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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)

**(1) PROPOSED RE-ELECTION OF DIRECTOR
AND ELECTION OF DIRECTORS**
**(2) PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES AND
BUY BACK SHARES**
AND
(3) 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, 24 May 2017 at 11:30 a.m. is set out on pages 14 to 17 of this circular.

Whether or not you intend to attend the AGM in person, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible, and in any event not less than 48 hours before the time of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or adjournment thereof (as the case may be) should you so wish.

6 April 2017

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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, 24 May 2017 at 11:30 a.m., or where the context so admits, any adjournment thereof
“Articles of Association”	the Articles of Association of the Company as may be amended from time to time
“Board”	the board of Directors of the Company
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors to enable them to buy back Shares of not exceeding 10% of the total number of Shares in issue as at the date of passing the relevant resolution at the AGM
“Buy-back Resolution”	the proposed ordinary resolution as referred to in resolution number 4(B) of the Notice of the AGM
“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 bought back under the Buy-back Mandate will be added to extend the Issue Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“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 of not exceeding 20% of the total number of Shares in issue as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	31 March 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Notice of AGM”	the notice dated 6 April 2017 convening the AGM as set out on pages 14 to 17 of this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571) of the laws of Hong Kong
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers as amended from time to time
“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 (*Chairperson*)

Chan Hung Ming

Wong Chi Fai

Fan Man Seung, Vanessa

Registered office:

25th Floor

Emperor Group Centre

288 Hennessy Road

Wanchai

Hong Kong

Independent Non-Executive Directors:

Yip Kam Man

Lai Ka Fung, May

Chan Sim Ling, Irene

6 April 2017

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 Director who is due to retire by rotation at the AGM and election of two new Directors; and (ii) the proposed grant of the Issue Mandate, the Buy-back Mandate and the Extension Mandate.

RE-ELECTION/ELECTION OF DIRECTORS

Retirement and re-election of Directors

In accordance with Article 80(1) and (3) of the Articles of Association, Ms. Cindy Yeung, Ms. Yip Kam Man (“Ms. Emmy Yip”) and Ms. Lai Ka Fung, May (“Ms. May Lai”) shall retire by rotation at the AGM. Ms. Cindy Yeung, being eligible, offer herself for re-election whilst Ms. Emmy Yip and Ms. May Lai, who have served as independent non-executive Directors (“Independent Non-executive Director(s)”) for almost 9 years, being eligible but do not offer themselves for re-election thereat.

LETTER FROM THE BOARD

Ms. Emmy Yip and Ms. May Lai confirmed that they have no disagreement with the Board and there is no matter that needs to be brought to the attention of the Shareholders relating to their decision of not offering themselves for re-election at the AGM.

Details of Ms. Cindy Yeung are set out in Appendix I to this circular as required to be disclosed under the Listing Rules.

Election of Directors

Mr. Liu Hing Hung (“Mr. Edwin Liu”) and Ms. Chan Wiling, Yvonne (“Ms. Yvonne Chan”) are nominated to stand for election as Independent Non-executive Directors at the AGM to fill the casual vacancies to be created by the respective retirement of Ms. Emmy Yip and Ms. May Lai. The Company has received from each of Mr. Edwin Liu and Ms. Yvonne Chan (i) a written confirmation of his/her willingness to be elected as Director and consent to the publication of his/her personal data; and (ii) a confirmation of independence pursuant to Rule 3.13 of the Listing Rules.

Details of Mr. Edwin Liu and Ms. Yvonne Chan are set out in Appendix I of this circular as required to be disclosed under the Listing Rules.

Recommendations of the Nomination Committee

During the meeting held on 15 March 2017, the Nomination Committee of the Company, comprising a majority of Independent Non-executive Directors, considered that Ms. Cindy Yeung has been contributing to the Group effectively and is committed to her role as Director. Accordingly, the Nomination Committee nominated, and the Board recommended Ms. Cindy Yeung to stand for re-election as Director at the AGM. As a good corporate governance practice, Ms. Cindy Yeung abstained from voting on the proposition of recommendation for her re-election.

The Nomination Committee has also assessed the independence, qualification, skill and experience of Mr. Edwin Liu and Ms. Yvonne Chan for their proposed election as Independent Non-executive Directors at the AGM. The Nomination Committee nominated, and the Board recommended each of Mr. Edwin Liu and Ms. Yvonne Chan to stand for election as Director at the AGM. Further, the Board is of the view that each of the existing or proposed new Independent Non-executive Directors meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

LETTER FROM THE BOARD

Nomination by Shareholders

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 registered office at 25th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong within the period from 12 April 2017 (Wednesday) to 21 April 2017 (Friday), both days inclusive (i) his/her written nomination of the candidate; (ii) written confirmation from such nominated candidate of his/her willingness to seek for election as Director and consent to the publication of his/her personal data; 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 BUY BACK SHARES

At the last annual general meeting of the Company held on 25 May 2016, ordinary resolutions were passed, among other things, to grant general mandates to the Directors to:

- (i) issue up to 20% of the aggregate number of Shares in issue (i.e. a maximum of 1,376,489,625 Shares) (“Previous Issue Mandate”);
- (ii) buy back up to 10% of the aggregate number of Shares in issue (“Previous Buy-back Mandate”); and
- (iii) extend the general mandate for issuing Shares under the Previous Issue Mandate by an additional number representing such number of Shares bought back by the Company pursuant to the Previous Buy-back Mandate.

No Shares have been issued nor bought back pursuant to the above mandates. 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.

As at the Latest Practicable Date, there were 6,882,448,129 Shares in issue. At the AGM, ordinary resolutions will be proposed to the effect that the Directors be granted:

- (A) the Issue Mandate to allot, issue and deal with Shares of up to an aggregate of not exceeding 20% of the issued Shares as at the AGM date (i.e. of not exceeding 1,376,489,625 Shares assuming no further Shares will be issued or bought back between the Latest Practicable Date and the AGM date);
- (B) the Buy-back Mandate to buy back Shares of up to an aggregate number of not exceeding 10% of the issued Shares as at the AGM date; 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 which may be bought back under the Buy-back Mandate.

Such proposed resolutions are set out in Resolutions 4(A), 4(B) and 4(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 Buy-back Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The Notice of AGM is set out on pages 14 to 17 of this circular. Resolutions in respect of the re-election of Director, the election of Directors, the Issue Mandate, the Buy-back Mandate and the Extension Mandate will be proposed at the AGM. As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to 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 Level 22, Hopewell Centre, 183 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 (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or adjournment thereof (as the case may be) should you so wish.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders on the proposed ordinary resolutions at the AGM shall be taken by poll.

RECOMMENDATION

The Directors are of the opinion that the proposed ordinary resolutions for (a) the re-election of Director; (b) the election of Directors; and (c) the Issue Mandate, the Buy-back Mandate and the Extension Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions as set out at the AGM Notice.

GENERAL INFORMATION

Your attention is also drawn to the additional information set out in Appendix I (Details of Retiring Director Proposed for Re-election and New Candidates Proposed for Election) and Appendix II (Explanatory Statement on Buy-back Mandate) to this circular.

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

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

I. PROPOSED FOR RE-ELECTION**Ms. Cindy Yeung**

Executive Director (Chairperson & Chief Executive Officer)

Ms. Yeung, aged 52, the Chairperson and Managing Director of the Board and the Chief Executive Officer of the Group, as well as the Chairperson of the Executive Committee of the Company and a director of certain subsidiaries of the Company. She joined the Group in September 1990 and 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 steering since then. Ms. Yeung is responsible for the Group's strategic planning, business growth and development and overseeing different operations within the Group. She is the Director of Examination (Supervisory Committees) of Hong Kong Jewellers' & Goldsmiths' Association Ltd. and a member of Jewellery Advisory Committee of Hong Kong Trade Development Council Industry Advisory Committees. She is also the ambassador of "Because I am a Girl" organized by a charity body, PLAN International Hong Kong. Ms. Yeung 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. She has obtained the qualification of the Graduate Gemologist of Gemological Institute of America (GIA) and subsequently graduated from University of San Francisco with a Bachelor's Degree of Science in Business Administration majoring in Management, with emphasis on International Business. Save as disclosed above, Ms. Yeung 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.

The term of her service is subject to termination by notice in writing served by either party and subject to retirement by rotation at least once every 3 years in accordance with the Articles of Association and the Listing Rules. Ms. Yeung is entitled to receive a Director's fee of HK\$150,000 per annum. Her remuneration package was recommended by the Remuneration Committee and determined by the Board as authorized by the Shareholders at the annual general meeting, with reference to the prevailing market conditions, her performance and contribution as well as the duties and responsibilities undertaken by her as Executive Director of the Company. The amount of emoluments paid to Ms. Yeung for the financial year ended 31 December 2016 was set out in note 8 to the consolidated financial statements in the Company 2016 Annual Report.

As at the Latest Practicable Date, within the meaning of Part XV of the SFO, Ms. Yeung had deemed interest in 3,617,860,000 Shares in the Company (representing approximately 52.57% of the total number of Shares in issue) which were indirectly owned by The Albert Yeung Discretionary Trust ("AY Trust"), of which Ms. Yeung was one of the eligible beneficiaries and the daughter of Dr. Yeung Sau Shing, Albert, being the founder of the AY Trust and is deemed to be a substantial and controlling shareholder of 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 interest in the Shares 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 other information 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 in relation to the proposed re-election of Ms. Yeung.

II. PROPOSED FOR ELECTION**Mr. Liu Hing Hung**

Mr. Liu, aged 53, is nominated to stand for election as an Independent Non-executive Director of the Company at the AGM. Immediately following his successful appointment as Director, he will also be nominated to act as the Chairman of the Audit Committee as well as a member of the Remuneration Committee and Corporate Governance Committee of the Company. He now runs a professional accountancy firm in Hong Kong and has over 20 years of experience in accounting, taxation, auditing and corporate finance. Mr. 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. 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.

Subject to his successful election, Mr. Liu's appointment as Independent Non-Executive Director of the Company shall be for an initial term of two years commencing from 24 May 2017 and shall automatically continue thereafter on a yearly basis until being terminated by either party with written notice. The term of his service will be subject to retirement by rotation at least once every 3 years in accordance with the Articles of Association and the Listing Rules. Mr. Liu 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 undertaken by him as an Independent Non-executive Director of the Company.

Mr. Liu does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company, nor does he have any interest in the Shares 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 other information 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 in relation to the proposed election of Mr. Liu.

Ms. Chan Wiling, Yvonne

Ms. Chan, aged 52, is nominated to stand for election as an Independent Non-executive Director of the Company at the AGM. Immediately following her successful appointment as Director, she will also be nominated to act as the Chairperson of the Remuneration Committee as well as a member of the Audit Committee and Nomination Committee of the Company. Ms. Chan 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 another Hong Kong listed company, Emperor Entertainment Hotel Limited (Stock Code: 296), an associated company of the Company, till 16 August 2016. Ms. 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.

Subject to her successful election, Ms. Chan's appointment as Independent Non-Executive Director of the Company shall be for an initial term of two years commencing from 24 May 2017 and shall automatically continue thereafter on a yearly basis until being terminated by either party with written notice. The term of her service will be subject to retirement by rotation at least once every 3 years in accordance with the Articles of Association and the Listing Rules. Ms. Chan 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 undertaken by her as an Independent Non-executive Director of the Company.

Ms. Chan does not have any relationship with any Director, senior management or substantial or controlling shareholder of the Company, nor does she have any interest in the Shares 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 other information 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 in relation to the proposed election of Ms. Chan.

APPENDIX II EXPLANATORY STATEMENT ON BUY-BACK MANDATE

EXERCISE OF THE BUY-BACK MANDATE

As at the Latest Practicable Date, the total number of Shares in issue was 6,882,448,129 Shares. Subject to the passing of the Buy-back Resolution and on the basis that no further Shares are issued or bought back by the Company prior to the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 688,244,812 Shares (representing 10% of the number of Shares in issue) 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 or variation of the Buy-back Mandate by an ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.

REASONS FOR THE BUY-BACK 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 buy back Shares in the market. Buy-back of Shares will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders. Such buy-back 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.

FUNDING OF BUY-BACK

Any buy-back 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 buy back 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.

APPENDIX II EXPLANATORY STATEMENT ON BUY-BACK MANDATE

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 2016) in the event that the proposed Buy-back Mandate, if so approved, were to be exercised in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing level, which in the opinion of the Directors, is from time to time appropriate for the Company.

SHARE PRICE

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

	Price per Highest HK\$	Share Lowest HK\$
2016		
April	0.193	0.172
May	0.194	0.147
June	0.179	0.146
July	0.230	0.166
August	0.295	0.218
September	0.270	0.207
October	0.310	0.228
November	0.315	0.265
December	0.290	0.260
2017		
January	0.295	0.270
February	0.310	0.280
March (up to and including the Latest Practicable Date)	0.345	0.290

BUY-BACK OF SHARES MADE BY THE COMPANY

No buy-back of Shares has been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

APPENDIX II EXPLANATORY STATEMENT ON BUY-BACK MANDATE

UNDERTAKING/INTENTION

The Directors have undertaken to the Stock Exchange to exercise the Buy-back Mandate in accordance with the Listing Rules, the applicable laws and regulations of Hong Kong and the Articles of Association of the Company.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company in the event that the Buy-back Mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company of a present intention to sell Shares to the Company or undertaken not to do so in the event that the Buy-back Mandate is approved by the Shareholders.

EFFECT OF TAKEOVERS CODE

If as a result of a share buy-back 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 Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, as recorded in the register required to be kept by the Company under Part XV of the SFO, Emperor Watch & Jewellery Group Holdings Limited ("Emperor W&J Holdings"), held 3,617,860,000 Shares in the Company, representing approximately 52.57% of the total number of Shares in issue. In the event that the Directors exercise in full the power to buy back Shares which was proposed to be granted pursuant to the Buy-back Resolution, assuming no further Shares will be issued or bought back between the Latest Practicable Date and the AGM date and there is no alteration to the existing shareholding of Emperor W&J Holdings, the shareholding of Emperor W&J Holdings in the Company would be increased to approximately 58.41% of the total number of Shares in issue. The Directors are not aware of any consequence that would give rise to an obligation on the part of Emperor W&J Holdings to make a mandatory offer under the Takeovers Code in the event of any buy-back of Shares pursuant to the Buy-back Mandate.

The Directors do not have any present intention to exercise the Buy-back Mandate to the extent that will result in the number of Shares in public hands fall below the prescribed minimum percentage of 25% of the total number of issued Shares.

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 OF ANNUAL GENERAL MEETING

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, 24 May 2017 at 11:30 a.m. for the following purposes:

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 (“Auditor”).
2.
 - (A) To re-elect Ms. Cindy Yeung as Director.
 - (B) To elect Mr. Liu Hing Hung as Director.
 - (C) To elect Ms. Chan Wiling, Yvonne as Director.
 - (D) To authorize the board of directors of the Company (“Board” or “Directors”) to fix the Director’s remuneration.
3. To re-appoint Deloitte Touche Tohmatsu as Auditor and authorize the Board to fix their remuneration.
4. 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 number of shares of the Company 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 total number of issued shares of the Company on the date of passing 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 revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholder of the Company (the “Shareholders”) in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to Shareholders 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 or any stock exchange in any territory outside Hong Kong).”

(B) **“THAT**

(i) subject to sub-paragraph (ii) of this resolution below, the exercise by the Directors during the Relevant Period of all the powers of the Company to buy back issued shares 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 number of shares of the Company which may be bought back 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 Code on Share Buy-backs pursuant to paragraph (i) of this resolution shall not exceed 10% of the total number of issued shares of the Company on the date of passing 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 or any applicable laws to be held; and
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.”

(C) “**THAT** conditional upon resolution nos. 4(A) and 4(B) above being passed, the aggregate number of shares of the Company which are bought back by the Company under the authority granted to the Directors as mentioned in resolution no. 4(B) above shall be added to the aggregate number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution no. 4(A) above, provided that such extended number of Shares shall not exceed 10% of the total number of issued Shares as at the date of passing resolution no. 4(B).”

By order of the Board
Emperor Watch & Jewellery Limited
CHUNG Ho Ying, Frina
Company Secretary

Hong Kong, 6 April 2017

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 (if he/she is a holder of more than one share) to attend and vote in his/her 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/her 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 Level 22, Hopewell Centre, 183 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/she 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) In order to qualify for the right to attend and vote at the above meeting, all relevant share certificates and properly completed transfer forms must be lodged for registration with the Company's Share Registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong before 4:30 p.m. on 18 May 2017 (Thursday) which is the record date and the last registration date for the AGM.
- (v) Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting.
- (vi) 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. Where the Chairman in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted, such resolution will be decided by show of hands.
- (vii) If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect at any time after 9:30 a.m. and before the above meeting time, the meeting will be postponed. The Company will post an announcement on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the Company's website (<http://www.emperorwatchjewellery.com>) to notify shareholders of the date, time and place of the rescheduled meeting.

This Circular (in both English and Chinese versions) is available to any shareholder either in printed form or on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company at <http://www.emperorwatchjewellery.com>. In order to protect the environment, the Company highly recommends Shareholders to elect to receive electronic copy of this Circular. Shareholders may have the right to change their choice of receipt of all future corporate communications at any time by reasonable notice in writing to the Company or the Company's Share Registrar, Tricor Secretaries Limited, by post at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong or by email at is-enquiries@hk.tricorglobal.com.