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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;
**(3) PROPOSED ADOPTION OF THE NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION;**
AND
(4) NOTICE OF ANNUAL GENERAL MEETING
-

A notice convening the annual general meeting of Chong Fai Jewellery Group Holdings Company Limited (the “**Company**”) to be held at No. 6-13, Faerie Court, 80 Ko Shan Road, Hung Hom, Kowloon, Hong Kong, on Tuesday, 8 August 2023, at 10:00 a.m. (Hong Kong time) is set out on pages 22 to 26 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 Sunday, 6 August 2023) 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 for at least 7 days from the date of its posting and on the website of the Company at www.chongfaiholdings.com.

Hong Kong, 14 July 2023

CHARACTERISTICS OF GEM

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

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 No. 6-13, Faerie Court, 80 Ko Shan Road, Hung Hom, Kowloon, Hong Kong on Tuesday, 8 August 2023, at 10:00 a.m. (Hong Kong time) in relation to the Company’s financial year ended 31 March 2023
“Annual Report”	the annual report of the Company for the financial year ended 31 March 2023
“Articles of Association”	the amended and restated articles of association as amended from time to time
“Board”	the board of Directors
“Cayman Companies Act”	the Companies Act, 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”	10 July 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Memorandum and Articles”	the existing memorandum and articles of association of the Company

DEFINITIONS

“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 Memorandum and Articles”	the second amended and restated memorandum and articles of association proposed to be adopted at the Meeting
“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
“Proposed Amendments”	the proposed amendments to the Memorandum and the Articles to, among other things, (i) bring the Memorandum and the Articles up to date and in line with the revised requirements under the Listing Rules and applicable laws of Cayman Islands; and (ii) incorporate certain housekeeping amendments, the details of which are set out in Appendix III to this circular
“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.

LETTER FROM THE BOARD



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, 14 July 2023

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;
**(3) PROPOSED ADOPTION OF THE NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION;**
AND
(4) 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 No. 6-13, Faerie Court, 80 Ko Shan Road, Hung Hom, Kowloon, Hong Kong on Tuesday, 8 August 2023, at 10:00 a.m. relating to, among other things, (i) the proposed granting of the General Mandates to issue shares and repurchase shares; (ii) the proposed re-election of the Directors; and (iii) the proposed

LETTER FROM THE BOARD

adoption of the new Memorandum and Articles of Association. The notice of the Annual General Meeting containing the proposed resolutions and other information is set out on pages 22 to 26 of this circular.

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 Act 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.

LETTER FROM THE BOARD

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, Ms. Fu Wan Ling (“**Ms. Fu**”) and Mr. Chan Cheong Tat (“**Mr. Chan**”) 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, Ms. Fu and Mr. Chan, 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.

LETTER FROM THE BOARD

The Nomination Committee is satisfied that at all times during the period of directorship with the Company, Ms. Fu and Mr. Chan 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. Ms. Fu and Mr. Chan have provided valuable contributions and insights to the Board. Ms. Fu and Mr. Chan have the requisite character, integrity and experience to continuously and effectively fulfill their role as executive Directors. 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, Ms. Fu and Mr. Chan, 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 2022/23 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.

6. PROPOSED ADOPTION OF THE NEW MEMORANDUM AND THE ARTICLES

The Company proposes to amend its Memorandum and Articles in order to: (i) bring the Memorandum and the Articles up to date and in line with the revised requirements under the Listing Rules and the applicable laws of Cayman Islands; and (ii) incorporate certain housekeeping amendments. The Board will also propose that the New Memorandum and Articles, which contain all the Proposed Amendments as set out in Appendix III to this circular, be adopted to replace the Memorandum and the Articles. The Proposed Amendments and adoption of the New Memorandum and Articles are subject to the approval of the Shareholders by way of a special resolution at the Meeting. Full particulars of the Proposed Amendments are set out in Appendix III to this circular.

The Proposed Amendments are written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the New Memorandum and Articles is purely for reference only. Should there be any discrepancy, the English version of the New Memorandum and Articles shall prevail.

LETTER FROM THE BOARD

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments and the adoption of the New Memorandum and Articles comply with the requirements of the Listing Rules and the legal advisers to the Company as to the laws of Cayman Islands have confirmed that the Proposed Amendments and the adoption of the New Memorandum and Articles are not inconsistent with and do not contravene the laws of Cayman Islands applicable to the Company which are currently in force. The Company confirms that there is nothing unusual about the Proposed Amendments and the adoption of the New Memorandum and Articles for a company listed on the Stock Exchange.

7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice convening the Annual General Meeting to be held at No. 6-13, Faerie Court, 80 Ko Shan Road, Hung Hom, Kowloon, Hong Kong on Tuesday, 8 August 2023, at 10:00 a.m. (Hong Kong time) is set out on pages 22 to 26 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 2023, 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

8. 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.

LETTER FROM THE BOARD

9. 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.

10. 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, 14 July 2023

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:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
July	0.052	0.047
August	0.056	0.046
September	0.093	0.046
October	0.070	0.047
November	0.055	0.045
December	0.064	0.052
2023		
January	0.063	0.056
February	0.065	0.055
March	0.060	0.045
April	0.052	0.043
May	0.050	0.040
June	0.041	0.034
July (<i>up to the Latest Practicable Date</i>)	0.039	0.031

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 Act and the GEM Listing Rules. The Cayman Companies Act 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 Act. 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 2023, 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**Ms. Fu Wan Ling (“Ms. Fu”)**

Ms. Fu, aged 62, is an executive Director since 2018. Ms. Fu is responsible for formulating the overall strategy, supervising the administration and overseeing the inventory of the Group.

Ms. Fu has over 20 years of experience in the jewellery industry and joined the Group since 1997. Ms. Fu is the elder sister of Mr. Fu Chun Keung, the executive Director and the sister-in-law of Ms. Cheung Lai Yuk, the executive Director and the spouse of Mr. Fu Chun Keung.

Ms. Fu has entered into a service contract with the Company for 3 years, and is terminable by either party giving not less than 3 months’ written notice or payment in lieu. The appointment of Ms. 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.

For the year ended 31 March 2023, Ms. Fu received to a director’s emolument of HK\$338,000, which is determined by the remuneration committee of the Company with reference to Ms. Fu’s relevant experience, responsibilities and duties in the Company and the prevailing market benchmarks.

Save as disclosed, Ms. Fu has no relationship with any other Directors, senior management, substantial shareholders, or controlling shareholders of the Company (within the meaning of the GEM Listing Rules). As at the Latest Practicable Date, Ms. Fu has interest in 562,500,000 Shares (within the meaning of Part XV of the SFO).

Save as disclosed, Ms. Fu did not hold any other positions in the Company or any of its subsidiaries and 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.

Other than those disclosed above, in relation to re-election of Ms. 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, nor are there any other matters that ought to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR**Mr. Chan Cheong Tat (“Mr. Chan”)**

Mr. Chan, aged 73, is an independent non-executive Director since 2018. Mr. Chan is responsible for supervising and providing independent judgment to the Board.

Mr. Chan has over 32 years of working experience in the Inland Revenue Department and he was an assistant commissioner responsible for tax compliance before he retired in 2005.

Mr. Chan is the sole director of a tax consultancy company, C T Tax Consultants Limited since 2006. Further, Mr. Chan is an independent non-executive director of Medicskin Holdings Limited (stock code: 8307) since 2014; and an independent non-executive director of Hyfusin Group Holdings Limited (stock code: 8512) since 2018, an independent non-executive director of Accel Group Holdings Limited (stock code: 1283), since February 2020, an independent non-executive director of Ye Xing Group Holdings Limited (stock code: 1941) since February 2020, an independent non-executive director of Wasion Group Holdings Limited (stock code: 3393) since June 2020, and a non-executive director of Alpha Financial Group Limited since September 2019. He was also an independent non-executive director of Man Sang International Limited (stock code: 938) from 2015 to 2016 and Guangdong Tannery Limited (stock code: 1058) from 2006 to 2020.

Mr. Chan graduated from Central Queensland University of Australia with a master degree in financial management in 1995. He has been an associate of The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) (U.K.) since 1974 and The Hong Kong Institute of Chartered Secretaries since 1994. Mr. Chan is a fellow member of the Hong Kong Institute of Certified Public Accountants (formerly known as the Hong Kong Society of Accountants) since 1986; a fellow member of the Association of Chartered Certified Accountants since 1983; and a fellow member of the Australian Society of Certified Practising Accountants since 1990.

As at the Latest Practicable Date, Mr. Chan has no interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Chan has entered into a service contract with the Company for a term of three years. For the year ended 31 March 2023, Mr. Chan received HK\$114,000 as Director’s fee.

As at Latest Practicable date, Mr. Chan confirms that, he (i) did not hold any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with any member of the group; (iii) does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company nor any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iv) is not aware of any additional information that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of GEM Listing Rules, nor are there any other matters that ought to be brought to the attention of the Shareholders.

APPENDIX III PROPOSED AMENDEMENTS TO THE MEMORANDUM AND THE ARTICLES OF ASSOCIATION

To reflect the proposed amendments to the existing amended and restated memorandum of association (the “**Memorandum**”) and the existing amended and restated articles of association of the Company (the “**Articles**”) and to be in line with Appendix 3 to the GEM Listing Rules which took effect on 1 January 2022, the Board proposes to make certain amendments to the Memorandum and the Articles and seek the approval of the Shareholders by way of a special resolution for the proposed amendments to the Articles at the AGM.

The Company’s legal advisers have confirmed that the proposed amendments to the Memorandum and the Articles are in compliance with the requirement of the GEM Listing Rules. The Company also confirmed that there is nothing unusual about the proposed amendments to the Memorandum and the Articles for a company listed in Hong Kong.

In accordance with Article 35 of the Articles, the proposed amendments to the Memorandum and the Articles shall be subject to the approval of the Shareholders by way of a special resolution.

GENERAL AMENDMENTS

- (i) Replacing all references to the words “Companies Law (2018 Revision)” with “Companies Act (As Revised)” wherever they appear in the Memorandum and the Articles;
- (ii) Replacing all references to the word “Law” with “Act” wherever they appear in the Memorandum and the Articles; and
- (iii) Replacing the name “DOMINATE GROUP HOLDINGS COMPANY LIMITED” with “CHONG FAI JEWELLERY GROUP HOLDINGS COMPANY LIMITED” wherever they appear in the Memorandum and the Articles.

SPECIFIC AMENDMENTS

A comparison between the provisions of the existing amended and restated and the proposed amendments to the Memorandum and the Articles is set out in the table below.

Memorandum

Clause	Currently in force	Proposed to be amended as
1	The name of the Company is Dominate Group Holdings Company Limited.	The name of the Company is Chong Fai Jewellery Group Holdings Company Limited 創輝珠寶集團控股有限公司.
5	The share capital of the Company is HK\$15,000,000 divided into 1,500,000,000 shares of a nominal or par value of HK\$0.01 each.	The authorised share capital of the Company is HK\$15,000,000 divided into 1,500,000,000 shares of a nominal or par value of HK\$0.01 each.

**APPENDIX III PROPOSED AMENDEMENTS TO THE MEMORANDUM
AND THE ARTICLES OF ASSOCIATION**

Articles

Article	Currently in force	Proposed to be amended as
2.2	<p>“Companies Law”</p> <p>shall mean the Companies Law (2018 Revision), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p>	<p>“Companies Act”</p> <p>shall mean the Companies Act (As Revised), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p>
2.2	<p>Electronic Transactions Law</p> <p>shall mean the Electronic Transactions Law (2003 Revision) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor</p>	<p>Electronic Transactions Act</p> <p>shall mean the Electronic Transactions Act (As Revised) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor</p>
2.6	<p>Sections 8 and 19(3) of the Electronic Transactions Law shall not apply.</p>	<p>Sections 8 and 19 of the Electronic Transactions Act shall not apply.</p>
12.1	<p>The Company shall hold a general meeting as its annual general meeting in each year other than the year of the Company’s adoption of these Articles, within a period of not more than 15 months after the holding of the last preceding annual general meeting or not more than 18 months after the date of adoption of these Articles (or such longer period as the Exchange may authorise). The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.</p>	<p>The Company shall hold a general meeting as its annual general meeting for each financial year, to be held within six months (or such other period as may be permitted by the Listing Rules or the Exchange) after the end of such financial year. The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.</p>

**APPENDIX III PROPOSED AMENDEMENTS TO THE MEMORANDUM
AND THE ARTICLES OF ASSOCIATION**

Article	Currently in force	Proposed to be amended as
12.3	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any one or more members holding together, as at the date of deposit of the requisition, shares representing not less than one-tenth of the voting rights, on a one vote per share basis, of the Company which carry the right of voting at general meetings of the Company. The written requisition shall be deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office of the Company specifying the objects of the meeting and the resolutions to be added to the meeting agenda, and signed by the requisitionist(s). If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>

**APPENDIX III PROPOSED AMENDEMENTS TO THE MEMORANDUM
AND THE ARTICLES OF ASSOCIATION**

Article	Currently in force	Proposed to be amended as
14.1	<p>Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where a show of hands is allowed, every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.</p>	<p>Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting, every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have (a) the right to speak, (b) one vote for each share registered in his name in the register on a poll, except where a member is required, by the listing rules, to abstain from voting on a matter under consideration and (c) one vote on a show of hands. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.</p>

**APPENDIX III PROPOSED AMENDEMENTS TO THE MEMORANDUM
AND THE ARTICLES OF ASSOCIATION**

Article	Currently in force	Proposed to be amended as
14.15	<p>If a recognised clearing house (or its nominee(s)) is a member it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any general meeting of any class of members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarized authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such authorisation, including, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.</p>	<p>If a recognised clearing house (or its nominee(s)) is a member it may authorise such person or persons as it thinks fit to act as its representative(s) at any meeting of the Company or at any general meeting of any class of members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarized authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such authorisation, including, the right to speak and vote, and where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.</p>
16.2	<p>The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting.</p>	<p>The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election at that meeting.</p>

**APPENDIX III PROPOSED AMENDEMENTS TO THE MEMORANDUM
AND THE ARTICLES OF ASSOCIATION**

Article	Currently in force	Proposed to be amended as
16.3	<p>The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Companies Law, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election.</p>	<p>The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Companies Act, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors.</p>

**APPENDIX III PROPOSED AMENDEMENTS TO THE MEMORANDUM
AND THE ARTICLES OF ASSOCIATION**

Article	Currently in force	Proposed to be amended as
29.2	<p>The Company shall at every annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.</p>	<p>The Company shall at every annual general meeting by ordinary resolution appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed by ordinary resolution, provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.</p>

**APPENDIX III PROPOSED AMENDEMENTS TO THE MEMORANDUM
AND THE ARTICLES OF ASSOCIATION**

Article	Currently in force	Proposed to be amended as
32.1	<p>If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator may, with the authority of a special resolution of the Company and any other sanction required by the Companies Law divide among the members in specie or kind the whole or any part of the assets of the Company (whether the assets shall consist of property of one kind or shall consist of properties of different kinds) and may for such purpose set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority or sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like authority or sanction and subject to the Companies Law, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any assets, shares or other securities in respect of which there is a liability.</p>	<p>If the Company shall be wound up (whether the liquidation is voluntary in accordance with the Companies Act, under supervision or by the court) the liquidator may, with the authority of a special resolution of the Company and any other sanction required by the Companies Act divide among the members in specie or kind the whole or any part of the assets of the Company (whether the assets shall consist of property of one kind or shall consist of properties of different kinds) and may for such purpose set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority or sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like authority or sanction and subject to the Companies Act, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any assets, shares or other securities in respect of which there is a liability.</p>
N/A	N/A (this provision is newly added)	32.4 Subject to the Companies Act, the Company may by special resolution resolve that the Company be wound up voluntarily.
34	<p>Financial Year</p> <p>The financial year of the Company shall be prescribed by the Board and may, from time to time, be changed by it.</p>	<p>Financial Year</p> <p>The financial year of the Company shall be prescribed by the Board and may, from time to time, be changed by it. Unless the Board otherwise prescribe, the financial year of the Company shall end on 31st March in each year and, following the year of incorporation, shall begin on 1st April in each year.</p>

NOTICE OF ANNUAL GENERAL MEETING



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 No. 6-13, Faerie Court, 80 Ko Shan Road, Hung Hom, Kowloon, Hong Kong on Tuesday, 8 August 2023 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:

ORDINARY RESOLUTIONS

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 2023.
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) Ms. Fu Wan Ling as an executive Director; and
 - (ii) Mr. Chan Cheong Tat as an independent non-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.
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;

NOTICE OF ANNUAL GENERAL MEETING

- (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;
- (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;

NOTICE OF ANNUAL GENERAL MEETING

“**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;
- (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.”

NOTICE OF ANNUAL GENERAL MEETING

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.”

SPECIAL RESOLUTION

By way of special business, to consider, and if thought fit, to pass the following resolution, with or without modification, as a special resolution:

7. “**THAT**:
- A. the proposed amendments (the “**Proposed Amendments**”) to the existing amended and restated memorandum of association and the existing amended and restated articles of association of the Company (the “**Existing Memorandum and Articles**”), the details of which are set out in the circular of the Company dated 14 July 2023, be and are hereby approved;
 - B. the second amended and restated memorandum of association and the second amended and restated articles of association (the “**New Memorandum and Articles**”), which contains all the Proposed Amendments and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the Existing Articles with immediate effect; and
 - C. any director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Memorandum and Articles, including without limitation, attending to the necessary filings with the Registrar of Companies in Cayman Islands and Hong Kong, and the Company’s registered office provider be and is hereby authorised and instructed to make filing with the Registrar of Companies in the Cayman Islands that is necessary in connection with this resolution.”

By order of the Board

Fu Chun Keung

Chairman and Chief Executive Officer

Hong Kong, 14 July 2023

NOTICE OF ANNUAL GENERAL MEETING

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 Thursday, 3 August 2023 to Tuesday, 8 August 2023 (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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Wednesday, 2 August 2023.
- 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 Tuesday, 8 August 2023 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 Tuesday, 8 August 2023, 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 Tuesday, 15 August 2023 instead. Shareholders may call the hotline at (852) 2940 6038 or visit the website of the Company at 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.

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