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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 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 to be held at 2nd Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Thursday, 26 May 2022 at 11:30 a.m. is set out from pages 16 to 20 of this circular. Please complete and return the accompanying form of proxy to the Company's Share Registrar, Tricor Secretaries Limited, at Level 54, 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 (by Tuesday, 24 May 2022 before 11:30 a.m.) 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 subsequently so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

PRECAUTIONARY MEASURES FOR THE AGM

To safeguard the health and safety of Shareholders and to prevent the spreading of the coronavirus disease 2019 ("COVID-19"), the following precautionary measures will be implemented at the AGM:

- (1) **Compulsory temperature checks;**
- (2) **Compulsory scanning of the "LeaveHomeSafe" QR code displayed in the venue;**
- (3) **Compulsory health declaration;**
- (4) **Compulsory wearing of surgical face mask – no mask will be provided at the AGM venue;**
- (5) **No refreshment or drinks will be served and no corporate gift will be distributed; and**
- (6) **A designated seat will be assigned at the AGM venue.**

Attendees who do not comply with the precautionary measures referred to in (1) to (4) above may be denied entry to the AGM venue, at the absolute discretion of the Company to the extent permitted by law.

For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the Chairperson of the AGM as their proxy and to return their forms of proxy by the time specified therein, instead of attending the AGM in person. Physical attendance at the AGM by a Shareholder is not necessary for the purpose of exercising voting rights.

Subject to the development of COVID-19, the Company may implement further procedures and precautionary measures at short notice and may issue further announcement as appropriate. Shareholders should check the websites of the Company and the Stock Exchange for updates on the latest arrangement of the AGM.

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PRECAUTIONARY MEASURES FOR THE AGM

In light of the situation of COVID-19, the Company would like to advise the Shareholders on the following precautionary measures for the AGM:

(A) BEFORE THE AGM

- (1) **Voting by proxy in advance of the AGM:** The Company does not in any way wish to diminish the opportunity available to Shareholders to exercise their rights and to vote, but is conscious of the pressing need to protect Shareholders from possible exposure to the COVID-19. For the health and safety of Shareholders, **the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the Chairperson of the AGM as their proxy instead of attending the AGM in person.** Physical attendance is not necessary for the purpose of exercising Shareholder's rights. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof should they subsequently so wish.

The deadline to submit completed forms of proxy is Tuesday, 24 May 2022 at 11:30 a.m. Completed forms of proxy must be returned to the Share Registrar of the Company, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong. The form of proxy can be downloaded from the websites of the Company (<https://www.emperorwatchjewellery.com>) and the Stock Exchange (<https://www.hkexnews.hk>).

- (2) **Appointment of proxy by non-registered Shareholders:** Non-registered Shareholders whose Shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited should consult directly with their banks or brokers or custodians (as the case may be) to assist them in the appointment of proxy.
- (3) **Limiting attendance in person at the AGM venue:** The Company will limit attendance in person at the AGM venue subject to strict compliance of the Prevention and Control of Disease (Prohibition on Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) at any one time in the AGM venue. The Board reserves the right to change this maximum attendance number at any time depending on the public health situation at the time of the AGM and the guidance of the HKSAR Government.

PRECAUTIONARY MEASURES FOR THE AGM

Shareholders who wish to attend the AGM in person or by proxy (whether or not the relevant forms of proxy have been completed and submitted) must register their intention and provide the following details by email to cosec@emperorgroup.com or alternatively in person to 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong from Friday, 20 May 2022 to Tuesday, 24 May 2022 (excluding Saturday and Sunday) during business hours from 9:00 a.m. to 6:00 p.m.:

1. full name (as shown on Hong Kong Identity Card or passport);
2. contact phone number; and
3. email address.

The application for the admission of the AGM venue in person will be allocated on a first-come-first-served basis. Duplicated registrations will be disregarded. Registered Shareholders will be notified by email and by phone (if reachable) on Wednesday, 25 May 2022 if such right of admission will be allocated. No notification will be sent to those Shareholders who are not successful to obtain the right of admission to the AGM venue in person.

- (4) **Questions at or prior to the AGM:** The AGM proceedings will be conducted with a view to focusing on the proposed resolutions as set out in the Notice of AGM. Shareholders are advised to contact the Company by email to ir@emperorgroup.com if they have any question about the relevant resolutions or about the Company, or any matter for communication with the Board, as early as possible before the AGM date. The Company will endeavour to reply as soon as practicable.

(B) AT THE AGM

- (1) Compulsory temperature checks will be carried out on every attendee before entry to the AGM venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or exhibiting flu-like symptoms or any HKSAR Government prescribed quarantine may be denied entry into the AGM venue and be requested to leave the AGM venue, at the absolute discretion of the Company and to the extent permitted by law.
- (2) Every attendee must scan the “LeaveHomeSafe” QR code displayed in the venue prior to entry into the AGM venue.
- (3) Every attendee will be required to submit a completed and signed health declaration form (“Form”) prior to being admitted to the AGM venue. Please bring along the completed Form to the AGM venue to ensure smooth registration and certification processing. The Form can be downloaded from the website of the Company (<https://www.emperorwatchjewellery.com>).

PRECAUTIONARY MEASURES FOR THE AGM

- (4) Every attendee will be required to wear a surgical face mask throughout the AGM (including queuing for registration). Please note that no masks will be provided at the AGM venue and attendees should wear their own masks.
- (5) No refreshments, drinks or corporate gift will be served or distributed to attendees at the AGM venue.
- (6) Every attendee will be assigned a seat in order to ensure appropriate social distancing and facilitate close contact tracing. Staff at the AGM venue will also assist in crowd control and queue management to ensure appropriate social distancing.

In addition, attendees are requested to observe and practise good personal hygiene at all times at the AGM venue. To the extent permitted by law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue so as to ensure the health and safety of the attendees at the AGM.

Given the Government's directions for group gatherings' restrictions under the Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F of the Laws of Hong Kong) and the Prevention and Control of Disease (Prohibition on Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) which remain in force as of the date hereof, the Company may implement further procedures and precautionary measures and change the AGM arrangements at short notice. Shareholders should visit the websites of the Company (<https://www.emperorwatchjewellery.com>) and the Stock Exchange (<https://www.hkexnews.hk>) for future announcements and updates on the AGM arrangements.

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 2nd Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Thursday, 26 May 2022 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 5(B) of the Notice of 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 for the time being
“Extension Mandate”	a general mandate proposed to be granted to the Directors to the effect that the Issue Mandate will be extended to add any Shares bought back under the Buy-back Mandate
“Group”	the Company and its subsidiaries from time to time
“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 enable them to exercise all the powers 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

DEFINITIONS

“Latest Practicable Date”	11 April 2022, 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 where is in force from time to time
“Notice of AGM”	the notice dated 22 April 2022 convening the AGM as set out on pages 16 to 20 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*)

Ng Koon Keung, Ricky (*Chief Executive Officer*)

Wong Chi Fai

Fan Man Seung, Vanessa

Registered office:

25th Floor

Emperor Group Centre

288 Hennessy Road

Wanchai

Hong Kong

Independent Non-Executive Directors:

Chan Sim Ling, Irene

Liu Hing Hung

Chan Wiling, Yvonne

22 April 2022

To the Shareholders

Dear Sir or 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; and (ii) the proposed grant of the Issue Mandate, the Buy-back Mandate and the Extension Mandate.

ANNUAL GENERAL MEETING

The Notice of AGM is set out on pages 16 to 20 of this circular. Resolutions in respect of the re-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.

Please draw particular attention to the precautionary measures as set out on pages 1 to 3 of this circular.

LETTER FROM THE BOARD

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. An announcement will be made by the Company following the conclusion of the AGM to inform Shareholders of the results of the AGM.

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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong before 4:30 p.m. on Friday, 20 May 2022.

RE-ELECTION OF DIRECTORS

Retirement and re-election of Directors

In accordance with Article 79 of the Articles of Association, Mr. Ng Koon Keung, Ricky ("Mr. Ng") who was appointed by the Board during the year ended 31 December 2021 shall hold office only until the next following annual general meeting, i.e. the AGM; whereas pursuant to Articles 80(1) and 80(3) of the Articles of Association, Mr. Wong Chi Fai ("Mr. Wong") and Mr. Liu Hing Hung ("Mr. Liu") shall retire by rotation at the AGM. All of them, being eligible, shall offer themselves for re-election thereat.

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.

Recommendation of the Nomination Committee

The Nomination Committee of the Company ("NC") had reviewed the biographical details of Mr. Ng, Mr. Wong and Mr. Liu and their meeting of nomination criteria (including but not limited to, character and integrity, professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy, time commitment to effectively discharge duties as Board members) as set out in the nomination policy of the Company and considered the diversity aspects (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services) as set out in the diversity policy of the Company, and took the view that all of them have been contributing to the Group effectively and are committed to their role as Directors.

The Board accepted the recommendation by the NC for recommending the Shareholders to re-elect Mr. Ng, Mr. Wong and Mr. Liu as Directors at the AGM. Each of them abstained from voting on the relevant resolution at the Board meeting regarding his own nomination.

The NC had also reviewed the independence of Mr. Liu based on his annual confirmation of independence and was satisfied with his independence with reference to the criteria as set out under 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 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 28 April 2022 (Thursday) to 6 May 2022 (Friday), 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

(I) General mandates granted at the last annual general meeting of the Company held on 27 May 2021 (“2021 AGM”)

At the 2021 AGM, 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 then in issue (i.e. a maximum of 1,355,891,625 Shares) (the “Previous Issue Mandate”);
- (ii) buy back up to 10% of the aggregate number of Shares then in issue (i.e. a maximum of 677,945,812 Shares) (the “Previous Buy-back Mandate”); and
- (iii) extend the Previous Issue Mandate by an additional number of Shares bought back by the Company pursuant to the Previous Buy-back Mandate.

No Shares had been issued nor bought back by the Company pursuant to the above mandates.

(II) Proposed refreshment of the general mandates at the AGM

As at the Latest Practicable Date, there were 6,779,458,129 Shares in issue. At the AGM, ordinary resolutions will be proposed to the effect 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 date of passing such resolution at the AGM (i.e. of not exceeding 1,355,891,625 Shares assuming no further Shares will be issued or bought back between the Latest Practicable Date and the date of the AGM);
- (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 date of passing such resolution at the AGM; and

LETTER FROM THE BOARD

- (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 of Shares which may be bought back under the Buy-back Mandate.

Such proposed resolutions are set out in resolutions 5(A), 5(B) and 5(C) in the Notice of AGM respectively. The previous mandates under (I) above will lapse at the conclusion of the AGM. It is therefore proposed by the Board to seek approval from the Shareholders at the AGM to grant fresh general mandates to the Directors.

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.

RECOMMENDATION

The Directors are of the opinion that the proposed ordinary resolutions for (a) the re-election of Directors; and (b) the granting of 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 in the AGM Notice.

GENERAL INFORMATION

Your attention is also drawn to the additional information set out in Appendix I (Details of 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

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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

Mr. Ng Koon Keung, Ricky

Executive Director and Chief Executive Officer

Mr. Ng, aged 53, an Executive Director of the Company and the Chief Executive Officer of the Group, as well as a member of the Executive Committee of the Company and a director of certain subsidiaries of the Company. Mr. Ng joined the Group since July 2021. He is responsible for the Group's strategic planning, business growth and development and overseeing different business operations within the Group. Mr. Ng possesses over 25 years of extensive corporate management experience in retail, product planning, operations, marketing and business development. He was an executive director and chief executive officer of Ulferts International Limited (Stock Code: 1711), a listed member of Emperor Group, from 1 May 2014 to 30 June 2021. Mr. Ng holds a Bachelor of Business Administration awarded by Hong Kong Baptist College (now Hong Kong Baptist University). He also holds a Degree of Master of Management in Marketing Management and a Degree of Master of Business Administration awarded by Macquaire University, Sydney, Australia. Save as disclosed above, Mr. Ng did not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or oversea in the last three years.

The term of service of Mr. Ng is subject to retirement by rotation at the annual general meetings of the Company at least once every 3 years in accordance with the Articles of Association and the Listing Rules. Mr. Ng is entitled to receive a Director's fee of HK\$250,000 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 market rate and the duties and responsibilities undertaken by him. The amount of emoluments paid to Mr. Ng for the financial year ended 31 December 2021 was set out in note 9 to the consolidated financial statements in the 2021 Annual Report of the Company.

Mr. Ng 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. Ng.

Mr. Wong Chi Fai*Executive Director*

Mr. Wong, aged 66, an Executive Director of the Company. Mr. Wong has been involved in the management of the Group since November 1998. He is a member of the Executive Committee and Remuneration Committee of the Company as well as a director of certain subsidiaries of the Company. Currently, Mr. Wong is also a director of Emperor International Holdings Limited (Stock Code: 163), Emperor Entertainment Hotel Limited (Stock Code: 296), Emperor Culture Group Limited (Stock Code: 491) and Ulferts International Limited (Stock Code: 1711), all being listed members of Emperor Group. Having over 30 years of finance and management experience, Mr. Wong has diversified experience in different businesses ranging from retailing of watch and jewellery, property investment and development, hotel and hospitality, financial and securities services, cinema development and operation to entertainment production and investment, artiste management, wholesaling and retailing of furniture as well as media and publication. He is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants. Save as disclosed above, Mr. Wong 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 service of Mr. Wong is subject to retirement by rotation at least once every 3 years at the annual general meetings of the Company in accordance with the Articles of Association and the Listing Rules. Mr. Wong is entitled to receive a Director's fee of HK\$250,000 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 market rate and the duties and responsibilities undertaken by him.

Mr. Wong 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. Wong.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Liu Hing Hung

Independent Non-executive Director

Mr. Liu, aged 58, was appointed as Independent Non-executive Director of the Company in May 2017. He is also the Chairman of the Audit Committee as well as a member of the Remuneration Committee and Corporate Governance Committee of the Company. Mr. Liu runs a professional accountancy firm in Hong Kong and has over 20 years of experience in accounting, taxation, auditing and corporate finance. Currently, he is also an independent non-executive director of SIM Technology Group Limited (Stock Code: 2000). Mr. Liu holds a Master's Degree in Business Administration. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Taxation Institute of Hong Kong and also a member of the Society of Chinese Accountants and Auditors. Save as disclosed above, Mr. Liu 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 service of Mr. Liu is subject to retirement by rotation at the annual general meetings of the Company at least once every 3 years in accordance with the Articles of Association and the Listing Rules. Mr. Liu is entitled to receive a Director's fee of HK\$220,000 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 market rate and the duties and responsibilities undertaken by him.

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 re-election of Mr. Liu.

1. EXERCISE OF THE BUY-BACK MANDATE

As at the Latest Practicable Date, the total number of Shares in issue was 6,779,458,129 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 677,945,812 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.

2. REASONS FOR THE BUY-BACK OF SHARES

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. 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. Buy-back of Shares will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders.

3. 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.

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 2021) 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.

4. SHARE PRICE

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 months up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
2021		
April	0.164	0.141
May	0.175	0.150
June	0.248	0.169
July	0.249	0.185
August	0.240	0.193
September	0.213	0.171
October	0.204	0.169
November	0.230	0.172
December	0.215	0.198
2022		
January	0.224	0.195
February	0.219	0.173
March	0.197	0.151
April (up to and including the Latest Practicable Date)	0.188	0.166

5. 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) during the past six months preceding the Latest Practicable Date.

6. UNDERTAKING INTENTION

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, the applicable laws and regulations of Hong Kong and the Articles of Association.

None of the Directors nor, to the best of their knowledge and belief 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 any Shares to the Company nor has undertaken not to do so in the event that the Buy-back Mandate is approved by the Shareholders.

7. 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, Emperor Watch & Jewellery Group Holdings Limited ("Emperor W&J Holdings") held 4,298,610,000 Shares in the Company, representing approximately 63.41% of the total number of Shares in issue. In the event that the Directors exercise in full the power to buy back Shares which is proposed to be granted pursuant to the proposed Buy-back Resolution, then (assuming such shareholding as at the Latest Practicable Date otherwise remains the same) the shareholding of Emperor W&J Holdings in the Company would be increased to approximately 70.45% 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 Rule 26 of the Takeovers Code.

The Directors will exercise the power conferred by the Buy-back Mandate to buy back Shares in circumstances which they deemed appropriate for the benefits of the Company and the Shareholders as a whole.

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 2nd Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Thursday, 26 May 2022 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 2021 together with the Reports of the directors and independent auditor (“Auditor”).
2. To declare final dividend for the year ended 31 December 2021.
3. (A) To re-elect Mr. Ng Koon Keung, Ricky as director of the Company (“Director”).

(B) To re-elect Mr. Wong Chi Fai as Director.

(C) To re-elect Mr. Liu Hing Hung as Director.

(D) To authorize the board of the Company (“Board”) to fix the Director’s remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as Auditor and authorize the Board to fix its 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 (as defined in sub-paragraph (iii) of this resolution) of all the powers of the Company to allot and issue additional shares 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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(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 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 of 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 (as defined in sub-paragraph (iii) of this resolution) of all the powers of the Company to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Stock Exchange and the Securities and Futures Commission for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time be and is hereby generally and unconditionally approved;

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(ii) the aggregate number of shares of the Company to be bought back pursuant to the approval in sub-paragraph (i) above shall not exceed 10% of the total number of the issued shares of the Company as at the date of this resolution and the said 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 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 nos. 5(A) and 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 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. 5(A) above, provided that such extended number of shares of the Company shall not exceed 10% of the total number of issue shares of the Company as at the date of passing resolution no. 5(B).”

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

Hong Kong, 22 April 2022

Registered Office:

25th Floor

Emperor Group Centre

288 Hennessy Road

Wanchai

Hong Kong

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Notes:

- (i) Considering the outbreak of COVID-19, certain measures will be implemented at the Annual General Meeting (“AGM”) with a view to addressing the risk to attendees of infection, including, without limitation (i) all attendees being required to (a) undergo compulsory body temperature check; (b) scan the “LeaveHomeSafe” venue QR code; (c) submit compulsory health declaration form; and (d) wear surgical face masks prior to admission to the AGM venue (no mask will be provided at the AGM venue) and throughout the AGM; (ii) no corporate gifts being distributed; (iii) no refreshments or drinks being provided; and (iv) all attendees will be assigned designated seat at the AGM venue in order to ensure approximate social distancing and facilitate contact tracing. The Company reminds attendees that they should carefully consider the risks of attending the AGM, taking into account their own personal circumstances.

The Company will keep the evolving COVID-19 situation under review and may change measures, where appropriate with short notice. Shareholders should check the websites of the Company (<https://www.emperorwatchjewellery.com>) and the Stock Exchange (<https://www.hkexnews.hk>) for future announcements and updates on AGM arrangements.

- (ii) Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions as set out in this Notice will be decided by poll at the AGM. Where the Chairperson/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.
- (iii) 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. The Company strongly encourages Shareholders to appoint the Chairperson of the AGM as their proxies to exercise their rights to vote at the AGM.
- (iv) 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (“Share Registrar”) 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 AGM or adjourned meeting.
- (v) Where there are joint holders of any share, any one of such joint holders may vote, either by himself/herself 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 AGM, 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.
- (vi) Completion and delivery of the form of proxy will not preclude a member from attending and voting by himself/herself at the AGM or adjourned meeting thereof and in such event, the form of proxy previously submitted shall be deemed to be revoked.
- (vii) In order to qualify for the right to attend and vote at the AGM, all relevant share certificates and properly completed transfer forms must be lodged for registration with the Share Registrar at the above address before 4:30 p.m. on Friday, 20 May 2022.

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- (viii) The AGM will be held on Friday, 26 May 2022 as scheduled regardless of whether or not an amber or a red rainstorm warning signal is in force in Hong Kong at any time on that day. However, if Typhoon Signal No. 8 or above is hoisted, or a black rainstorm warning signal or “extreme conditions after super typhoons” announced by the HKSAR Government is/are in force at any time after 9:30 a.m. and before the meeting time, the AGM will be postponed. The Company will post an announcement on the websites of the Company (<https://www.emperorwatchjewellery.com>) and the Stock Exchange (<https://www.hkexnews.hk>) to notify Shareholders of the date, time and place of the rescheduled meeting.
- (ix) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

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 (<https://www.hkexnews.hk>) and the Company (<https://www.emperorwatchjewellery.com>). In order to protect the environment, the Company highly recommends the Shareholders to elect to receive electronic copy of this Circular. Shareholders may have the right to change their choice of receipt of our future corporate communications at any time by reasonable notice in writing to the Company’s Share Registrar, Tricor Secretaries Limited, by post at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong or by email at is-enquiries@hk.tricorglobal.com.