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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)**

**POLL RESULTS OF EXTRAORDINARY GENERAL MEETING  
HELD ON 31 JULY 2025**

Reference is made to (i) the announcement dated 28 April 2025 and (ii) the circular (the “**Circular**”) and notice (the “**Notice**”) of extraordinary general meeting (the “**EGM**”) of Chong Fai Jewellery Group Holdings Company Limited (the “**Company**”) both dated 16 July 2025. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that all the proposed resolutions as set out in the Notice of EGM dated 16 July 2025 were duly passed by the Shareholders by way of poll at the EGM.

The executive Directors, namely Mr. Fu Chun Keung, Ms. Cheung Lai Yuk, Ms. Fu Wan Ling and Mr. Fu Ho Hon; and the independent non-executive Directors, namely Mr. Chan Cheong Tat, Mr. Wong Wing Keung Meyrick and Mr. Chan Chi Ming Tony attended the EGM in person.

As at the date of EGM, the total number of issued shares entitling the Shareholders to attend and vote for or against or abstain from voting on the resolutions at the EGM is 300,000,000 shares of the Company (the “**Shares**”). The Bank of Communication Trustee Limited, the trustee of the share award scheme adopted by the Company on 19 March 2021, held 1,063,000 unvested Shares as at the date of the EGM for the purpose of the said share award scheme, abstained from voting on the resolutions proposed at the EGM.

Pursuant to Rule 23.03C(3) of the GEM Listing Rules, the Company will seek separate approval by the Shareholders in the EGM for Conditional Grant beyond the Scheme Mandate Limit of 10% to participants specifically identified by the Company.

Pursuant to Rule 23.03D(1) of the GEM Listing Rules, where any grant of options or awards to a participant would exceed the 1% Individual Limit, such grant must be separately approved by the Shareholders in general meeting with such participant and his/her close associates (or associates if the participant is a connected person) abstaining from voting.

Since the grant of Options to each of Mr. Fu, Ms. Cheung and Mr. Fu Ho Hon would exceed the 1% Individual Limit, the Conditional Grant to Mr. Fu, Ms. Cheung and Mr. Fu Ho Hon is subject to the Independent Shareholders' approval at the EGM.

Pursuant to Rule 23.04(3) of the GEM Listing Rules, where any grant of Share Options to an independent non-executive Director or a substantial shareholder of the Company, or any of their associates would result in the Shares issued and to be issued in respect of all options granted (excluding any options lapsed in accordance with the terms of the scheme) to such person in the 12-month period up to and including the date of such grant, representing in aggregate over 0.1% of the Shares in issue, such further grant of Options must be approved by Shareholders in general meeting in the manner set out in Rule 23.04(4) of the GEM Listing Rules.

As the total number of Options to be granted to Mr. Fu, Ms. Cheung, Mr. Fu Ho Hon, being the substantial shareholders of the Company (and their associates), represents approximately 5%, 3.4% and 2% respectively of the Shares in issue would, in a 12-month period aggregate over 0.1% of the Shares in issue, such further grant of Options must be approved by Shareholders in general meeting in the manner set out in Rule 23.04(4) of the GEM Listing Rules.

Pursuant to Rule 23.04(4) of the GEM Listing Rules, the Grantees which fall under the circumstances described in Rule 23.04(2) or (3) of the GEM Listing Rules and their respective associates and all core connected persons of the Company shall and has abstained from voting in favour of the resolution approving the Conditional Grant. Further, as the total number of Options to be granted to Mr. Fu, Ms. Cheung, Mr. Fu Ho Hon, being the substantial shareholders of the Company (and their associates), represents approximately 5%, 3.4% and 2% respectively of the Shares in issue, the grant to each of them is in excess of the 1% Individual Limit, pursuant to Rule 23.03D(1) of the GEM Listing Rules, each of them (and their associates) shall and has abstained from voting. As Mr. Fu, Ms. Fu and Ms. Cheung collectively are interested in one-third or more of the voting power at general meetings of MGH Limited, which holds 165,000,000 Shares, MGH Limited is also required to and has abstained from voting. To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, as at the date of EGM, save for the persons set out above, (i) no Shareholder has a material interest in the Conditional Grant and is required to abstain from voting; and (ii) there is no Grantees' respective associates and core connected persons of the Company are required to abstain from voting.

There were no Shares entitling the Shareholders to attend but requiring the Shareholders to abstain from voting in favour as set out in Rule 17.47A of the GEM Listing Rules. None of the Shareholders has indicated in the Circular that they intended to vote against or to abstain from voting on the resolutions proposed at the EGM.

The poll results in respect of all the resolutions proposed at the EGM are as follows:

ORDINARY RESOLUTIONS		FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	<p><b>“THAT:</b> subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the <b>“Stock Exchange”</b>) granting the approval for the listing of, and permission to deal in, the shares of the Company (the <b>“Shares”</b>) which may fall to be allotted and issued pursuant to the exercise of any options (the <b>“Options”</b>) that may be granted under the 2025 share option scheme of the Company (the rules of which are contained in the document marked <b>“A”</b> produced to the EGM and initialed by the chairman of the EGM for the purpose of identification) (the <b>“2025 Share Option Scheme”</b>), the 2025 Share Option Scheme be and is hereby approved and adopted and the directors (the <b>“Directors”</b>) and the remuneration committee (the <b>“Remuneration Committee”</b>) 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:</p>		
	(i) to administer the 2025 Share Option Scheme;	40,774,509 (100.00%)	0 (0.00%)
	(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 <b>“GEM Listing Rules”</b> );	40,774,509 (100.00%)	0 (0.00%)
	(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;	40,774,509 (100.00%)	0 (0.00%)
	(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;	40,774,509 (100.00%)	0 (0.00%)
	(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;	40,774,509 (100.00%)	0 (0.00%)

ORDINARY RESOLUTIONS		FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
	(vi) the scheme mandate limit of the 2025 Share Option Scheme (being 30,000,000 Shares, representing 10% of the total number of Shares in issue, excluding treasury shares) be and is hereby approved and adopted;	40,774,508 (99.99%)	1 (0.01%)
	(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	40,774,508 (99.99%)	1 (0.01%)
	(viii) conditional upon the 2025 Share Option Scheme becoming effective, the existing share option scheme adopted by the Company on 6 March 2019 (the “ <b>Existing Share Option Scheme</b> ”) 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).”	40,774,508 (99.99%)	1 (0.01%)
2.	“ <b>THAT:</b> 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.”	40,774,508 (99.99%)	1 (0.01%)
3.	“ <b>THAT:</b> 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 “ <b>Circular</b> ”) be and is hereby confirmed and approved.”	40,774,508 (99.99%)	1 (0.01%)
4.	“ <b>THAT:</b> 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 “ <b>Circular</b> ”) be and is hereby confirmed and approved.”	40,774,508 (99.99%)	1 (0.01%)

ORDINARY RESOLUTIONS		FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
5.	“ <b>THAT:</b> 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 “ <b>Circular</b> ”) be and is hereby confirmed and approved.”	40,774,508 (99.99%)	1 (0.01%)
6.	“ <b>THAT:</b> 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 “ <b>Circular</b> ”) be and is hereby confirmed and approved.”	40,774,508 (99.99%)	1 (0.01%)
7.	“ <b>THAT:</b> 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 “ <b>Circular</b> ”) be and is hereby confirmed and approved.”	40,774,508 (99.99%)	1 (0.01%)
8.	“ <b>THAT:</b> 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 “ <b>Circular</b> ”) be and is hereby confirmed and approved.”	40,774,508 (99.99%)	1 (0.01%)
9.	“ <b>THAT:</b> 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 “ <b>Circular</b> ”) be and is hereby confirmed and approved.”	40,774,508 (99.99%)	1 (0.01%)
10.	“ <b>THAT:</b> 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 “ <b>Circular</b> ”) be and is hereby confirmed and approved.”	40,774,508 (99.99%)	1 (0.01%)

ORDINARY RESOLUTIONS		FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
11.	“ <b>THAT:</b> 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 “ <b>Circular</b> ”) be and is hereby confirmed and approved.”	40,774,508 (99.99%)	1 (0.01%)
12.	“ <b>THAT:</b> 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 “ <b>Circular</b> ”) be and is hereby confirmed and approved.”	40,774,508 (99.99%)	1 (0.01%)
13.	“ <b>THAT:</b> 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 “ <b>Circular</b> ”) be and is hereby confirmed and approved.”	40,774,508 (99.99%)	1 (0.01%)
14.	“ <b>THAT:</b> 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 “ <b>Circular</b> ”) be and is hereby confirmed and approved.”	40,774,508 (99.99%)	1 (0.01%)
15.	“ <b>THAT:</b> 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 “ <b>Circular</b> ”) be and is hereby confirmed and approved.”	40,774,508 (99.99%)	1 (0.01%)

*Note:* Please refer to the full text of the resolutions proposed at the EGM as set out in the Notice of the EGM and Circular for details.

As more than 50% of the votes were cast in favour of each of the resolutions numbered 1(i) to 1(viii) and 2 to 15 above, all such resolutions were duly passed by the Shareholders by way of poll as ordinary resolutions of the Company.



The Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of the vote-taking.

By order of the Board  
**Chong Fai Jewellery Group Holdings Company Limited**  
**Fu Chun Keung**  
*Chairman and Chief Executive Officer*

Hong Kong, 31 July 2025

*As at the date of this announcement, 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 Cheong Tat, Mr. Wong Wing Keung Meyrick and Mr. Chan Chi Ming Tony.*

*This announcement, 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 announcement 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 announcement misleading.*

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