

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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)**

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION AND ADOPTION OF  
THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by Chong Fai Jewellery Group Holdings Company Limited (the “**Company**”) pursuant to Rule 17.50 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

The board of directors (the “**Board**”) of the Company proposes to amend the existing amended and restated memorandum of association and the existing amended and restated articles of association of the Company (the “**Memorandum and Articles**”) and to adopt the proposed second amended and restated memorandum of association and the second amended and restated articles of association of the Company (the “**New Memorandum and Articles**”) in order to (i) bring the Memorandum and Articles in line with the core shareholder protection standard set out in Appendix 3 to the GEM Listing Rules which took effect on 1 January 2022 and (ii) make other housekeeping amendments (the “**Proposed Amendments**”).

The Proposed Amendments and the proposed adoption of the New Memorandum and Articles are subject to the approval of shareholders of the Company by way of special resolution at the forthcoming annual general meeting to be convened and held on 8 August 2023 (“**AGM**”). A circular containing, among others, details regarding the Proposed Amendments, together with a notice of the AGM, will be despatched to shareholders of the Company on or around 14 July 2023. Prior to the passing of the special resolution at the AGM, the Memorandum and Articles shall remain valid.

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

Hong Kong, 13 July 2023

*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 Chi Ming Tony, Mr. Chan Cheong Tat and Mr. Wong Wing Keung Meyrick.*

*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 GEM website at <http://www.hkgem.com> for a minimum period of seven days from the date of its publication and on the website of the Company at [www.chongfaiholdings.com](http://www.chongfaiholdings.com).*