



英皇鐘錶珠寶有限公司
Emperor Watch & Jewellery Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 887)

FORM OF PROXY

Annual General Meeting (“AGM”) – 18th May 2010 (Tuesday)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares ^(Note 2) of HK\$0.01 each in the capital of **Emperor Watch & Jewellery Limited** (the “Company”), HEREBY APPOINT THE CHAIRPERSON OF THE AGM ^(Note 3) or _____ of _____
as my/our proxy to vote and act for me/us at the AGM and at any adjournment thereof to be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Tuesday, 18th May 2010 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the AGM and at any adjournment thereof to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To consider and adopt the audited consolidated financial statements and the reports of the Directors and Independent Auditor for the year ended 31 December 2009.		
2.	To declare final dividend for the year ended 31 December 2009.		
3.	(a) To re-elect Mr. CHAN Hung Ming as Director.		
	(b) To re-elect Ms. YIP Kam Man as Director.		
	(c) To re-elect Mr. CHAN Hon Piu as Director.		
	(d) To authorise the Board of Directors to fix the Directors’ remuneration.		
4.	To re-appoint Deloitte Touche Tohmatsu as Auditor and to authorise the Board of Directors to fix their remuneration.		
5. ^(Note 5)	(A) To grant to the Directors a general mandate to allot shares in the capital of the Company.		
	(B) To grant a general mandate to the Directors to repurchase shares of the Company.		
	(C) To extend the general mandate granted to the Directors to allot additional shares in the Company by the amount of shares repurchased.		

Dated this _____ day of _____ 2010 Signed: _____ ^(Note 6)

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairperson is preferred, strike out “the Chairperson of the AGM” here and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his/her vote at his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- The full text of Resolution 5 is set out in the Notice of AGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
- To be valid, this form of proxy, together with any power of attorney or other authority, if any, which it is signed or a certified copy thereof, must be deposited at the Company’s share registrar, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time for the holding of the AGM and any adjournment thereof.
- The proxy need not be a member of the Company but must attend the AGM in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.
- Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolutions set out in the Notice of AGM will be decided by poll at the meeting.