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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 8 AUGUST 2024**

Reference is made to (i) the announcement dated 25 June 2024 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 17 July 2024. 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 17 July 2024 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 and Ms. Fu Wan Ling; 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 75,000,000 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 1,630,000 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.

As the proposed Rights Issue will increase the issued share capital of the Company by more than 50%, in accordance with Rule 10.29(1) of the GEM Listing Rules, the Rights Issue must be made conditional on, among other things, the approval by the Independent Shareholders in general meeting by a resolution at which any controlling shareholders and their associates or where there are no controlling shareholders, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company, and their respective associates shall abstain from voting in favour of the Rights Issue. The

Placing Shares will be issued under the Specific Mandate which is subject to the Shareholders' approval at the EGM. As the Placing is conditional upon, among other things, the passing of necessary resolutions relating to the Rights Issue at the EGM, the Controlling Shareholders and their respective associates shall abstain from voting in favor of the resolution(s) relating to the Placing at the EGM.

As at the date of EGM, Mythe Group Holdings Company Limited (“**MGH Limited**”) is the controlling Shareholder (interested in 41,250,000 Shares, representing 55% of the Shares in issue) (the “**Controlling Shareholder**”) of the Company. Mr. Fu Chun Keung (“**Mr. Fu**”), Ms. Fu Wan Ling (“**Ms. Fu**”) and Ms. Cheung Lai Yuk (“**Ms. Cheung**”) are the directors of MGH Limited and hence are the associates of the Controlling Shareholder. As such, the Controlling Shareholder and its associates, Mr. Fu, Ms. Fu and Ms. Cheung shall abstain from voting in favour of the proposed resolution approving the Rights Issue and the Placing (i.e. proposed resolution 2(a) to 2(e)). Save as disclosed, there are no other Shareholders or their respective associates who are required to abstain from voting in favour of the proposed resolution approving the Rights Issue and the Placing.

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 <i>(Note)</i>		No. of votes and percentage	
		For	Against
1.	“ THAT		
	(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	14,109,750 (100.00%)	0 (0.00%)
	(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).”	14,109,750 (100.00%)	0 (0.00%)

ORDINARY RESOLUTIONS <i>(Note)</i>		No. of votes and percentage	
		For	Against
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>	14,109,750 (100.00%)	0 (0.00%)
	<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>	14,109,750 (100.00%)	0 (0.00%)

ORDINARY RESOLUTIONS <i>(Note)</i>		No. of votes and percentage	
		For	Against
(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;	14,109,750 (100.00%)	0 (0.00%)
(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	14,109,750 (100.00%)	0 (0.00%)
(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."	14,109,750 (100.00%)	0 (0.00%)

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(a) to 1(b) and 2(a) to 2(e) 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.

INCREASE IN AUTHORISED SHARE CAPITAL

As the Increase in Authorised Share Capital has been approved at the EGM, the authorised share capital of the Company will be increased to HK\$750,000,000 divided into 7,500,000,000 Shares. The Increase in Authorised Share Capital has become effective on Thursday, 8 August 2024.

COMMENCEMENT OF DEALINGS IN THE SHARES ON AN EX-RIGHTS BASIS AND EXPECTED DATE THE PROSPECTUS DOCUMENTS WILL BE MADE AVAILABLE TO THE SHAREHOLDERS

The Rights Issue will proceed in accordance with the expected timetable as set out in the Circular. Pursuant to the expected timetable, it is expected that the last day of dealings in the Shares on a cum-rights basis is Friday, 9 August 2024. The Shares will be dealt with on an ex-rights basis from Monday, 12 August 2024. The Prospectus Documents are expected to be despatched to the Qualifying Shareholders on Wednesday, 21 August 2024. Qualifying Shareholders are reminded that according to the expected timetable in the Circular, the Latest Time for Acceptance of and payment for the Rights Shares and application of excess Right Shares will be 4:00 p.m. on Wednesday, 4 September 2024.

By order of the Board

Chong Fai Jewellery Group Holdings Company Limited

Fu Chun Keung

Chairman and Chief Executive Officer

Hong Kong, 8 August 2024

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.

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.

This announcement will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk for at least seven days from the date of its posting and on the Company’s website at www.chongfaiholdings.com.