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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 NEW SHARES AND BUY BACK SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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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 Thursday, 8 May 2014 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, 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, 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.

3 April 2014

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## DEFINITIONS

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*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 Thursday, 8 May 2014 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 number of Shares in issue as at the date of passing the relevant resolution at the AGM, i.e. 8 May 2014
“Buy-back Resolution”	the proposed ordinary resolution as referred to in resolution number 5(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 the total number of Shares which may be allotted and issued under the Issue Mandate
“Group”	the Company and its subsidiaries
“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 number of Shares in issue as at the date of passing the relevant resolution at the AGM, i.e. 8 May 2014

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## DEFINITIONS

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“Latest Practicable Date”	27 March 2014, 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 3 April 2014 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 and Share Buy-backs
“HK\$”	Hong Kong dollars
“%”	per cent.



**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  
CHAN Hon Piu  
LAI Ka Fung, May

3 April 2014

*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, Buy-back Mandate and Extension Mandate.

**RE-ELECTION OF DIRECTORS**

***Retirement of Directors***

In accordance with Article 83(1) and (3) of the Articles of Association, Ms. Cindy Yeung (“Ms. Yeung”), Ms. Fan Man Seung, Vanessa (“Ms. Fan”) and Mr. Chan Hon Piu (“Mr. Chan”) shall retire by rotation at the AGM and, being eligible, offer themselves for re-election.

Mr. Chan, being Independent Non-executive Director of the Company who is eligible for re-election at the AGM, has made annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules.

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## LETTER FROM THE BORAD

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

### *Recommendations of the Nomination Committee*

During the meeting held on 18 March 2014, the Nomination Committee of the Company, comprising a majority of Independent Non-executive Directors, confirmed that Ms. Yeung, Ms. Fan and Mr. Chan continue to contribute effectively and are committed to their roles as Directors. Accordingly, the Nomination Committee nominated, and the Board recommended Ms. Yeung, Ms. Fan and Mr. Chan to stand for re-election as Directors at the AGM. As a good corporate governance practice, Ms. Yeung, Ms. Fan and Mr. Chan abstained from voting on the respective propositions of their recommendations for re-election by Shareholders.

The Nomination Committee is responsible for, inter alia, assessing the independence of all Independent Non-executive Directors. On 18 March 2014, the Nomination Committee reviewed and assessed the independence of each individual Independent Non-executive Director by making reference to his/her annual confirmation of independence (based on the independence criteria as set out in Rule 3.13 of the Listing Rules), and affirmed that all Independent Non-executive Directors including, Mr. Chan, remained independent.

### *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 Monday, 14 April 2014 to Thursday, 24 April 2014, 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 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 8 May 2013, 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 1,376,489,625 new Shares);
- (ii) buy back Shares 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 bought back by the Company pursuant to the general mandate to buy back Shares as mentioned in paragraph (ii) above.

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.

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## LETTER FROM THE BORAD

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

- (A) the Issue Mandate to allot, issue and deal with fully paid up Shares of not exceeding 20% of the number of Shares in issue 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 fully paid up Shares of not exceeding 10% of the number of Shares in issue 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 bought back under the Buy-back Mandate.

Such resolutions are 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 Buy-back Resolution is set out in Appendix II to this circular.

### 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 Directors, the Issue Mandate, the Buy-back Mandate 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 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 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.

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

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors are of the opinion that the proposed ordinary resolutions for the re-election of Directors, the Issue Mandate, the Buy-back Mandate and the 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 Retiring Directors Proposed for Re-election) and Appendix II (Explanatory Statement to the 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 at the AGM:

**Ms. Cindy Yeung**

*Chairperson*

Ms. Yeung, aged 49, the Chairperson and Managing Director of the Company as well as a director of certain subsidiaries of the Company. Ms. Yeung joined the Group in September 1990. 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 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, nor does she hold any other major appointment, professional qualification or positions with the Company and other members of the Group.

Pursuant to a service agreement entered into between the Company and Ms. Yeung, the Company appointed her as Executive Director of the Company for a term of three years commencing from 21 July 2008 and shall continue thereafter until terminated by notice in writing served by either party. 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. Ms. Yeung is entitled to receive a Director's fee of HK\$150,000 per annum which 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 duties and responsibilities undertaken by her as Director. The amount of emoluments paid to Ms. Yeung for the financial year ended 31 December 2013 was set out in note 9 to the consolidated financial statements of the Company 2013 Annual Report.

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 ("AY Trust") (the founder of which is Dr. Albert Yeung) which indirectly owned 3,617,860,000 Shares in the Company, representing approximately 52.57% of the total number of Shares in issue as at the Latest Practicable Date.

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 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 nor any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Ms. Yeung.

**Ms. Fan Man Seung, Vanessa***Executive Director*

Ms. Fan, aged 51, an Executive Director of the Company and a director of certain subsidiaries of the Company. Ms. Fan has been involved in the management of the Group since November 1998. She is also the Chairperson of the Corporate Governance Committee and a member of the Nomination Committee of the Company. Ms. Fan is also a director of three listed companies in Hong Kong, namely Emperor International Holdings Limited (Stock Code: 163), Emperor Entertainment Hotel Limited (Stock Code: 296) and New Media Group Holdings Limited (Stock Code: 708), all being associated companies of the Company. Having over 24 years of corporate management experience, Ms. Fan possesses diversified experience in different businesses ranging from watch & jewellery retailing, property investment and development, hotel and hospitality, financial and securities services, entertainment as well as media. Ms. Fan is a lawyer by profession in Hong Kong and a qualified accountant, and holds a Master's Degree in Business Administration. Save as disclosed above, Ms. Fan 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, nor does she hold any other major appointment, professional qualification or positions with the Company and other members of the Group.

Pursuant to a service agreement entered into between the Company and Ms. Fan, the Company appointed her as Executive Director of the Company for a term of three years commencing from 21 July 2008 and shall continue thereafter until terminated by notice in writing served by either party. 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. Ms. Fan is entitled to receive a Director's fee of HK\$150,000 per annum which 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 duties and responsibilities undertaken by her as Director.

Ms. Fan 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. Fan.

**Mr. Chan Hon Piu***Independent Non-Executive Director*

Mr. Chan, aged 53, was appointed as Independent Non-executive Director of the Company in June 2008. He is the Chairman of the Nomination Committee as well as a member of the Audit Committee and the Corporate Governance Committee of the Company. Mr. Chan has been admitted as a solicitor in Hong Kong since 1991 and is now a partner of a law firm in Hong Kong. Mr. Chan graduated from The University of Hong Kong with a Bachelor's Degree in Social Sciences. He also obtained the Certificate of Education and a Master's Degree in Laws from The University of Hong Kong. Save as disclosed above, Mr. Chan 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, nor does he hold any other major appointment, professional qualification or positions with the Company and other members of the Group.

Pursuant to a letter of appointment entered into between the Company and Mr. Chan, the Company appointed him as Independent Non-Executive Director of the Company commencing from 21 July 2008 for an initial term of two years and shall continue thereafter on a yearly basis subject to termination by either party. 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. Mr. Chan is entitled to receive a Director's fee of HK\$200,000 per annum which 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 duties and responsibilities undertaken by him as Director.

Mr. Chan 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 re-election of Mr. Chan.

**LISTING RULES**

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

**(i) Shareholders' approval**

All proposed buy-backs 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**

Buy-backs 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 bought back**

A maximum of 10% of the number of Shares in issue at the date of passing the Buy-back Resolution may be bought back by the Company on the Stock Exchange.

**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, variation or renewal of the Buy-back Mandate by 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 of the Company.

**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 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 2013) 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 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>
<b>2013</b>		
March	0.900	0.740
April	0.810	0.720
May	0.850	0.760
June	0.790	0.570
July	0.650	0.570
August	0.620	0.580
September	0.720	0.580
October	0.700	0.600
November	0.690	0.610
December	0.630	0.570
<b>2014</b>		
January	0.600	0.490
February	0.620	0.455
March (up to and including the Latest Practicable Date)	0.630	0.560

**UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buy-back of Shares pursuant to the proposed Buy-back 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 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 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, 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 consider that such an increase would not give rise to an obligation on the part of Emperor W&J Holdings to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

The Directors will exercise the powers conferred by the Buy-back Mandate to buy back 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 Buy-back 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 total number of Shares in issue; and (b) a requirement of Emperor W&J Holdings 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 to sell any Shares to the Company in the event that the Buy-back Mandate is approved by the Shareholders.

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 or have undertaken not to do so in the event that the Buy-back Mandate is approved by the Shareholders.

#### **BUY-BACK OF SHARES MADE BY THE COMPANY**

No buy-back of Shares has been made by the Company or any of its subsidiaries (whether on the Stock Exchange or otherwise) during the past six months prior to the Latest Practicable Date.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 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 Thursday, 8 May 2014 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 2013 together with the Reports of the Directors and Independent auditor (“Auditor”) thereon.
2. To declare final dividend for the year ended 31 December 2013.
3.
  - (A) To re-elect Ms. Cindy Yeung as Director.
  - (B) To re-elect Ms. Fan Man Seung, Vanessa as Director.
  - (C) To re-elect Mr. Chan Hon Piu as Director.
  - (D) To authorize the board of directors of the Company (“Directors” or “Board”) to fix the Director’s remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as Auditor and authorize 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;



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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 number of shares of the Company in issue 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 or any stock exchange in any territory outside Hong Kong).”

(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 buy back 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;
- (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

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## NOTICE OF ANNUAL GENERAL MEETING

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Hong Kong and the Stock Exchange under The Codes on Takeovers and Mergers and Share Buy-backs pursuant to paragraph (i) of this resolution shall not exceed 10% of the number of shares of the Company in issue on 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 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. 5(B) above shall be added to the total issued shares of the Company 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**  
**CHUNG Ho Ying, Frina**  
*Company Secretary*

Hong Kong, 3 April 2014

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

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## NOTICE OF ANNUAL GENERAL MEETING

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*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) For the purpose of ascertaining shareholders' right to attend and vote at the above meeting, the register of members of the Company will be closed and the relevant details are set out below:

Latest time to lodge transfer	4:30 p.m. on 5 May 2014 (Monday)
Book close date	7 May 2014 (Wednesday)
Record date	7 May 2014 (Wednesday)

During the above closure period, no transfer of shares will be registered. 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 Hong Kong Share Registrar, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong before the above latest time to lodge transfer.

- (v) 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.
- (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 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 ([www.hkexnews.hk](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 Company's website 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. Upon written request, a free printed version of Corporate Communication will be sent to shareholders who have elected to receive electronic copies but for any reason have difficulty in receiving or gaining access to any Corporate Communication through the Company's website. 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](mailto:is-enquiries@hk.tricorglobal.com).