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英皇鐘錶珠寶有限公司
EMPEROR WATCH & JEWELLERY LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 887)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Emperor Watch & Jewellery Limited (“Company”) will be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Wednesday, 22 September 2010 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modification the following resolutions of the Company:

ORDINARY RESOLUTIONS

- (1) “**THAT** the terms and conditions of the supplemental agreement dated 23 July 2010 (a copy of which has been produced to the meeting marked “A” and signed by the chair of the meeting for the purpose of identification) entered into between Winner Sea Enterprises Limited (“the Issuer”), the Company as guarantor for the Issuer, and D. E. Shaw Composite Portfolios, L.L.C., Shikumen Special Situations Fund and Main Wealth Enterprises Limited, pursuant to which the parties agreed to extend the exercise period of the options (the “Option Period”) to subscribe for the second tranche of the convertible bonds of the Issuer for a further two months from the day immediately following the original expiry date of the Option Period (i.e. from 25 July 2010 to 25 September 2010) be and are hereby approved, ratified and confirmed.”
- (2) “**THAT** Mr. Hanji Huang be re-elected as a non-executive director of the Company and the board of Directors of the Company be authorised to determine his remuneration.”

By order of the Board
Emperor Watch & Jewellery Limited
Cindy Yeung
Executive Director

Hong Kong, 7 September 2010

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

Notes:

- (1) A member of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote in his stead. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote in his/her stead. A proxy needs not be a member of the Company but must be present in person to represent the member.
- (2) To be valid, the form of proxy together with any power of attorney or other authority must be deposited with the Company's share registrar, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
- (3) In the case of joint registered holders of any share in the capital of the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint registered holders is present at the EGM, either personally or by proxy, that one of the said persons so present whose name stands first on the registrar of the members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (4) Completion and return of the form of proxy will not preclude members from attending and voting in person at the EGM or any adjourned meeting if you so wish. If a member attends the EGM after having deposited the form of proxy, his form of proxy will be deemed to have been revoked.
- (5) Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this Notice shall be decided by way off poll at the EGM.

As at the date hereof, the board of directors of the Company comprised:

Executive Directors:

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

Non-executive Directors:

Mr. Hanji Huang

Independent Non-executive Directors:

Mr. Chan Hon Piu
Ms. Yip Kam Man
Ms. Lai Ka Fung, May