
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Zhou Liu Fu Jewellery Co., Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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ZHOU LIU FU JEWELRY **Zhou Liu Fu Jewellery Co., Ltd.** **周六福珠宝股份有限公司**

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 6168)

(1) PROFIT DISTRIBUTION PLAN FOR THE HALF YEAR OF 2025 **AND** **(2) NOTICE OF 2025 SECOND EXTRAORDINARY GENERAL MEETING**

A notice convening the 2025 second extraordinary general meeting of the Company (“EGM”) to be held at Conference Room on the 23rd floor of Zhongguan Business Building, No. 3031, Taibai Road, Dongxiao Community, Dongxiao Street, Luohu District, Shenzhen, PRC at 10:00 a.m. on Friday, September 19, 2025 is set out in this circular.

Enclosed please find the form of proxy for use at the EGM. If you wish to appoint a proxy to attend the EGM, you must complete the accompanying form of proxy in accordance with the instructions printed thereon and deliver it to the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, at least 24 hours before the time fixed for holding the EGM (i.e. before 10:00 a.m. on Thursday, September 18, 2025). Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof should the Shareholder so wish.

All dates and times in this circular refer to Hong Kong dates and times.

August 22, 2025

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms shall have the following meanings:

“Board” or “Board of Directors”	The board of Directors of our Company
“China” or “PRC”	The People’s Republic of China, but for the purposes of this circular only, excluding Hong Kong, the Macau Special Administrative Region of China and Taiwan
“our Company” or “the Company”	Zhou Liu Fu Jewellery Co., Ltd. is a joint stock limited liability company established under the laws of the PRC on April 28, 2004, and its H shares are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 6168)
“Director(s)”	Director(s) of our Company
“Extraordinary General Meeting” or “EGM”	The Company will hold its second extraordinary general meeting of 2025 at 10:00 a.m. on Friday, September 19, 2025, at the conference room on the 23rd floor of Zhongguan Business Building, No. 3031 Taibai Road, Dongxiao Community, Dongxiao Street, Luohu District, Shenzhen, China
“H Share(s)”	Overseas listed Shares in the share capital of the Company with a nominal value of RMB1.00 each, which are traded in HK dollars and are listed on the Hong Kong Stock Exchange
“H Shareholder(s)”	Holder(s) of H shares
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HK” or “Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“RMB” or “Renminbi”	Renminbi, the lawful currency of China

DEFINITIONS

“Shareholder(s)”	Shareholder(s) of the Company
“Share(s)”	The ordinary shares in the capital of our Company with a nominal value of RMB1.00 each
“treasury Share(s)”	has the meaning ascribed to it under the Listing Rules
“%”	Per cent

LETTER FROM THE BOARD

ZHOU LIU FU JEWELRY

Zhou Liu Fu Jewellery Co., Ltd.

周六福珠宝股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6168)

Executive Directors

Mr. LI Weizhu (*Chairman*)
Mr. LI Weipeng (*Vice Chairman*)
Mr. XIE Mingyu
Mr. ZHONG Xipeng

Non-executive Director

Ms. ZHONG Yingqin

Independent non-executive Directors

Mr. LAU Kwok Fan
Ms. YANG Lan
Mr. GUO Qiuquan

Registered Office

2301–2409, Zhongguan Business Building
No. 3031 Taibai Road, Dongxiao Street,
Dongxiao Community
Luohu District, Shenzhen
Guangdong
PRC

Principal Place of Business in Hong Kong

40F, Dah Sing Financial Centre
248 Queen's Road East
Wanchai
Hong Kong

Dear sirs,

(1) PROFIT DISTRIBUTION PLAN FOR THE HALF YEAR OF 2025 AND (2) NOTICE OF 2025 SECOND EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

This circular is intended to provide you with notice of the Extraordinary General Meeting and information regarding the resolution to be considered at the Extraordinary General Meeting, so that you may make an informed decision on whether to vote for or against the proposed resolution at the Extraordinary General Meeting.

2. MATTERS TO BE DEALT WITH AT THE EXTRAORDINARY GENERAL MEETING

Profit Distribution Plan for the Half Year of 2025

At the Extraordinary General Meeting, an ordinary resolution will be proposed for shareholders' consideration and approval of the profit distribution plan for the first half year of 2025.

LETTER FROM THE BOARD

Proposed interim dividend

Based on the Group's operating conditions, the Board of Directors recommends that an interim dividend of RMB0.45 per ordinary share (including taxes) be paid in cash for the first half of 2025. As of the date of the Board of Directors' meeting approving the profit distribution plan (i.e., August 22, 2025), the total number of ordinary shares issued by the Company was 440,616,028 shares. Based on this calculation, the total interim dividend proposed for distribution is approximately RMB198,277,212.60 (including taxes), subject to the the actual aggregate amount of the cash dividend to be paid in accordance with the total number of Shares (excluding the treasury shares, if any) on the record date for the payment of the interim dividend while maintaining an unchanged distribution amount per Share, which will be announced separately by the Company. For the avoidance of doubt, any treasury Shares held by the Company are not entitled to the proposed interim dividend.

The interim dividend will be denominated and declared in RMB and H Shareholders will be paid in Hong Kong dollars. The exchange rate for interim dividends payable in Hong Kong dollars shall be the average exchange rate of the Renminbi against HK dollars as announced by the People's Bank of China for the five business days prior to the date of approval of the interim dividend at the Extraordinary General Meeting.

Subject to the approval of the profit distribution plan by the Shareholders at the Extraordinary General Meeting, the interim dividend is expected to be paid on Friday, October 31, 2025 to shareholders whose names appear on the register of members of the Company on Tuesday, September 30, 2025.

To determine the entitlement to the proposed interim dividend, subject to the approval of the Extraordinary General Meeting, the register of members of the Company will be closed from Thursday, September 25, 2025 to Tuesday, September 30, 2025 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for the proposed interim dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, September 24, 2025.

This proposal has been considered and approved by the Board of Directors on August 22, 2025, and is now submitted to the Extraordinary General Meeting for approval as an ordinary resolution.

Subject to the approval of the profit distribution plan by the Shareholders at the Extraordinary General Meeting, the Company shall withhold and pay the applicable income tax on the interim dividend distribution in accordance with the relevant laws and regulations. The Company will further disclose the details of the withholding tax on the proposed interim dividends as and when appropriate in due course. Shareholders are recommended to consult their tax advisors regarding the tax impacts in the PRC, Hong Kong and other countries or regions for dividend payment by the Company, and holding or dealing in the H Shares.

LETTER FROM THE BOARD

3. EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS, SUSPENSION OF SHARE TRANSFER REGISTRATION, AND VOTING PROCEDURES

The Company will hold an Extraordinary General Meeting at 10:00 a.m. on Friday, September 19, 2025, at the conference room on the 23rd floor of Zhongguan Business Building, No. 3031, Taibai Road, Dongxiao Community, Dongxiao Street, Luohu District, Shenzhen, China. Notice of the Extraordinary General Meeting is set out on pages EGM-1 to EGM-2 of this circular.

To determine the entitlement to attend and vote at the EGM, the Company will close the register of members of the Company on Tuesday, September 16, 2025 to Friday, September 19, 2025 (both days inclusive), during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all share transfer documents, together with the relevant share certificates, must be delivered to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Monday, September 15, 2025. Shareholders whose names appear on the Company's shareholder register of members as of Friday, September 19, 2025 are entitled to attend the Extraordinary General Meeting and vote at the meeting.

The proxy appointment form applicable to the Extraordinary General Meeting has been published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company's website (www.zlfc.cn), and has been sent to H-share shareholders in accordance with their chosen method of communication. Shareholders who wish to appoint a proxy to attend the Extraordinary General Meeting are requested to complete the proxy form and deliver it to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, at least 24 hours before the time fixed for holding the EGM (i.e. before 10:00 a.m. on Thursday, September 18, 2025). After completing and returning the proxy form, shareholders may still attend the Extraordinary General Meeting or any adjourned meeting in person and vote at the meeting if they so wish.

In accordance with Rule 13.39(4) of the Listing Rules, the resolution at the Extraordinary General Meeting will be voted on by way of poll. An announcement regarding the voting results will be made on the websites of the Company and the Stock Exchange in accordance with the requirements of Rule 13.39(5) of the Listing Rules after the Extraordinary General Meeting.

After making all reasonable inquiries, the directors, to the best of their knowledge, belief, and information, have no material interest in any resolution proposed at the Extraordinary General Meeting that would require them to abstain from voting at the Extraordinary General Meeting. None of the directors has any material interest in any resolution to be proposed at the Extraordinary General Meeting.

LETTER FROM THE BOARD

4. RECOMMENDATIONS

The Board considers that the resolution set out in the notice of the Extraordinary General Meeting for consideration and approval by the shareholders are in the interests of the Company and the shareholders as a whole. Therefore, the Board recommends that shareholders vote in favor of the resolution to be proposed at the Extraordinary General Meeting as set out in the notice of the Extraordinary General Meeting.

5. DISCLAIMER

This circular is provided in accordance with the Listing Rules to provide information about the Company. The directors jointly and severally assume full responsibility for the information contained in this circular. The directors, having made all reasonable inquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects, and does not contain any misleading or deceptive statements, nor does it omit any facts that would render any statement contained herein or this circular misleading.

6. OTHER INFORMATION

This circular is issued in both English and Chinese, but the English version shall prevail.

Yours faithfully,
By order of the Board of Directors
Zhou Liu Fu Jewellery Co., Ltd.
Li Weizhu
Chairman of the Board and executive Director

Hong Kong, August 22, 2025

NOTICE OF 2025 SECOND EXTRAORDINARY GENERAL MEETING

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ZHOU LIU FU JEWELRY
Zhou Liu Fu Jewellery Co., Ltd.
周六福珠宝股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 6168)

NOTICE OF 2025 SECOND EXTRAORDINARY GENERAL MEETING

Notice is hereby given that Zhou Liu Fu Jewellery Co., Ltd. (the “**Company**”) will hold its second extraordinary general meeting (the “**EGM**”) at 10:00 a.m. on Friday, September 19, 2025, at the conference room on the 23rd floor of Zhongguan Business Building, No. 3031, Taibai Road, Dongxiao Community, Dongxiao Street, Luohu District, Shenzhen, China, to consider and, if appropriate, approve the following resolution (with or without amendments). For details of the resolution, please refer to the circular of the Company dated August 22, 2025 (the “**Circular**”). Unless the context otherwise requires, the terms used in this notice shall have the same meanings as defined in the Circular.

ORDINARY RESOLUTION

1. To consider and approve the Company’s profit distribution plan for the first half year of 2025

By order of the Board of Directors
Zhou Liu Fu Jewellery Co., Ltd.
LI Weizhu
Chairman and Executive Director

Hong Kong, August 22, 2025

As at the date of this announcement, the Board comprises: Mr. LI Weizhu, Mr. LI Weipeng, Mr. XIE Mingyu and Mr. ZHONG Xipeng as executive directors; Ms. ZHONG Yingqin as non-executive director; and Mr. LAU Kwok Fan, Ms. YANG Lan and Mr. GUO Qiuquan as independent non-executive directors.

NOTICE OF 2025 SECOND EXTRAORDINARY GENERAL MEETING

Notes:

1. In order to determine the eligibility of shareholders to attend and vote at the EGM, the Company will close the register of members of the Company from Tuesday, September 16, 2025 to Friday, September 19, 2025 (both days inclusive), during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all share transfer documents, together with the relevant share certificates, must be delivered to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Monday, September 15, 2025. Shareholders whose names appear on the Company's register of members as of Friday, September 19, 2025 are entitled to attend the EGM and vote at the meeting.
2. Shareholders entitled to attend and vote at the EGM may appoint one or more persons to attend and vote in his/her/its stead. The proxy needs not be a shareholder of the Company. If more than one proxy is appointed, the appointment must specify the number and class of shares in respect of which each proxy is so appointed.

The instrument appointing a proxy must be in writing under the hand of a shareholder or his/her/its attorney duly authorised in writing. If the shareholder is a corporation, that instrument must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If that instrument is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.

The proxy appointment forms and the notarized power of attorney or other authorisation documents (if any) must be delivered to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 24 hours before the time appointed for the EGM or any adjourned meeting (as the case may be) (i.e. before 10:00 a.m. on Thursday, 18 September 2025). Such appointment shall be deemed valid only if received by the Company at the above address on or before the time specified above. After completing and returning the proxy form, shareholders may still attend the EGM or any adjourned meeting in person and vote at the meeting if they so wish.

3. If the attending shareholder is a legal entity, its legal representative shall present proof of identity, valid proof of legal representative status, and shareholding certificates. Where a representative is appointed to attend the meeting, he/she shall produce his/her own identification card and the written authorization letter issued by the relevant shareholder according to law.
4. In accordance with Rule 13.39(4) of the Listing Rules, except in certain exceptional circumstances, any vote by shareholders at a general meeting must be conducted by way of a poll. Therefore, the voting on the resolution contained in the notice of the EGM will be conducted by way of a poll.
5. The EGM is expected to last half a day. Shareholders or their appointed proxies attending the EGM (or any adjourned meeting thereof) must present their identity documents. Shareholders or their appointed proxies attending the EGM shall be responsible for their own transportation and accommodation expenses.