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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) PROPOSALS FOR (A) RE-ELECTION OF DIRECTORS
AND
(B) GENERAL MANDATES
TO ISSUE NEW SHARES AND BUY BACK SHARES
AND
(2) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Tuesday, 21 May 2024 at 10:30 a.m. is set out on pages AGM-1 to AGM-5 of this circular.

Please complete and return the accompanying form of proxy to the Company's Share Registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, but in any event not less than 48 hours before the time appointed for holding the AGM (by Sunday, 19 May 2024 before 10:30 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 any adjournment thereof should you subsequently so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

17 April 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Tuesday, 21 May 2024 at 10:30 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
“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 6(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 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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate proposed to be granted to the Directors to enable them to exercise all the power of the Company to allot, issue or otherwise deal with new Shares 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”	9 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of AGM”	the notice of AGM dated 17 April 2024 as set out on pages AGM-1 to AGM-5 of this circular
“PRC”	The People’s Republic of China
“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 Code on Takeovers and Mergers
“%”	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:

Ms. Cindy Yeung (*Chairperson*)

Mr. Wong Chi Fai

Ms. Fan Man Seung, Vanessa

Independent Non-executive Directors:

Ms. Chan Sim Ling, Irene

Mr. Liu Hing Hung

Mr. Law, Michael Ka Ming

Registered office:

25th Floor

Emperor Group Centre

288 Hennessy Road

Wanchai

Hong Kong

17 April 2024

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 for the approval of (i) re-election of Directors; and (ii) granting of general mandates to issue new Shares and buy back Shares and to give you the Notice of AGM.

ANNUAL GENERAL MEETING

The Notice of AGM is set out on pages AGM-1 to AGM-5 of this circular. Resolutions to be proposed at the AGM include, *inter alia*, (A) re-election of Directors; and (B) general mandates to issue new Shares and buy back Shares.

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.

LETTER FROM THE BOARD

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders on the proposed 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 poll results of the AGM.

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 Company's Share Registrar, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong before 4:30 p.m. on Tuesday, 14 May 2024.

No refreshments or drinks will be served and no corporate gifts will be distributed.

The Company would like to encourage Shareholders to exercise their rights to vote at the AGM by appointing the Chairperson of the AGM as their proxy to represent them by returning their forms of proxy by the time specified herein. Physical attendance at the AGM by Shareholders is not necessary for the purpose of exercising their voting rights.

(A) RE-ELECTION OF DIRECTORS

Retirement and re-election of Directors

In accordance with Article 79 of the Articles of Association, Mr. Law, Michael Ka Ming ("**Mr. Law**"), who was appointed by the Board on 19 March 2024, shall hold office from his appointment date until the AGM; whereas pursuant to Articles 80(1) and 80(3) of the Articles of Association, Ms. Fan Man Seung, Vanessa ("**Ms. Fan**") shall retire by rotation at the AGM. Both of them, being eligible, shall offer themselves for re-election thereat.

Details of the 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

The Nomination Committee of the Company ("**NC**") had reviewed the biographical details of Mr. Law and Ms. Fan 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, sufficiency of 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 both of them have been contributing to the Group effectively and committed to their role as Directors.

LETTER FROM THE BOARD

The NC had also assessed the independence of Mr. Law based on his confirmation of independence with reference to the criteria as set out in Rule 3.13 of the Listing Rules and was satisfied with his independence.

The Board accepted the recommendations by the NC for recommending the Shareholders to re-elect Mr. Law (after his appointment by the Board) and Ms. Fan as Directors at the AGM. Ms. Fan abstained from voting on the relevant resolution at the Board meeting regarding her own re-election.

(B) 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 25 May 2023 (“2023 AGM”)

At the 2023 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 in issue (i.e. a maximum of 1,355,891,625 Shares) (“**Previous Issue Mandate**”);
- (ii) buy back up to 10% of the aggregate number of Shares in issue (i.e. a maximum of 677,945,812 Shares) (“**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 have been issued nor bought back by the Company pursuant to the above mandates.

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

The previous mandates 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.

LETTER FROM THE BOARD

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 that the Directors be granted:

- (i) the Issue Mandate to allot, issue and deal with Shares of up to an aggregate of not exceeding 20% of the total number of 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);
- (ii) the Buy-back Mandate to buy back Shares of up to an aggregate of not exceeding 10% of the total number of issued Shares as at the date of passing such resolution at the AGM (i.e. of not exceeding 677,945,812 Shares assuming no further Shares will be issued or bought back between the Latest Practicable Date and the date of the AGM); and
- (iii) 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 as set out in resolutions 6(A), 6(B) and 6(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.

RECOMMENDATION

The Directors are of the opinion that the proposed resolutions for the (A) re-election of Directors; and (B) general mandates to issue new Shares and buy back Shares are in the best interests of the Company and the Shareholders as a whole. The Directors recommend the Shareholders to vote in favour of all relevant resolutions as set out in the Notice of AGM.

GENERAL INFORMATION

Your attention is also drawn to the additional information as 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

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

Ms. Fan Man Seung, Vanessa

Executive Director

Ms. Fan, aged 61, an Executive Director of the Company. She has been involved in the management of the Group since November 1998. Ms. Fan is also the Chairperson of the Corporate Governance Committee, a member of the Executive Committee and the Nomination Committee of the Company as well as a director of certain subsidiaries of the Company. She has over 35 years of corporate management experience in diversified businesses ranging from retailing of watch and jewellery, property investment and development, hotel and hospitality, financial and securities services, wholesaling and retailing of furniture, cinema development and operation to entertainment production and investment, artiste management as well as media and publication. Ms. Fan is currently a director of Emperor International Holdings Limited (Stock Code: 163), Emperor Entertainment Hotel Limited (Stock Code: 296), Emperor Capital Group Limited (Stock Code: 717), Emperor Culture Group Limited (Stock Code: 491) (“**Emperor Culture**”), Ulferts International Limited (Stock Code: 1711) and New Media Lab Limited (Stock Code: 1284), all being listed members of Emperor Group. She 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 other positions with the Group and has not held any directorship in other listed public companies in Hong Kong or overseas in the last three years.

Ms. Fan was a director of 英皇娛藝影院(廣東)有限公司 (Emperor UA Cinemas (Guangdong) Company Limited*) (“**PRC Company**”), a company established under the PRC laws and an indirect non-wholly owned subsidiary of Emperor Culture, from 6 November 2020 to 26 August 2022. The immediate sole shareholder and intermediate shareholders of the PRC Company resolved on 21 November 2022 to cease the entire operation of the PRC Company, and upon the PRC Company’s voluntary liquidation application filed on 14 March 2023, an order was made by the PRC Court on 25 April 2023 accepting the application on the ground that the PRC Company was insolvent and the PRC court ordered respectively on 31 October 2023 that the PRC Company was declared bankruptcy and on 29 December 2023 that the bankruptcy proceeding of the PRC Company ended. The PRC Company was primarily engaged in cinema operation in the PRC. Ms. Fan confirmed that she was not a party to the liquidation application and is not aware of any actual or potential claim that has been or will be made against her because of such liquidation.

The term of service of Ms. Fan 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. Ms. Fan is entitled to receive a Director’s fee of HK\$250,000

* for identification purpose only

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 rates and the duties and responsibilities undertaken by her.

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. Law, Michael Ka Ming

Independent Non-executive Director

Mr. Law, aged 63, was appointed as Independent Non-executive Director of the Company in March 2024. He is also the Chairman of the Remuneration Committee, a member of the Audit Committee and the Nomination Committee of the Company. Mr. Law has over 30 years of experience in corporate management, finance, banking, construction and property development. He is currently an executive director of Zhejiang United Investment Holdings Group Limited (Stock Code: 8366) and an independent non-executive director of Century Group International Holdings Limited (Stock Code: 2113). Mr. Law holds a Master's Degree in business administration from The Chinese University of Hong Kong and a Bachelor's Degree in building studies from The University of Hong Kong. He is a Chartered Quantity Surveyor of the Royal Institution of Chartered Surveyors and a member of the Hong Kong Institute of Surveyors. Save as disclosed above, Mr. Law did not hold any other positions with the Group and any directorship in other listed public companies in Hong Kong or overseas in the last 3 years.

The term of service of Mr. Law 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. Law 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 rates and the duties and responsibilities undertaken by him.

Mr. Law 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. Law.

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 total number of issued Shares) during the period from the date of the AGM up to:

- (i) the conclusion of next annual general meeting of the Company;
- (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 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. 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.

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 its 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 its latest published audited accounts contained in the annual report of the Company for the year ended 31 December 2023) 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 its gearing levels, which in the opinion of the Directors, are from time to time appropriate for the Company.

EFFECT OF THE 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 4,298,630,000 Shares, representing approximately 63.41% of the total number of issued Shares. In the event that the Directors exercise in full the power to buy back Shares which is proposed to be granted pursuant to the Buy-back Resolution, then (assuming such shareholding as at the Latest Practicable Date otherwise remain the same) the shareholding of Emperor W&J Holdings in the Company would increase to approximately 70.45% of the total number of issued Shares. 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. Besides, it would not reduce the number of Shares in the hands of the public to less than the prescribed minimum percentage of 25% of the total number of issued Shares.

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.

GENERAL

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 persons (as defined in Listing Rules) of the Company has notified the Company of a present intention to sell any Shares to the Company or has undertaken not to do so in the event that the Buy-back Mandate is approved by the Shareholders.

The Directors will exercise the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong. Neither this explanatory Statement nor the proposed share buy-back has any unusual features.

The Company has not bought back any Shares, whether on the Stock Exchange or otherwise during the 6 months preceding the Latest Practicable Date.

SHARE PRICE

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

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2023		
April	0.189	0.170
May	0.184	0.160
June	0.180	0.156
July	0.209	0.161
August	0.198	0.170
September	0.191	0.173
October	0.179	0.160
November	0.174	0.161
December	0.168	0.158
2024		
January	0.195	0.165
February	0.191	0.171
March	0.182	0.153
April (up to and including the Latest Practicable Date)	0.180	0.170

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 IS HEREBY GIVEN that the annual general meeting of Emperor Watch & Jewellery Limited (“**Company**”) will be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Tuesday, 21 May 2024 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated Financial Statements and the Reports of the Directors and Independent Auditor for the year ended 31 December 2023.
2. To declare a final dividend for the year ended 31 December 2023.
3. (A) To re-elect Mr. Law, Michael Ka Ming as Director.

(B) To re-elect Ms. Fan Man Seung, Vanessa as Director.
4. To authorize the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company to fix the Directors’ remuneration.
5. To re-appoint Deloitte Touche Tohmatsu as Independent Auditor and to authorize the Board to fix its remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

6. (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;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraph (i) of this resolution, otherwise than pursuant to a Rights Issue (as defined in sub-paragraph (iii) of this resolution) 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 passed 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 recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

(B) “**THAT**

- (i) subject to sub-paragraph (ii) of this resolution below, 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 issued 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;
- (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 passed in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**THAT** conditional upon resolution nos. 6(A) and 6(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. 6(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. 6(A) above, provided that such extended number of shares of the Company shall not exceed 10% of the total number of issued shares of the Company as at the date of passing resolution no. 6(B).”

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

Hong Kong, 17 April 2024

Registered office:

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

Notes:

- (i) **No refreshments or drinks will be served and no corporate gifts will be distributed.**
- (ii) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange, all resolutions set out in this notice will be decided by poll at the annual general meeting (“AGM”). 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 show of hands.
- (iii) A shareholder 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 is a holder of more than one share) to attend and vote in his/her stead. A proxy need not be a shareholder of the Company. The Company strongly encourages shareholders to appoint the chairperson of the AGM as their proxy to exercise their rights to vote at the AGM. Physical attendance at the AGM by a shareholder is not necessary for the purpose of exercising voting rights.
- (iv) To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof must be deposited at the Company’s Share Registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (“**Share Registrar**”), not less than 48 hours before the time appointed for holding 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 on any adjournment thereof should you subsequently so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

- (v) Where there are joint holders of any share, any one of such joint holder may vote at the AGM, either in person or by proxy in respect of such share as if he were solely entitled thereto, but the vote of the senior holder 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 of members in respect of the relevant joint holding.
- (vi) 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 Tuesday, 14 May 2024.
- (vii) If typhoon signal no. 8 or above, or a “black” rainstorm warning signal or “extreme conditions after super typhoons” announced by the HKSAR Government is in force at any time after 8:30 a.m. and before the above AGM time, the AGM will be postponed. The Company will post an announcement on the websites of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://www.EmperorWatchJewellery.com>) to notify shareholders of the date, time and place of the rescheduled meeting.
- (viii) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.