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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)

MAJOR AND CONNECTED TRANSACTION
ACQUISITION OF 55% ISSUED SHARE CAPITAL OF THE TARGET COMPANY

On 30 October 2026, after trading hours, the Purchaser, a direct wholly-owned subsidiary of the Company, entered into the Sale and Purchase Agreement with Vendor A and Vendor B, pursuant to which the Purchaser has agreed to acquire, and Vendor A and Vendor B have agreed to sell, Sale Shares A and Sale Shares B, representing in aggregate 55% of the total issued share capital of the Target Company, for an aggregate consideration of HK$19.4 million, upon and subject to the terms and conditions of the Sale and Purchase Agreement.

IMPLICATIONS UNDER THE GEM LISTING RULES

Reference is made to the announcement of the Company dated 13 May 2026 in relation to the acquisition of 25% of the issued share capital of the Target Company by the Purchaser from Vendor A (the "**Previous Acquisition**"). Prior to the Previous Acquisition, the Purchaser held 20% of the issued share capital of the Target Company. Upon completion, the Purchaser acquired a further 25% interest from Vendor A and the Purchaser's interest increased from 20% to 45%.

As the Acquisition and the Previous Acquisition both involve the acquisition of interests in the same Target Company and were entered into within 12 months, pursuant to Rules 19.22 and 19.23 of the GEM Listing Rules, the Acquisition should be aggregated with the Previous Acquisition.

On an aggregated basis, as certain of the relevant applicable percentage ratios (as defined in the GEM Listing Rules) exceed 25% but are less than 100%, the Acquisition constitutes a major transaction for the Company under Chapter 19 of the GEM Listing Rules. As at the date of this announcement, the shares of the Target Company are owned as to 51% by Vendor A, 45% by the Purchaser and 4% by Vendor B, respectively. As Vendor A is a controlling shareholder of the Company (holding approximately 46.11% of its issued share capital, of which approximately 0.28% is directly held by him and approximately 45.83% is deemed to be interested pursuant to Part XV of the SFO), and Vendor B is the sister of Vendor A, and accordingly Vendor B is an associate of Vendor A under Rule 20.10 of the GEM Listing Rules and hence a connected person, the Acquisition also constitutes a connected transaction for the Company under Chapter 20 of the GEM Listing Rules and is subject to the announcement, circular, independent financial advice and Independent Shareholders' approval requirements under both Chapter 19 and Chapter 20 of the GEM Listing Rules.

As (i) Mr. Fu Chun Keung is Vendor A; (ii) Ms. Cheung Lai Yuk and Ms. Fu Tan Ling, being the spouse and sister of Vendor A respectively, are deemed to be interested in 165,000,000 Shares (representing approximately 45.83% share capital of the Company) held by Vendor A pursuant to Part XV of the SFO; and (iii) Mr. Fu Ho Hon is the son of Vendor A and, accordingly, an associate of Vendor A under Rule 20.10 of the GEM Listing Rules, each of Mr. Fu Chun Keung, Ms. Cheung Lai Yuk and Mr. Fu Ho Hon is regarded to have a material interest in the Acquisition and is required to abstain from voting in the Board meeting for the resolution(s) in relation to the Acquisition.

THE INDEPENDENT BOARD COMMITTEE

The Independent Board Committee has been formed to advise the Independent Shareholders on the terms of the Sale and Purchase Agreement and the transactions contemplated thereunder. An independent financial adviser has been appointed with the approval of the Independent Board Committee to advise the Independent Board Committee and the Independent Shareholders in respect of the Sale and Purchase Agreement and the transactions contemplated thereunder.

THE EGM

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve, among other things, the Sale and Purchase Agreement and the transactions contemplated thereunder. The voting at the EGM will be conducted by way of a poll whereby Vendor A, Vendor B and their respective associates shall abstain from voting on the relevant resolution to be proposed at the EGM to approve the Sale and Purchase Agreement and the transactions contemplated thereunder.

GENERAL

A circular containing, among other things, details of the Acquisition and the valuation reports on the Property and the Target Company, together with the recommendation of the Independent Board Committee to the Independent Shareholders, the letter of advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Sale and Purchase Agreement, and a notice of the EGM is expected to be despatched by the Company to the Shareholders. Since the Company requires additional time to prepare and finalise the necessary information for inclusion into the circular, the Company expects to despatch the circular on or before 25 November 2026.

On 30 October 2026, after trading hours, the Purchaser, a direct wholly-owned subsidiary of the Company entered into the Sale and Purchase Agreement with Vendor A and Vendor B, pursuant to which Company has agreed to acquire, and Vendor A and Vendor B have agreed to sell, Sale Shares A and Sale Shares B, representing in aggregate 55% of the total issued share capital of the Target Company for an aggregate consideration of HK$19.4 million, upon and subject to the terms and conditions of the Sale and Purchase Agreement.

Principal terms of the Sale and Purchase Agreement are set out below.

Date: 30 October, 2026 (after trading hours)

Parties

(i) Mr. Fu Chun Keung as Vendor A;

(ii) Ms. Fu Tan Ling as Vendor B; and

(iii) Depasser Group Holdings Company Limited, a direct wholly-owned subsidiary of the Company as Purchaser.

Assets to be Acquired and the Consideration to be Paid

The Purchaser has agreed to acquire, and Vendor A and Vendor B have agreed to sell, the Sale Shares A and the Sale Shares B respectively. Sale Shares A represent 51% of the issued share capital of the Target Company and Sale Shares B represent 4% of the issued share capital of the Target Company, together representing 55% of the issued share capital of the Target Company.

Consideration A is HK$18.0 million and Consideration B is HK$1.4 million, with the Consideration being HK$19.4 million.

Basis of the Consideration

The Consideration of HK$19.4 million shall be payable by the Purchaser to Vendor A and Vendor B in cash upon Completion. The Consideration was arrived at after arm's length negotiation between the parties to the Sale and Purchase Agreement on normal commercial terms with reference to the preliminary valuation of 100% equity interest in the Target Company of approximately HK$35.3 million as at the Valuation Date conducted by the Valuer based on the asset approach. The Company has engaged the Valuer to appraise the value of entire equity interest of the Target Company. The Valuation is prepared by the Valuer, Mr. Frank F. Wong, a director of the Valuer, is a Chartered Surveyor, Registered Valuer, Member of the Australasian Institute of Mining & Metallurgy and Associate of Chartered Institute of Plumbing and Heating Engineering with over 25 years of valuation, transaction advisory and project consultancy experience of properties in Hong Kong and over 15 years of experience in valuation of properties in the PRC as well as relevant experience in the Asia-Pacific region, Australia and Oceania-Papua New Guinea, Thailand, France, Germany, Austria, Czech Republic, Poland, United Kingdom, United States, Mexico, Cambodia, Abu Dhabi (UAE), and Jordan. The Valuer possesses the requisite qualifications for conducting valuation for the Property.

The valuation is prepared in compliance with the requirements set out in accordance with the RICS Valuation – Global Standards published by the Royal Institution of Chartered Surveyors and the International Valuation Standards published by the International Valuation Standards Council.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Company is not aware of any relationships or interests between the Valuer and the Group, the Purchaser, or any of their respective substantial shareholders, directors or chief executives, or of their respective associates that could reasonably be regarded as relevant to the independence of the Valuer. Apart from normal professional fees payable to the Valuer in connection with the Valuation, no arrangement exists whereby the Valuer will receive any fees or benefits from the Company, the Purchaser, or any of their respective substantial shareholders, directors or chief executives, or any of their respective associates, and the Company is not aware of the existence of or change in any circumstances that would affect their independence. The Valuer has confirmed to the Company of their independence. Accordingly, the Directors considered that the Valuer is eligible to independently perform the Valuation.

The Directors (including the independent non-executive Directors, but excluding the Directors who are required to abstain from voting) consider the Consideration is fair and reasonable and on normal commercial terms and is in the interests of the Company and the Shareholders as a whole.

The Consideration will be funded from the Group's internal resources.

Conditions Precedent

Completion of the Sales and Purchase Agreement is conditional upon the fulfilment (or as appropriate, waiver) of, inter alia, the following conditions:–

(1) the Directors' passing the necessary board resolutions approving the entering into of the Sale and Purchase Agreement and the transactions contemplated thereunder;

(2) the Purchaser having completed the due diligence review on the legal, financial, business and operation of the Target Company and its assets and being and remaining satisfied with the same in all material respects;

(3) the representations and warranties under the Sale and Purchase Agreement remaining true, accurate and not misleading in all material respects on or before Completion;

(4) no Material Adverse Change having occurred on or before Completion;

(5) the passing by the Independent Shareholders who are entitled to vote and not required to abstain from voting under the GEM Listing Rules at the EGM of the necessary ordinary resolution to approve the Sale and Purchase Agreement and the transactions contemplated thereunder; and

(6) all other authorizations, approvals, consents, waivers and permits from regulatory authorities which are necessary or relevant to give effect to the transactions contemplated under the Sale and Purchase Agreement having been granted, received or obtained and not revoked.

The Purchaser may in its absolute discretion at any time before Completion waive conditions (2), (3) and/or (4), in whole or in part, by notice to Vendor A and Vendor B subject to such terms and conditions as determined by the Purchaser. Conditions (1), (5) and (6) may not be waived by the parties of the Sale and Purchase Agreement.

As at the date of this announcement, conditions (1) and (2) have been fulfilled.

Completion

Completion shall take place on the business day agreed by the parties to the Sale and Purchase Agreement, which shall be within three (3) business days immediately following the satisfaction (or waiver) of all the conditions precedent (or such other date as may be agreed by the parties).

Upon Completion, the Target Company will be owned as to 100% by the Company through the Purchaser. The Target Company will become an indirect wholly-owned subsidiary of the Company and its financial results will be consolidated into the consolidated financial statements of the Group.

INFORMATION ON THE TARGET COMPANY

The Target Company is Dia Myth Jewelry (MFY) Co., Limited (卓薈珠寶有限公司), a private company with limited liability incorporated under the laws of Hong Kong. As at the date of this announcement, the Target Company has a total of 10,000 issued shares of HK$1.00 each, representing its entire issued share capital, which is owned as to 51% by Vendor A, 45% by the Purchaser and 4% by Vendor B, respectively. The Target Company is principally engaged in investment holding. As at the date of this announcement, the Target Company has no subsidiaries, and save for the Property, it has no other major assets.

Financial Information of the Target Company

The Unaudited net liabilities value of the Target Company as at 30 September 2026 is approximately HK$9.5 million. The financial information of the Target Company is as follows:

	For the year ended 31 March 2025 (audited) approximately *HK$'000*	**For the year ended 31 March 2026 (audited) approximately** *HK$'000*
Revenue	1,260	1,260
Net (loss)profit before taxation	(399)	487
Net (loss)profit after taxation	(483)	397

Information of the Property

The Property is a commercial premise, which is located at Shop Nos.6-13 on Ground Floor, Faerie Court, Nos.72, 72A, 72B, 72C, 72D, 74, 76, 78, 82, 84, 86 and 88 Ko Shan Road and No.9 Kiang Hsi Street, Kowloon, Hong Kong. According to the valuation report issued by the Valuer, the market value of the Property is HK$55.0 million as at 30 September 2026.

Information on the Valuation of the Property

The Valuer has conducted a valuation of the Property. According to the valuation report issued by the Valuer, the market value of the Property is HK$55.0 million as at 30 September 2026.

As part of the process of the valuation conducted by the Valuer, the asset value of the Property was reassessed from the net book value of approximately HK$10.2 million to align with the prevailing fair market value of HK$55.0 million as at 30 September 2026, with a valuation premium amount of approximately HK$44.8 million. Such revaluation reflected the appreciated value of the Property since its acquisition.

The valuation reports of the Property and the Target Company and the accountant's report of the Target Company shall be included in the circular to be despatched to the Shareholders in respect of the Acquisition.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Company is an investment holding company and the Group is principally engaged in the retail of gem-set jewellery and gold jewellery products through its network of seven retail stores strategically located in Kowloon and the New Territories in Hong Kong. Therefore, the location of retail stores and the rentals arising therefrom are significant for the business operation and the performance of the Group.

Upon completion of the Acquisition, the Target Company will become an indirect wholly-owned subsidiary of the Company. The Company will fully own the Property, can ensure long-term use of the Property (currently used as the office for the headquarters and showroom for online business of the Company), and will eliminate potential conflicts of interest associated with the leasing arrangements of the Property with connected persons. The Board considers that the Acquisition is in the interests of the Company and its Shareholders as a whole.

In view of the above, the Board (including the independent non-executive Directors, but excluding the Directors who are required to abstain from voting) considers that the terms of the Sale and Purchase Agreement are normal commercial terms and are fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole. Since (i) Mr. Fu Chun Keung is Vendor A; (ii) Ms. Cheung Lai Yuk and Ms. Fu Tan Ling, being the spouse and sister of Vendor A respectively, are deemed to be interested in 165,000,000 Shares (representing approximately 45.83% share capital of the Company) held by Vendor A pursuant to Part XV of the SFO; and (iii) Mr. Fu Ho Hon is the son of Vendor A and, accordingly, an associate of Vendor A under Rule 20.10 of the GEM Listing Rules, each of Mr. Fu Chun Keung, Ms. Cheung Lai Yuk and Mr. Fu Ho Hon is regarded to have a material interest in the Acquisition and have abstained from voting in the Board meeting for the resolution(s) in relation to the Acquisition.

Save as the above, none of other Directors is required to abstain from voting at the meeting of the Board to approve the resolution(s) in relation to the Acquisition.

IMPLICATIONS UNDER THE GEM LISTING RULES

Reference is made to the announcement of the Company dated 13 May 2026 for the Previous Acquisition. Prior to the Previous Acquisition, the Purchaser held 20% of the issued share capital of the Target Company. Upon completion, the Purchaser acquired a further 25% interest from Vendor A and the Purchaser's interest increased from 20% to 45%.

As the Acquisition and the Previous Acquisition both involve the acquisition of interests in the same Target Company and were entered into within 12 months, pursuant to Rules 19.22 and 19.23 of the GEM Listing Rules, the Acquisition should be aggregated with the Previous Acquisition.

On an aggregated basis, as certain of the relevant applicable percentage ratios (as defined in the GEM Listing Rules) exceed 25% but are less than 100%, the Acquisition constitutes a major transaction for the Company under Chapter 19 of the GEM Listing Rules. As at the date of this announcement, the shares of the Target Company are owned as to 51% by Vendor A, 45% by the Purchaser and 4% by Vendor B, respectively. As Vendor A is a controlling shareholder of the Company (holding approximately 46.11% of its issued share capital, of which approximately 0.28% is directly held by him and approximately 45.83% is deemed to be interested pursuant to Part XV of the SFO), and Vendor B is the sister of Vendor A, and accordingly Vendor B is an associate of Vendor A under Rule 20.10 of the GEM Listing Rules and hence a connected person, the Acquisition also constitutes a connected transaction for the Company under Chapter 20 of the GEM Listing Rules and is subject to the announcement, circular, independent financial advice and Independent Shareholders' approval requirements under both Chapter 19 and Chapter 20 of the GEM Listing Rules.

As (i) Mr. Fu Chun Keung is Vendor A; (ii) Ms. Cheung Lai Yuk and Ms. Fu Tan Ling, being the spouse and sister of Vendor A respectively, are deemed to be interested in 165,000,000 Shares (representing approximately 45.83% share capital of the Company) held by Vendor A pursuant to Part XV of the SFO; and (iii) Mr. Fu Ho Hon is the son of Vendor A and, accordingly, an associate of Vendor A under Rule 20.10 of the GEM Listing Rules, each of Mr. Fu Chun Keung, Ms. Cheung Lai Yuk and Mr. Fu Ho Hon is regarded to have a material interest in the Acquisition and is required to abstain from voting in the Board meeting for the resolution(s) in relation to the Acquisition.

THE INDEPENDENT BOARD COMMITTEE

The Independent Board Committee has been formed to advise the Independent Shareholders on the terms of the Sale and Purchase Agreement and the transactions contemplated thereunder. An independent financial adviser has been appointed with the approval of the Independent Board Committee to advise the Independent Board Committee and the Independent Shareholders in respect of the Sale and Purchase Agreement and the transactions contemplated thereunder.

THE EGM

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve, among other things, the Sale and Purchase Agreement and the transactions contemplated thereunder. The voting at the EGM will be conducted by way of a poll whereby Vendor A, Vendor B and their respective associates shall abstain from voting on the relevant resolution to be proposed at the EGM to approve the Sale and Purchase Agreement and the transactions contemplated thereunder.

GENERAL

A circular containing, among other things, details of the Acquisition and the valuation reports on the Property and the Target Company, together with the recommendation of the Independent Board Committee to the Independent Shareholders, the letter of advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Sale and Purchase Agreement, and a notice of the EGM is expected to be despatched by the Company to the Shareholders on or around 25 November 2026.

DEFINITIONS

Unless otherwise specified, the following terms have the following meanings in this announcement:

"Acquisition"	the acquisition of Sale Shares A and Sale Shares B from Vendor A and the Vendor B, respectively, by the Purchaser pursuant to the Sale and Purchase Agreement
"Board"	the board of Directors
"Completion"	completion of the Acquisition in accordance with the terms and conditions of the Sale and Purchase Agreement
"Company"	Chong Fai Jewellery Group Holdings Company Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
"connected person(s)"	has the meaning ascribed to it under the GEM Listing Rules
"Consideration"	the aggregate consideration of HK$19.4 million for the Sale Shares A and the Sale Shares B
"Consideration A"	the consideration of HK$18.0 million for the Sale Shares A sold by Vendor A
"Consideration B"	the consideration of HK$1.4 million for the Sale Shares B sold by Vendor B
"Director(s)"	director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be held and convened to consider and approve the Sale and Purchase Agreement and the transactions contemplated thereunder
"GEM"	the Growth Enterprise Market of the Stock Exchange

"GEM Listing Rules"	the Rules Governing the Listing of Securities on the GEM
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Board Committee"	the independent board committee of the Company comprising all the independent non-executive Directors for the purpose of giving a recommendation to the Independent Shareholders on the Sale and Purchase Agreement and the transactions contemplated thereunder
"Independent Shareholders"	Shareholders other than the Vendor A, Vendor B and their respective associates
"Material Adverse Change"	any change (or effect) which has a material and adverse effect on the financial position, business or prospects or results of operations, of the Target Company as a whole
"Property"	the property held by the Target Company, which is the major asset thereof
"Purchaser"	Depasser Group Holdings Company Limited, a company incorporated under the laws of the British Virgin Islands, of which its entire share capital is wholly owned by the Company
"Sale and Purchase Agreement"	the sale and purchase agreement dated 30 October 2026 entered into among the Purchaser, Vendor A and Vendor B in relation to the Acquisition
"Sale Shares A"	the 5,100 shares of the Target Company held by Vendor A, representing 51% of the entire issued share capital of the Target Company as at the date of this announcement
"Sale Shares B"	the 400 shares of the Target Company held by Vendor B, representing 4% of the entire issued share capital of the Target Company as at the date of this announcement
"SFO"	Securities and Futures Ordinance
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"controlling shareholder"	has the meaning ascribed to it under the GEM Listing Rules

"Target Company"	Dia Myth Jewelry (MFY) Co., Limited(卓薈珠寶有限公司), a private company with limited liability incorporated under the laws of Hong Kong and is owned as to 51% by Vendor A, 45% by the Purchaser and 4% by Vendor B as at the date of this announcement
"Valuation Date"	30 September 2026, being the date of the assessed value of the Target Company
"Valuer"	Roma Appraisals Limited, an independent valuer
"Vendor A"	Mr. FU Chun Keung(傅鎮強)
"Vendor B"	Ms. FU Tan Ling(傅丹玲)
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"%"	per cent.

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

Hong Kong, 30 October 2026

As at the date of this announcement, the executive Directors are Mr. Fu Chun Keung, Ms. Cheung Lai Yuk 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.

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 a minimum period of seven days from the date of its publication and on the website of the Company at www.chongfaiholdings.com.