hold any other positions in the Company or any of its subsidiaries; (iii) did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange in the three years preceding the Latest Practicable Date; and (iv) did not have and was not deemed to have any other interest in the shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed hereinabove, in relation to re-election of Mr. Fu, the Board is not aware of any information that ought to be disclosed pursuant to any of the requirements of Rules 17.50(2)(h) to (v) of GEM Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

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## APPENDIX II                      BIOGRAPHIES OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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### **Ms. Cheung Lai Yuk (“Ms. Cheung”)**

Ms. Cheung, aged 49, was appointed as an executive Director in March 2018. Ms. Cheung is the head of the Group’s procurement department, and is responsible for formulating corporate and business strategies.

Ms. Cheung has over 20 years’ experience in the jewellery industry and joined the Group since 1999. Ms. Cheung was awarded by the GIA a certificate for completing the requirements of the program in Diamond Essentials in November 2014, and a certificate for completing the requirements of the program in Diamonds and Diamond Grading as well as a diploma certificate for completing the diploma program in Graduate Diamonds respectively in January 2015.

Ms. Cheung is the spouse of Mr. Fu and a sister-in-law of Ms. Fu Wan Ling, an executive Director.

Ms. Cheung has entered into a service contract dated 28 March 2018 with the Company for his service as an executive Director for a term of 3 years, and is terminable by either party giving not less than 3 months’ written notice or payment in lieu. The directorship of Ms. Cheung is subject to retirement by rotation and re-election at the Annual General Meeting of the Company in accordance with the Articles of Association.

Ms. Cheung is entitled to a director’s fee of HK\$25,000.00 per month plus a discretionary bonus, which is determined by the remuneration committee of the Company with reference to Ms. Cheung’s relevant experience, responsibilities and duties in the Company and the prevailing market benchmarks.

As at the Latest Practicable Date, Ms. Cheung, Mr. Fu and Ms. Fu Wan Ling were collectively interested in 100% of the issued share capital of MGH Limited which held 562,500,000 Shares, and as Ms. Cheung was the spouse of Mr. Fu and the sister-in-law of Ms. Fu Wan Ling, Ms. Cheung was accordingly deemed to be interested in the 562,500,000 Shares held by MGH Limited for the purpose of Part XV of the SFO.

Save as disclosed hereinabove, as at the Latest Practicable Date, Ms. Cheung (i) did not have any relationship with any other Directors, senior management, substantial shareholders, or controlling shareholders of the Company (within the meaning of the GEM Listing Rules); (ii) did not hold any other positions in the Company or any of its subsidiaries; (iii) did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange in the three years preceding the Latest Practicable Date; and (iv) did not have and was not deemed to have any other interest in the shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed hereinabove, in relation to re-election of Ms. Cheung, the Board is not aware of any information that ought to be disclosed pursuant to any of the requirements of Rules 17.50(2)(h) to (v) of GEM Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 IS HEREBY GIVEN** that the annual general meeting (the “**Annual General Meeting**”) of Chong Fai Jewellery Group Holdings Company Limited (the “**Company**”) will be held at 40/F, Dah Sing Financial Centre, 248 Queen’s Road East, Wanchai, Hong Kong on Monday, 8 August 2022 at 10:00 a.m. (Hong Kong time) (or any adjournment thereof) for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company for the year ended 31 March 2022.
2. To re-elect the following Directors pursuant to the Company’s Articles of Association and to authorise the board of Directors to fix their respective remuneration:
  - (i) Mr. Fu Chun Keung as an executive Director; and
  - (ii) Ms. Cheung Lai Yuk as an executive Director.
3. To re-appoint Grant Thornton Hong Kong Limited as the auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Directors to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. “THAT:

- (A) subject to paragraph (C) below, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued ordinary shares of the Company (the “**Shares(s)**”) and to make or grant offers, agreements or options which might require the exercise of such powers be and is hereby approved generally and unconditionally;
- (B) the approval in paragraph (A) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (C) the total number of Shares allotted and issued, or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (A) of this Resolution, otherwise than pursuant to (a) a Rights Issue (as defined below); or (b) the grant or exercise of any option under the share option scheme of the Company; or (c) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company in force from time to time; or (d) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
  - (i) 20% of the total number of Shares in issue as at the date of the passing of this resolution; and
  - (ii) provided that ordinary resolution No. 6 is passed, the total number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the total number of Shares in issue on the date of the passing of this resolution), and the authority pursuant to paragraph (A) of this resolution shall be limited accordingly;

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## NOTICE OF ANNUAL GENERAL MEETING

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(D) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company, or any other applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their holdings of such Shares, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong.”

5. “**THAT:**

- (A) subject to paragraph (B) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase its Shares in the capital of the Company on GEM of The Stock Exchange of Hong Kong Limited or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, The Stock Exchange of Hong Kong Limited and all other applicable laws in this regard, be and is hereby approved generally and unconditionally;

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## NOTICE OF ANNUAL GENERAL MEETING

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(B) the total number of Shares authorised to be repurchased or agreed conditionally or unconditionally to be repurchased by the Directors pursuant to the approval in paragraph (A) above shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(C) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required either by the Articles of Association of Company or any other applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

6. “**THAT** conditional upon the passing of ordinary resolutions No. 4 and No. 5 above, the aggregate number of Shares that shall have been repurchased by the Company after the date thereof pursuant to and in accordance with the said ordinary resolution No. 5 shall be added to the aggregate number of Shares that may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to the general mandate to allot and issue shares granted to the Directors by the said ordinary resolution No. 4.”

By order of the Board

**Fu Chun Keung**

*Chairman and Chief Executive Officer*

Hong Kong, 30 June 2022

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- i. For the purpose of determining the shareholders of the Company who are entitled to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Wednesday, 3 August 2022 to Monday, 8 August 2022 (both days inclusive), during which no transfer of Shares can be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfer documents should be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Tuesday, 2 August 2022.
- ii. Any member of the Company entitled to attend and vote at a meeting of the Company or a meeting of the holder of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a poll, votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member holding two or more shares may appoint more than one proxy to attend on the same occasion.
- iii. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised.
- iv. 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 of that power or authority shall be deposited to the Company's branch registrar in Hong Kong, Tricor Investor Services Limited of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or adjourned meeting (as the case may be).
- v. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Annual General Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- vi. As at the date of this announcement, 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 Cheong Tat, Mr. Wong Wing Keung Meyrick and Mr. Chan Chi Ming Tony.

vii. **BAD WEATHER ARRANGEMENTS:**

The Annual General Meeting will be held on Monday, 8 August 2022 as scheduled regardless of whether or not an amber or red rainstorm warning signal is in force in Hong Kong at any time on that day.

However, if a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 7:00 a.m. on Monday, 8 August 2022, the Annual General Meeting will not be held on that day but will be automatically postponed and, by virtue of this notice, be held at the same time and place on Monday, 15 August 2022 instead. Shareholders may call the hotline at (852) 2940 6038 or visit the website of the Company at [www.chongfaiholdings.com](http://www.chongfaiholdings.com) for details of the postponement and alternative meeting arrangements.

Shareholders should make their own decision as to whether they would attend the Annual General Meeting under bad weather conditions having regard to their own situation and if they should choose to do so, they are advised to exercise care and caution.

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## NOTICE OF ANNUAL GENERAL MEETING

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viii. In light of the COVID-19, the Company will implement certain precautionary measures at the Annual General Meeting in the interests of the health and safety of our shareholders, directors, staff and other participants of the Annual General Meeting, which include without limitation:

- (i) requiring all attendees of the Annual General Meeting be subject to body temperature checking;
- (ii) requiring all attendees of the Annual General Meeting to wear surgical mask before they are permitted to attend, and during their attendance of the Annual General Meeting;
- (iii) no distribution of souvenir and no refreshment will be served by the Company at the Annual General Meeting this year; and
- (iv) requiring all attendees to scan the “LeaveHomeSafe” venue and vaccination QR codes and comply with the Vaccine Pass requirements by presenting his/her valid vaccination, exemption or recovery record as required under the directions issued pursuant to the Prevention and Control of Disease (Vaccine Pass) Regulation (Chapter 599L of the Laws of Hong Kong), prior to attending the Annual General Meeting.

Should anyone seeking to attend the Annual General Meeting does not comply with these precautionary measures or has feverlike or otherwise unwell symptoms or is subject to any Hong Kong Government prescribed quarantine, the Company reserves the right to refuse such person’s admission to the Annual General Meeting.

Shareholders are kindly reminded that subject to the situation of COVID-19 at the time of the Annual General Meeting, the attendance at the Annual General Meeting may pose a health risk to the attendees. Shareholders should assess for themselves whether they should attend in person. Shareholders may consider appointing the chairman of the Annual General Meeting as his/her proxy to vote on the resolutions, instead of attending the Annual General Meeting in person.

ix. In the event of any inconsistency, the English version of this notice shall prevail over the Chinese version.