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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, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Emperor Watch & Jewellery Limited**, you should at once hand this circular with the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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英皇鐘錶珠寶有限公司
EMPEROR WATCH & JEWELLERY LIMITED
(Incorporated in Hong Kong with limited liability)
(Stock Code: 887)

RE-ELECTION OF DIRECTORS
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of the Company to be held at Emperor Jewellery Flagship Store, G17B, G/F & Basement, 1881 Heritage, 2A Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 18 May 2011 at 11:30 a.m. is set out on pages 12 to 15 of this circular.

Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible, but in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Emperor Jewellery Flagship Store, G17B, G/F & Basement, 1881 Heritage, 2A Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 18 May 2011 at 11:30 a.m.
“Board”	the board of Directors of the Company
“Articles of Association”	the Articles of Association of the Company as may be amended from time to time
“Company”	Emperor Watch & Jewellery Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	31 March 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of AGM”	the notice dated 7 April 2011 convening the AGM as set out on pages 12 to 15 of this circular
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to enable them to repurchase Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the AGM

DEFINITIONS

“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution number 5(B) of the notice of the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571) of the laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars
“%”	per cent.

LETTER FROM THE BOARD



英皇鐘錶珠寶有限公司
EMPEROR WATCH & JEWELLERY LIMITED
(Incorporated in Hong Kong with limited liability)
(Stock Code: 887)

Executive Directors:

Cindy YEUNG (*Managing Director*)
CHAN Hung Ming
WONG Chi Fai
FAN Man Seung, Vanessa

Registered office:

25th Floor
Emperor Group Centre
288 Hennessy Road
Wanchai
Hong Kong

Non-Executive Director:

Hanji HUANG

Independent Non-Executive Directors:

YIP Kam Man
CHAN Hon Piu
LAI Ka Fung, May

7 April 2011

To the Shareholders

Dear Sir/Madam,

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the AGM and to give you the Notice of AGM. Resolutions to be proposed at the AGM include, inter alia: (i) the proposed re-election of Directors who are due to retire at the AGM; and (ii) the proposed grant of each of the Issue Mandate, Repurchase Mandate and Extension Mandate.

RE-ELECTION OF DIRECTORS

In accordance with Article 83(1) of the Articles of Association, Ms. Cindy YEUNG, Mr. WONG Chi Fai and Ms. LAI Ka Fung, May will retire at the AGM by rotation and, being eligible, offer themselves for re-election.

Details of the Directors who offer themselves for re-election at the AGM that are required to be disclosed under the Listing Rules are set out in Appendix I to this circular.

LETTER FROM THE BOARD

Any Shareholder who wishes to nominate a person to stand for election as a Director of the Company at the AGM must lodge with the Company at its principal office at 25th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong within the period from Thursday, 14 April 2011 to Thursday, 21 April 2011, both days inclusive (i) his/her written nomination of the candidate; (ii) written confirmation from such nominated candidate of his/her willingness to be elected as Director; and (iii) the biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules.

GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

At the last annual general meeting of the Company held on 18 May 2010, ordinary resolutions were passed, among other things, to grant general mandates to the Directors to:

- (i) issue up to 20% of the share capital of the Company in issue (i.e a maximum of 1,042,962,000 new Shares);
- (ii) repurchase shares of the Company on the Stock Exchange representing up to 10% of the issued share capital of the Company; and
- (iii) extend the general mandate for issuing Shares as mentioned in paragraph (i) above by an amount representing any Shares repurchased by the Company pursuant to the general mandate to repurchase Shares as mentioned in paragraph (ii) above.

At the extraordinary general meeting of the Company held on 17 March 2011, an ordinary resolution was passed to refresh the general mandate to the Directors to issue up to 20% of the share capital of the Company in issue (i.e. a maximum of 1,183,702,740 new Shares).

No Shares have been issued under the above refreshment mandate nor repurchased pursuant to the above repurchase mandate. Such mandates will lapse at the conclusion of the AGM. It is therefore proposed to seek approval from the Shareholders at the AGM to grant fresh general mandates to Directors.

At the AGM, ordinary resolutions will be proposed that the Directors to be granted:

- (A) the Issue Mandate to allot, issue and deal with the Shares of not exceeding 20% of the aggregate nominal amount of share capital of the Company as at the AGM date (i.e. of not exceeding 1,183,702,740 Shares assuming no further Shares will be issued or repurchased between the Latest Practicable Date and the AGM date);
- (B) the Repurchase Mandate to repurchase fully paid up Shares of not exceeding 10% of the aggregate nominal amount of the share capital of the Company as at the date of the resolutions; and
- (C) the Extension Mandate to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

LETTER FROM THE BOARD

Such resolutions are as set out in Resolutions 5(A), 5(B) and 5(C) in the Notice of AGM respectively.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the proposed Repurchase Resolution is set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The Notice of AGM is set out on pages 12 to 15 of this circular. Resolutions in respect of the re-election of Directors, the Issue Mandate, the Repurchase Mandate and the Extension Mandate will be proposed at the AGM.

A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to attend the AGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time of the AGM or adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

RECOMMENDATION

The Directors are of the opinion that the proposed ordinary resolutions for the re-election of Directors, the Issue Mandate, the Repurchase Mandate and Extension Mandate are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend all the Shareholders to vote in favour of all relevant resolutions to be proposed at the AGM.

GENERAL INFORMATION

Your attention is also drawn to the additional information set out in Appendix I (Details of Directors Proposed to be Re-elected) and Appendix II (Explanatory Statement to the Repurchase Mandate) to this circular.

By order of the Board
Emperor Watch & Jewellery Limited
Cindy Yeung
Managing Director

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the AGM:

Ms. Cindy Yeung

Executive Director and Managing Director

Ms. Yeung, aged 46, joined the Group in September 1990 and acts as the Managing Director of the Company. She is responsible for the Group's strategic planning, business growth and development and overseeing different operations within the Group. She became a director of Emperor Watch & Jewellery (HK) Company Limited, an operating arm of the retail outlets of the Group in Hong Kong, in April 1999. The Group has been under her management since then. She obtained the qualification of Graduate Gemologist of GIA in 1988. She also graduated in the University of San Francisco in 1989 with a Bachelor's Degree of Science in Business Administration majoring in Management, with emphasis in International Business. She has over 20 years of experience in watch and jewellery industry. Prior to joining the Group in 1990, she joined the sales department of Anju Jewelry Ltd, a US based company engaging in trading of jewellery products. Ms. Yeung did not hold directorship in other listed public companies in Hong Kong or overseas in the last three years.

Pursuant to a service agreement entered into between Ms. Yeung and the Company, Ms. Yeung was appointed as executive director of the Company for a term of three years commencing from 21 July 2008 renewable automatically for successive terms of one year and the term of her service is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The Director's fee under the service agreement is HK\$100,000 per annum which was determined by the Remuneration Committee as delegated by the Board with reference to the responsibilities undertaken by her as a Director. Ms. Yeung is also entitled to salary, discretionary bonus and retirement scheme contribution.

Ms. Yeung is a daughter of Dr. Yeung Sau Shing, Albert ("Dr. Albert Yeung") and one of the eligible beneficiaries of The Albert Yeung Discretionary Trust (the "Trust"), the founder of which is Dr. Albert Yeung, which owns 3,510,770,000 Shares of the Company, representing approximately 59.32% of the issued share capital of the Company, through Allmighty Group Limited ("Allmighty"). By virtue of Ms. Yeung being one of the eligible beneficiaries of the Trust, Ms. Yeung is deemed to have interest in the said Shares directly held by Allmighty in the Company.

Save as disclosed herein, Ms. Yeung does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company, nor does she have any other interest in the Shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any matter in relation to the proposed re-election of Ms. Yeung that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders of the Company.

Mr. Wong Chi Fai*Executive Director*

Mr. Wong, aged 55, has been involved in the management of the Company since November 1998. He is the Chairman of the Remuneration Committee of the Company. Mr. Wong is an associate of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants. He is also a director of Emperor International Holdings Limited, Emperor Entertainment Hotel Limited and New Media Group Holdings Limited, all are companies listed on the Main Board of the Stock Exchange. Having over 20 years of finance and management experience, Mr. Wong has diversified experience in different businesses ranging from manufacturing to watch & jewellery retailing, property investment and development, hotel and hospitality as well as media and publication. Other than the aforesaid directorship, Mr. Wong did not hold directorship in other listed public companies in Hong Kong or overseas in the last three years.

Pursuant to a service agreement entered into between Mr. Wong and the Company, Mr. Wong was appointed as executive director of the Company for a term of three years commencing from 21 July 2008 renewable automatically for successive terms of one year and the term of his service is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The Director's fee under the service agreement is HK\$100,000 per annum which was determined by the Remuneration Committee as delegated by the Board with reference to the responsibilities undertaken by him as a Director.

Mr. Wong does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company, nor does he have any other interest in the Shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any matter in relation to the proposed re-election of Mr. Wong that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders of the Company.

Ms. Lai Ka Fung, May*Independent Non-Executive Director*

Ms. Lai, aged 45, was appointed as Independent Non-executive Director of the Company in June 2008. She is a member of the Audit Committee and the Remuneration Committee of the Company. She has been a member of the Hong Kong Institute of Certified Public Accountants since 1999 and a fellow of The Association of Chartered Certified Accountants since 2003. She obtained a Master's Degree of Arts in International Accounting from City University of Hong Kong in 2001. She is a Certified Public Accountant and has been engaged in the audit field for more than 12 years. Currently and also before joining the Company, she has been the sole proprietor of May K.F. Lai & Co., Certified Public Accountants. Ms. Lai did not hold directorship in other listed public companies in Hong Kong or overseas in the last three years.

Pursuant to an appointment letter given by the Company, Ms. Lai was appointed as independent non-executive director of the Company for a term of two years commencing from 21 July 2008 and shall continue thereafter on a yearly basis. The term of her service is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The Director's fee under the appointment letter is HK\$150,000 per annum which was determined by the Board with reference to the responsibilities undertaken by her as a Director.

Ms. Lai does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company, nor does she have any other interest in the Shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, the Board is not aware of any matter in relation to the proposed re-election of Ms. Lai that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders of the Company.

LISTING RULES

The Listing Rules permit a company with a primary listing on the Stock Exchange to repurchase its own securities on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

(i) Shareholders' approval

All proposed repurchases of securities by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval of a particular transaction.

(ii) Source of funds

Repurchases must be funded out of funds legally available for the purpose in accordance with a company's constitutive documents and the laws of the jurisdiction in which the company is incorporated or otherwise established.

(iii) Maximum number of shares to be repurchased

A maximum of 10 percent of the outstanding fully paid share capital at the date of passing the Repurchase Resolution may be repurchased by the Company on the Stock Exchange.

EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the issued and fully paid up share capital of the Company comprised 5,918,513,703 Shares. Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 591,851,370 Shares (representing 10% of the total issued share capital of the Company) during the period from the date of the AGM up to:

- (i) the conclusion of next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or
- (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.

REASONS FOR THE REPURCHASE OF SECURITIES

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Repurchase of Shares will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or the earnings per share of the Company.

FUNDING OF REPURCHASE

Any repurchase will only be funded out of funds of the Company legally available for the purposes in accordance with the Articles of Association and the applicable laws of Hong Kong. The Company will not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited accounts contained in the annual report of the Company for the year ended 31 December 2010) in the event that the proposed Repurchase Mandate, if so approved, were to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

SHARE PRICE

The highest and lowest prices at which the Shares of the Company traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2010		
April	0.660	0.520
May	0.630	0.455
June	0.540	0.470
July	0.580	0.485
August	0.680	0.550
September	0.910	0.570
October	1.290	0.830
November	1.380	1.070
December	1.300	1.000
2011		
January	1.210	1.040
February	1.160	0.880
March (up to and including the Latest Practicable Date)	1.040	0.830

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchase of Shares pursuant to the proposed Repurchase Mandate in accordance with the Listing Rules and all applicable laws of Hong Kong.

EFFECT OF TAKEOVERS CODE

If as a result of a share repurchase by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Allmighty Group Limited ("Allmighty"), held 3,510,770,000 Shares in the Company, representing approximately 59.32% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares which was proposed to be granted pursuant to the Repurchase Resolution, assuming no further Shares will be issued or repurchased between the Latest Practicable Date and the AGM and there is no alteration to the existing shareholding of Allmighty, the shareholding of Allmighty in the Company would be increased to approximately 65.91% of the issued share capital of the Company. The Directors are not aware of any consequence that would give rise to an obligation on the part of Allmighty to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. However, it would not reduce the number of Shares in the public hands to less than the minimum prescribed percentage of 25% of total issued share capital of the Company.

The Directors will exercise the powers conferred by the Repurchase Mandate to repurchase Shares in circumstances which they deem appropriate for the benefits of the Company and the Shareholders as a whole. The Directors have no present intention to exercise the Repurchase Mandate to the extent as would result in (a) the numbers of Shares in public hands would fall below the prescribed minimum percentage of 25% of the issued share capital of the Company; and (b) a requirement of Allmighty to make a mandatory offer under the Takeovers Code.

DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

No connected persons of the Company (as defined in the Listing Rules) have notified the Company that they have a present intention to sell any Shares (in issue or to be issued) to the Company nor have they undertaken not to sell any of the Shares held by them (in issue or to be issued to them) to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the past six months prior to the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



英皇鐘錶珠寶有限公司 EMPEROR WATCH & JEWELLERY LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 887)

NOTICE IS HEREBY GIVEN that the annual general meeting of Emperor Watch & Jewellery Limited (the “Company”) will be held at Emperor Jewellery Flagship Store, G17B, G/F & Basement, 1881 Heritage, 2A Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 18 May 2011 at 11:30 a.m. for the following purposes:

1. To consider and adopt the audited consolidated financial statements and the reports of the directors (“Directors”) and independent auditor (“Auditor”) of the Company for the year ended 31 December 2010.
2. To declare final dividend for the year ended 31 December 2010.
3.
 - (i) To re-elect Ms. Cindy YEUNG as Director.
 - (ii) To re-elect Mr. WONG Chi Fai as Director.
 - (iii) To re-elect Ms. LAI Ka Fung, May as Director.
 - (iv) To authorise the board of director’s (“Board”) to fix the Director’s remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as Auditor and to authorise the Board to fix their remuneration.
5. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:
 - (A) **“THAT**
 - (i) subject to sub-paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to allot and issue additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers either during or after the Relevant Period, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(ii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraph (i) of this resolution, otherwise than pursuant to a Rights Issue or the exercise of subscription or conversion rights under any warrants of the Company or any securities which are convertible into shares of the Company or any share option scheme, shall not exceed 20% of the nominal amount of the issued share capital of the Company on the date of this resolution and this approval shall be limited accordingly; and

(iii) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company (“Articles of Association”) or any applicable laws to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution in general meeting.”

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body).”

(B) **“THAT**

(i) subject to sub-paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase issued shares in the capital of the Company, subject to and in accordance with all applicable laws and the Articles of Association, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(ii) the aggregate nominal amount of shares of the Company which may be purchased by the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases pursuant to paragraph (i) of this resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the authority shall be limited accordingly; and

(iii) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution in general meeting.”

(C) “**THAT** conditional upon resolution no. 5(B) above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution no. 5(B) above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution no. 5(A) above.”

By order of the Board
Emperor Watch & Jewellery Limited
Liu Chui Ying
Company Secretary

Hong Kong, 7 April 2011

Registered Office:
25th Floor
Emperor Group Centre
288 Hennessy Road
Wanchai
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (ii) In order to be valid, the form of proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing, or if the appointor is a corporation, either under its common seal, or under the hand of an officer or attorney duly authorized on that behalf, and must be deposited at the Company's share registrar, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (iii) Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding of such share.
- (iv) Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting if the member so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (v) Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this Notice will be decided by poll at the above meeting.