



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)

Form of Proxy for Extraordinary General Meeting

I/We ⁽¹⁾ _____
of ⁽¹⁾ _____
being the registered holder(s) of ⁽²⁾ _____ shares of HK\$0.1
each in the share capital of Chong Fai Jewellery Group Holdings Company Limited (the “Company”). **HEREBY APPOINT** ⁽³⁾ the Chairman of the
Extraordinary General Meeting or _____
of _____
as my/our proxy to act for me/us and on my/our behalf at the extraordinary general meeting of the Company (the “**Extraordinary General Meeting**”) to be held on Thursday, 8 August 2024 at 11:00 a.m. at 40/F, Dah Sing Financial Centre, 248 Queen’s Road East, Wan Chai, Hong Kong and at any adjournment thereof and to vote for me/us and in my/our name(s) in respect of such resolutions as indicated below and, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	<p>“THAT</p> <p>(a) the authorised share capital of the Company be increased from HK\$15,000,000 divided into 150,000,000 shares with a par value of HK\$0.1 each to HK\$750,000,000 divided into 7,500,000,000 shares with a par value of HK\$0.1 each by creating an additional 7,350,000,000 unissued shares with a par value of HK\$0.1 each to rank pari passu in all respects with the existing shares (the “Increase in Authorised Share Capital”); and</p> <p>(b) any one or more Directors be and is/are hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the Increase in Authorised Share Capital (including without limitation instructing the registered office provider of the Company to make the necessary filings with the Registrar of Companies in the Cayman Islands).”</p>		
2.	<p>“THAT conditional upon the passing of resolution number 1 as set out above and the Increase in Authorised Share Capital becoming effective, and subject to the satisfaction of the conditions set out in the Letter from the Board under the heading “Conditions of the Rights Issue” in the Circular:</p> <p>(a) the allotment and issue by way of rights of not more than 225,000,000 Rights Shares at the Subscription Price of HK\$0.12 per Rights Share on the basis of three Rights Shares for every one Share in issue held by the Qualifying Shareholders whose names appear on the register of members of the Company as at the close of business on the Record Date, save for the Shareholders whose addresses as of the Record Date are outside of Hong Kong (if any) to whom the Directors, based on the legal opinions to be provided by the legal advisers of the Company, consider it necessary or expedient not to offer the Rights Shares on account either of the legal restrictions under the laws of the relevant place(s) of their registered address(es) or the requirements under the laws of the relevant regulatory body(ies) or stock exchange(s) in such place(s), and substantially on the terms and conditions set out in the Circular (a copy of which marked “A” is produced to the meeting and initialed by the chairman of the meeting for the purpose of identification) and such other terms and conditions as may be determined by the Directors, be and is hereby approved, confirmed and ratified;</p> <p>(b) the placing agreement (the “Placing Agreement”) dated 25 June 2024 entered into between the Company and First Shanghai Securities Limited (a copy of which marked “B” is produced to the meeting and initialed by the chairman of the meeting for the purpose of identification), in relation to the placing of the Rights Shares not subscribed by the Qualifying Shareholders and/or the Rights Shares which would otherwise has/have been provisionally allotted to the Non-Qualifying Shareholder(s) in nil-paid form that has/have not been sold by the Company at the placing price of HK\$0.12 on a best-efforts basis, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(c) any one or more Directors be and is/are hereby authorised to allot and issue the Rights Shares (which shall include the Placing Shares) pursuant to or in connection with the Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro-rata to the Qualifying Shareholders and, in particular, the Board may make such exclusions or other arrangements in relation to the Non-Qualifying Shareholders as it may deem necessary or expedient having regard to the legal restrictions under the laws of, or the requirements of the relevant regulatory body or stock exchange in, any territory outside Hong Kong;</p>		

ORDINARY RESOLUTIONS	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
(d) any one or more Directors be and is/are hereby authorised to take such actions, do all such acts and things and execute all such further documents or deeds as he/they may, in his/their absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Rights Issue, the Placing Agreement and the transactions contemplated thereunder; and		
(e) any one or more Directors be and is/are hereby authorised to instruct the Company's branch share registrar and transfer office in Hong Kong to make entries in the register of members of the Company in connection with the Rights Issue and that any Director be instructed to prepare, sign, seal (if required) and deliver on behalf of the Company share certificates accordingly."		

Dated this _____ day of _____ 2024

Signature(s) ⁽⁷⁾ _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the share capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Extraordinary General Meeting is preferred, strike out the words "the Chairman of the Extraordinary General Meeting or" and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
4. **IMPORTANT:** If you wish to vote for any of the resolutions, tick in the appropriate box marked "**FOR**". If you wish to vote against any of the resolutions, tick in the appropriate box marked "**AGAINST**". Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to above.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
6. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, in person or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
7. To be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be completed and lodged 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, not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or adjourned extraordinary general meeting. Completion and return of the form of proxy will not preclude shareholders from attending the Extraordinary General Meeting and voting in person if they so wish.
8. The full text of the proposed resolutions are set out in the notice of the Extraordinary General Meeting.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) "**Personal Data**" in these statements has the same meaning as "**personal data**" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("**PDPO**").
- (ii) The supply of your Personal Data to the Company is on a voluntary basis and such data will be used for processing your instructions as stated in this form of proxy.
- (iii) Your Personal Data will not be transferred to other third parties (other than the Company's branch share registrar in Hong Kong) unless it is a requirement to so do by law, for example, in response to a court order or a law enforcement agency's request and will be retained for such period as may be necessary for our verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to the Personal Data Privacy Officer of Tricor Investor Services Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.