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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)**

**POLL RESULTS OF ANNUAL GENERAL MEETING  
HELD ON 24 MAY 2017  
AND  
CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND  
MEMBERS OF BOARD COMMITTEES**

The Board is pleased to announce that all the proposed ordinary resolutions were duly passed by the Shareholders by way of poll at the AGM held today.

The Board also announces that at the AGM, Ms. Yip Kam Man and Ms. Lai Ka Fung, May retired by rotation as independent non-executive Directors of the Company while Mr. Liu Hing Hung and Ms. Chan Wiling, Yvonne were elected as Directors of the Company by the Shareholders and act as independent non-executive Directors of the Company upon conclusion of the AGM.

**Poll Results of the Annual General Meeting**

Reference is made to the circular of Emperor Watch & Jewellery Limited (the “**Company**”) dated 6 April 2017 (“**Circular**”) setting out, inter alia, the notice of annual general meeting (“**AGM**”) of the Company held on 24 May 2017. Terms used herein shall have the same meanings as defined in the Circular unless the context otherwise requires.

The poll results of the ordinary resolutions (“**Resolutions**”) proposed at the AGM held today are as follows :

Ordinary Resolutions		Number of votes (% to the total number of shares voted at the AGM )		Total number of votes cast
		FOR	AGAINST	
1.	To receive and adopt the Audited Consolidated Financial Statements of the Company for the year ended 31 December 2016 together with the Reports of the Directors and Independent Auditor.	4,970,377,256 Shares (100.00%)	0 Share (0.00%)	4,970,377,256 Shares

Ordinary Resolutions		Number of votes (% to the total number of shares voted at the AGM)		Total number of votes cast
		FOR	AGAINST	
2.	(A) To re-elect Ms. Cindy Yeung as Director.	4,475,922,335 Shares (88.29%)	593,922,621 Shares (11.71%)	5,069,844,956 Shares
	(B) To elect Mr. Liu Hing Hung as Director.	5,068,295,956 Shares (99.97%)	1,549,000 Shares (0.03%)	5,069,844,956 Shares
	(C) To elect Ms. Chan Wiling, Yvonne as Director.	5,068,295,956 Shares (99.97%)	1,549,000 Shares (0.03%)	5,069,844,956 Shares
	(D) To authorize the Board of Directors to fix the Directors' remuneration.	5,069,844,956 Shares (100.00%)	0 Share (0.00%)	5,069,844,956 Shares
3.	To re-appoint Deloitte Touche Tohmatsu as Auditor and authorize the Board of Directors to fix their remuneration.	5,068,295,956 Shares (99.97%)	1,549,000 Shares (0.03%)	5,069,844,956 Shares
4.*	(A) To grant a general mandate to the Directors to issue shares of the Company.	4,076,073,711 Shares (80.40%)	933,771,245 Shares (19.60%)	5,069,844,956 Shares
	(B) To grant a general mandate to the Directors to buy back shares of the Company.	5,069,844,956 Shares (100.00%)	0 Share (0.00%)	5,069,844,956 Shares
	(C) To extend the general mandate granted to the Directors to allot additional shares in the Company by the number of shares bought back by the Company.	4,289,164,711 Shares (84.63%)	779,131,245 Shares (15.37%)	5,068,295,956 Shares

\* The full text of Resolution 4 is set out in the Notice of AGM

The Board is pleased to announce that as more than 50% of the votes were cast in favour of each of the Resolutions, all Resolutions were duly passed by the Shareholders as ordinary resolutions. The Company has appointed Tricor Secretaries Limited, the Company's Share Registrar, to act as the scrutineer for the purpose of vote-taking at the AGM.

As at the date of the AGM, the total number of Shares of the Company in issue was 6,882,448,129 Shares which was the total number of Shares entitling the holders to attend and vote at the AGM. There were no restrictions on any Shareholder to cast votes on any of the Resolutions.

### Change of Independent Non-executive Directors and Members of Board Committees

The Board announces that Ms. Yip Kam Man ("**Ms. Emmy Yip**") and Ms. Lai Ka Fung, May ("**Ms. May Lai**") having served the Board for almost 9 years and being eligible, did not offer themselves for re-election and retired by rotation as independent non-executive Directors upon conclusion of the AGM. The Board is pleased to announce that Mr. Liu Hing Hung ("**Mr. Edwin Liu**") and Ms. Chan Wiling, Yvonne ("**Ms. Yvonne Chan**") were elected by the Shareholders at the AGM as Directors and act as independent non-executive Directors upon conclusion of the AGM in order to fill the casual vacancies created by the retirement of Ms. Emmy Yip and Ms. May Lai.

Upon conclusion of the AGM, Ms. Emmy Yip automatically ceased to act as the chairperson of the Audit Committee as well as a member of the Remuneration Committee and the Corporate Governance Committee under the Board and at the same time, Mr. Edwin Liu has been appointed to succeed Ms. Emmy Yip for such positions. Also, Ms. May Lai automatically ceased to act as the chairperson of the Remuneration Committee as well as a member of the Audit Committee and the Nomination Committee under the Board and at the same time, Ms. Yvonne Chan has been appointed to succeed Ms. May Lai for such positions.

Both Ms. Emmy Yip and Ms. May Lai confirmed that they had no disagreement with the Board and there was no matter relating to their retirement that would need to be brought to the attention of the Shareholders.

**Mr. Edwin Liu**, aged 53, now runs a professional accountancy firm in Hong Kong and has over 20 years of experience in accounting, taxation, auditing and corporate finance. Mr. Edwin Liu is also an independent non-executive director of another Hong Kong listed company, SIM Technology Group Limited (Stock Code: 2000). He was previously an independent non-executive director of a Hong Kong listed company, Emperor International Holdings Limited (Stock Code: 163), an associated company of the Company, till 18 August 2015. Mr. Edwin Liu holds a Master's Degree in Business Administration. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants and the Taxation Institute of Hong Kong and also a member of the Society of Chinese Accountants and Auditors. Save as disclosed above, he did not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

**Ms. Yvonne Chan**, aged 52, previously worked in two international accounting firms, Touche Ross & Co. and Ernst & Young and engaged in accounting, auditing and information security fields for 20 years. She was previously an independent non-executive director of a Hong Kong listed company, Emperor Entertainment Hotel Limited (Stock Code: 296), an associated company of the Company, till 16 August 2016. Ms. Yvonne Chan graduated from the Hong Kong Polytechnic University majoring in accountancy and obtained a Master's Degree in Business Administration from Heriot-Watt University in Scotland. She is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Save as disclosed above, she did not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Pursuant to the letter of appointment, each of Mr. Edwin Liu and Ms. Yvonne Chan was appointed as independent non-executive Director for an initial term of two years commencing from 24 May 2017 and shall continue automatically thereafter on a yearly basis until being terminated by either party with written notice. They will also be subject to retirement by rotation at least once every 3 years at the annual general meetings of the Company in accordance to the Articles of Association and the Listing Rules. Each of them will be entitled to receive a Director's fee of HK\$200,000 per annum in accordance with the pay scale of Director's fee for independent non-executive Directors as previously recommended by the Remuneration Committee and determined by the Board with reference to the duties and responsibilities of each of them as independent non-executive Director.

As at the date hereof, each of Mr. Edwin Liu and Ms. Yvonne Chan does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company, nor does he/she have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other information relating to the above appointments that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders.

Both of Mr. Edwin Liu and Ms. Yvonne Chan confirmed that they meet all independence criteria as set out under Rule 3.13 of the Listing Rules.

### **Appreciation**

The Board would like to take this opportunity to thank Ms. Emmy Yip and Ms. May Lai for their valuable contributions to the Group during their tenure of service and extend a warm welcome to Mr. Edwin Liu and Ms. Yvonne Chan for joining the Board.

By order of the Board  
**Emperor Watch & Jewellery Limited**  
**Cindy Yeung**  
*Chairperson*

Hong Kong, 24 May 2017

As at the date hereof and after the above change, the Board comprised :

*Executive Directors :*

Ms. Cindy Yeung  
Mr. Chan Hung Ming  
Mr. Wong Chi Fai  
Ms. Fan Man Seung, Vanessa

*Independent Non-Executive Directors:*

Ms. Chan Sim Ling, Irene  
Mr. Liu Hing Hung  
Ms. Chan Wiling, Yvonne