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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Emperor Watch & Jewellery Limited (the “**Company**”) will be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Wednesday, 29 June 2016 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the supplemental tenancy agreement dated 27 May 2016 made between Richorse Limited (“**Richorse**”), an indirect wholly-owned subsidiary of Emperor International Holdings Limited, as landlord and Beauty Royal Limited (“**Beauty Royal**”), an indirect wholly-owned subsidiary of the Company, as tenant in relation to the tenancy of Ground Floor (Shop B including the yard), Office B and the balcony adjacent thereto on First Floor and Office B and the Balcony adjacent thereto on Second Floor, Tak Fat Building, Nos. 50-52 Russell Street, Causeway Bay, Hong Kong (a copy of which is marked “**A**” and has been produced to the meeting and signed by the Chairperson of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved;
- (b) the supplemental tenancy agreement dated 27 May 2016 made between Richorse as landlord and Beauty Royal as tenant in relation to the tenancy of Shop A on Ground Floor including the Yard and Office A on First Floor, Tak Fat Building, 50-52 Russell Street, Causeway Bay, Hong Kong (a copy of which is marked “**B**” and has been

produced to the meeting and signed by the Chairperson of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved;

- (c) the supplemental tenancy agreement dated 27 May 2016 made between Richorse as landlord and Beauty Royal as tenant in relation to the tenancy of the whole of Nos. 54-56 Russell Street together with the right to use a LED Display on external wall on 1st-5th Floors and 9 advertising signboards, Nos. 54-56 Russell Street, Causeway Bay, Hong Kong (formerly known as Ground Floor, Mezzanine Floor and Flat A and Flat B on First Floor including the flat roof together with the right to use a LED display on external wall from 1st to 5th Floors facing Russell Street and advertising signboards facing Russell Street and Tang Lung Street, Nos. 54-56 Russell Street, Causeway Bay, Hong Kong) (a copy of which is marked “C” and has been produced to the meeting and signed by the Chairperson of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved;
- (d) the Aggregate Annual Cap (50-56 Russell Street) (as defined and more particularly described in the circular of the Company to its shareholders dated 14 June 2016) be and is hereby approved; and
- (e) any director of the Company be and is hereby authorized on behalf of the Company to sign, seal, execute, perfect and deliver all such documents and do all such deeds, acts, matters and things as he/she may in his/her discretion consider necessary or desirable for the purpose of or in connection with (a) to (d) above.”

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

Hong Kong, 14 June 2016

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

Notes:

1. A member of the Company entitled to attend and vote at the meeting convened by this 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.
2. 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 share registrar of the Company, 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 any adjourned meeting.
3. Where there are joint holders of any share, any one of such joint holders 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 holder(s), 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.
4. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting.
5. Pursuant to Rule 13.39(4) of the Listing Rules, the resolution as set out in this notice will be decided by poll at the above meeting. Where the Chairperson 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 a show of hands.
6. If typhoon signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 9:00 a.m. and before the above meeting time, the meeting will be postponed. The Company will post an announcement on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.emperorwatchjewellery.com>) to notify shareholders of the date, time and place of the rescheduled meeting.

As at the date hereof, the Board comprises:–

Executive Directors:

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

Independent Non-Executive Directors:

Ms. Yip Kam Man
Ms. Lai Ka Fung, May
Ms. Chan Sim Ling, Irene