king fook holdings limited

景福集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 280)

(the "Company")

CONTINUING CONNECTED TRANSACTIONS
ACQUISITION OF ASSETS

On 15 December 2025, the Purchaser entered into the Agreement for the purchases of diamond jewelleries from the Vendor for a period from the date of the Agreement to 14 September 2026 at an annual cap of HK$20 million on a cost plus agreed margin basis.

The Vendor is a company beneficially wholly owned by Mr. Sin and his mother. Mr. Sin is a non-executive director of the Company.

The transactions under the Agreement constitute continuing connected transactions of the Company exempt from circular and shareholders' approval requirements under Rule 14A.76(2)(a) of the Listing Rules.

MASTER SALE AND PURCHASE AGREEMENT DATED 15 DECEMBER 2025 (THE "AGREEMENT")

Parties:

Vendor: Myer Jewelry Manufacturer Limited (the "Vendor")

Purchaser: King Fook Jewellery Group Limited (the "Purchaser"), a wholly owned subsidiary of the Company

The Purchaser entered into the Agreement for the purchases of diamond jewelleries from the Vendor from time to time in accordance with the specification in the relevant purchase order during the period from the date of the Agreement to 14 September 2026 at an annual cap of HK$20 million (including the prices of diamond jewelleries purchased from the Vendor on or after 15 September 2025 up to the date of the Agreement) on a cost plus agreed margin of 10% to 25% basis.

The annual cap is determined with reference to the estimated total inventory requirements of the Purchaser and about 3% thereof that may be sourced from the Vendor.

Terms of the purchase orders:

The terms of each purchase order, including the consideration, shall be arrived at after arm's length negotiations and on normal commercial terms. The consideration for each purchase order shall be determined on cost plus agreed margin of 10% to 25% basis, and shall be paid in cash on delivery.

The directors of the Company (including the independent non-executive directors) consider that the Agreement and the transactions thereunder are on normal commercial terms and in the ordinary and usual course of business of the Company and its subsidiaries (the "Group") and the terms of the Agreement and the transactions thereunder are fair and reasonable and in the interests of the shareholders as a whole. Mr. Sin Nga Yan, Benedict ("Mr. Sin") (who is interested in the Agreement) has abstained from voting on the board resolution approving the Agreement.

The Group has adopted the following internal control measurements in respect of transactions under the Agreement:

1. the Group's jewellery committee (consisting of the Chairman of the board of directors of the Company (the "Board"), the Company's chief executive officer (the "CEO"), senior jewellery staff and retail management staff) monitors the prices and quality of the products purchased from the Vendor under the Agreement and reviews the terms of each purchase order to ensure that they are on normal commercial terms and in accordance with the terms and conditions of the Agreement, and purchase orders must be approved by the CEO before issue;

2. the Finance and Accounts Department of the Company will monitor the transactions and related amounts on a monthly basis to ensure that they are conducted within the frameworks and the annual cap under the Agreement. Related findings will be reported to the Board;

3. the Company's external auditor will conduct an annual review of the transactions in accordance with Rule 14A.56 of the Listing Rules;

4. the independent non-executive directors of the Company will be provided with details of the transactions under the Agreement by the Finance and Accounts Department of the Company to conduct their annual review, ensuring the transactions are fair, reasonable and in the interests of the Company and the shareholders as a whole; and

5. the CEO will semi-annually review and update the list of connected parties/companies to all staff so as to ensure all connected transactions are captured.

The purchase prices under the Agreement will be funded from internal resources and available banking facilities.

REASONS FOR THE AGREEMENT

As the Group decided to widen its range of diamond jewelleries to capture market demand, it explored supplies from more diamond jewellery vendors. After comparing the products from various potential suppliers, the Group finds that the quality and designs of the Vendor's diamond jewelleries meet its requirement and started to purchase diamond jewelleries from the Vendor on 15 September 2025 at a total consideration of HK$433,679. The Group was satisfied with the first transaction and subsequently purchased diamond jewelleries from the Vendor with a total consideration of HK$933,963. It intends to make further purchases to fulfil part of its inventory requirements and so enter the Agreement in this connection.

CONNECTION BETWEEN THE PARTIES

The Vendor is a company wholly owned by Mr. Sin and his mother. Mr. Sin is a non-executive director of the Company.

INFORMATION FOR SHAREHOLDERS

The Group is principally engaged in retailing of gold ornaments, jewellery, watches and gifts, trading of bullion and wholesaling of diamond.

The Vendor is principally engaged in the manufacture and export of fine jewellery.

The transactions under the Agreement constitute continuing connected transaction of the Company exempt from circular and shareholders' approval requirements under Rule 14A.76(2)(a) of the Listing Rules as all the applicable percentage ratios (as defined in Rule 14.04(9) of the Listing Rules) based on the annual cap of the transactions under the Agreement are less than 5%. The Group does not have any transaction with the Vendor which is required to be aggregated with the transactions under the Agreement under Rules 14.22 or 14A.81 of the Listing Rules save as disclosed above.

By Order of the Board
Tang Yat Sun, Richard
Chairman

Hong Kong, 15 December 2025

As at the date of this announcement, the executive directors of the Company are Mr. Tang Yat Sun, Richard and Dr. Fung Yuk Bun, Patrick; the non-executive directors are Mr. Ho Hau Hay, Hamilton, Ms. Veronica Ho, Mr. Kung Lin Cheng Leo and Mr. Sin Nga Yan, Benedict; and the independent non-executive directors are Mr. Cheng Kwok Shing, Anthony, Ms. Hou Tan Tan Danielle and Mr. Lam Chi Wai.