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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) 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 31 July 2025 at 10:00 a.m. and to consider and, if thought fit, pass, with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. “**THAT:** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the approval for the listing of, and permission to deal in, the shares of the Company (the “**Shares**”) which may fall to be allotted and issued pursuant to the exercise of any options (the “**Options**”) that may be granted under the 2025 share option scheme of the Company (the rules of which are contained in the document marked “**A**” produced to the EGM and initialed by the chairman of the EGM for the purpose of identification) (the “**2025 Share Option Scheme**”), the 2025 Share Option Scheme be and is hereby approved and adopted and the directors (the “**Directors**”) and the remuneration committee (the “**Remuneration Committee**”) of the Company be and are hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2025 Share Option Scheme including without limitation:
 - (i) to administer the 2025 Share Option Scheme;
 - (ii) to modify and/or amend the 2025 Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2025 Share Option Scheme relating to modification and/or amendment and subject to Chapter 23 of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”);

- (iii) to allot and issue from time to time such number of Shares as may be required to be allotted and issued pursuant to the exercise of the Options granted under the 2025 Share Option Scheme;
 - (iv) to make an application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in any Shares which may thereafter from time to time be allotted and issued pursuant to the exercise of the Options granted under the 2025 Share Option Scheme;
 - (v) to consent, if they deem fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2025 Share Option Scheme;
 - (vi) the scheme mandate limit of the 2025 Share Option Scheme (representing 10% of the total number of Shares in issue, excluding treasury shares) be and is hereby approved and adopted; and
 - (vii) to do such acts and things and enter into such transactions, arrangements and agreements as the Directors may in their sole discretion consider necessary, desirable or expedient in order to give full effect to and implement the 2025 Share Option Scheme; and
 - (viii) conditional upon the 2025 Share Option Scheme becoming effective, the existing share option scheme adopted by the Company on 6 March 2019 (the “**Existing Share Option Scheme**”) be and is hereby terminated with effect from the adoption of the 2025 Share Option Scheme (without prejudice to the rights and benefits of and attached to any outstanding options which have been granted under the Existing Share Option Scheme prior to the date of the passing of this resolution).”
2. “**THAT:** conditional upon the 2025 Share Option Scheme taking effect, the Service Provider Sublimit on the total number of Shares which may be issued in respect of any options granted under the 2025 Share Option Scheme, representing 1% of the total number of Shares in issue (excluding treasury shares), be and is hereby approved and adopted.”
3. “**THAT:** conditional upon the 2025 Share Option Scheme taking effect, the grant of 15,000,000 Options to Mr. Fu under the 2025 Share Option Scheme, to subscribe for the Shares at the exercise price of HK\$0.142 per Share on the terms and conditions set out in the circular to the shareholders of the Company dated 16 July, 2025 (the “**Circular**”) be and is hereby confirmed and approved”
4. “**THAT:** conditional upon the 2025 Share Option Scheme taking effect, the grant of 10,200,000 Options to Ms. Cheung under the 2025 Share Option Scheme, to subscribe for the Shares at the exercise price of HK\$0.142 per Share on the terms and conditions set out in the circular to the shareholders of the Company dated 16 July, 2025 (the “**Circular**”) be and is hereby confirmed and approved”

5. “**THAT:** conditional upon the 2025 Share Option Scheme taking effect, the grant of 6,000,000 Options to Mr. Fu Ho Hon under the 2025 Share Option Scheme, to subscribe for the Shares at the exercise price of HK\$0.142 per Share on the terms and conditions set out in the circular to the shareholders of the Company dated 16 July, 2025 (the “**Circular**”) be and is hereby confirmed and approved”
6. “**THAT:** conditional upon the 2025 Share Option Scheme taking effect, the grant of 3,000,000 Options to Mr. Zhang under the 2025 Share Option Scheme, to subscribe for the Shares at the exercise price of HK\$0.142 per Share on the terms and conditions set out in the circular to the shareholders of the Company dated 16 July, 2025 (the “**Circular**”) be and is hereby confirmed and approved”
7. “**THAT:** conditional upon the 2025 Share Option Scheme taking effect, the grant of 3,000,000 Options to Ms. Lin under the 2025 Share Option Scheme, to subscribe for the Shares at the exercise price of HK\$0.142 per Share on the terms and conditions set out in the circular to the shareholders of the Company dated 16 July, 2025 (the “**Circular**”) be and is hereby confirmed and approved”
8. “**THAT:** conditional upon the 2025 Share Option Scheme taking effect, the grant of 3,000,000 Options to Mr. Yu under the 2025 Share Option Scheme, to subscribe for the Shares at the exercise price of HK\$0.142 per Share on the terms and conditions set out in the circular to the shareholders of the Company dated 16 July, 2025 (the “**Circular**”) be and is hereby confirmed and approved”
9. “**THAT:** conditional upon the 2025 Share Option Scheme taking effect, the grant of 3,000,000 Options to Mr. Song under the 2025 Share Option Scheme, to subscribe for the Shares at the exercise price of HK\$0.142 per Share on the terms and conditions set out in the circular to the shareholders of the Company dated 16 July, 2025 (the “**Circular**”) be and is hereby confirmed and approved”
10. “**THAT:** conditional upon the 2025 Share Option Scheme taking effect, the grant of 3,000,000 Options to Ms. Wang under the 2025 Share Option Scheme, to subscribe for the Shares at the exercise price of HK\$0.142 per Share on the terms and conditions set out in the circular to the shareholders of the Company dated 16 July, 2025 (the “**Circular**”) be and is hereby confirmed and approved”
11. “**THAT:** conditional upon the 2025 Share Option Scheme taking effect, the grant of 3,000,000 Options to Ms. Song under the 2025 Share Option Scheme, to subscribe for the Shares at the exercise price of HK\$0.142 per Share on the terms and conditions set out in the circular to the shareholders of the Company dated 16 July, 2025 (the “**Circular**”) be and is hereby confirmed and approved”

12. “**THAT:** conditional upon the 2025 Share Option Scheme taking effect, the grant of 3,000,000 Options to Ms. Ling under the 2025 Share Option Scheme, to subscribe for the Shares at the exercise price of HK\$0.142 per Share on the terms and conditions set out in the circular to the shareholders of the Company dated 16 July, 2025 (the “**Circular**”) be and is hereby confirmed and approved”
13. “**THAT:** conditional upon the 2025 Share Option Scheme taking effect, the grant of 3,000,000 Options to Mr. Feng under the 2025 Share Option Scheme, to subscribe for the Shares at the exercise price of HK\$0.142 per Share on the terms and conditions set out in the circular to the shareholders of the Company dated 16 July, 2025 (the “**Circular**”) be and is hereby confirmed and approved”
14. “**THAT:** conditional upon the 2025 Share Option Scheme taking effect, the grant of 3,000,000 Options to Ms. Ni under the 2025 Share Option Scheme, to subscribe for the Shares at the exercise price of HK\$0.142 per Share on the terms and conditions set out in the circular to the shareholders of the Company dated 16 July, 2025 (the “**Circular**”) be and is hereby confirmed and approved”
15. “**THAT:** conditional upon the 2025 Share Option Scheme taking effect, the grant of 1,800,000 Options to Mr. Xie under the 2025 Share Option Scheme, to subscribe for the Shares at the exercise price of HK\$0.142 per Share on the terms and conditions set out in the circular to the shareholders of the Company dated 16 July, 2025 (the “**Circular**”) be and is hereby confirmed and approved”

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

Hong Kong, 16 July 2025

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

Principal place of business:
No. 6-13, Faerie Court
80 Ko Shan Road, Hung Hom
Kowloon, Hong Kong

Notes:

1. For determining shareholders’ eligibility to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 25 July 2025 to Thursday, 31 July 2025, both days inclusive, during which period no transfer of the Shares will be registered. To be eligible to attend and vote at the EGM, unregistered holders of the Shares should ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 24 July 2025.

2. Any shareholder of the Company entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy does not have to be a shareholder of the Company.
3. To be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for the Meeting (or any adjournment thereof).
4. Completion and delivery of a form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any Shares, any one of such joint holder may vote at the Meeting, either in person or by proxy in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint holders is present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such Shares shall alone be entitled to vote in respect thereof.
6. A form of proxy for use at the EGM is attached herewith.
7. Any voting at the EGM shall be taken by poll.
8. The form of proxy shall be signed by a shareholder of the Company or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney authorised.
9. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in effect any time after 7:00 a.m. on the date of the EGM, the EGM will be postponed. The Company will publish an announcement on the website of the Company at www.chongfaiholdings.com and on the "Latest Listed Company Information" page of the Stock Exchange's website at www.hkexnews.hk to notify shareholders of the Company of the date, time, and place of the rescheduled meeting.

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