



JEWELLERY & PEARLS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 926)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Egana Jewellery & Pearls Limited (the “Company”) will be held at Ching Room, 4/F., Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong on Thursday, 17th November, 2005 at 11:00 a.m. for the following purposes:-

1. To receive and consider the Financial Statements and the Reports of the Directors and Auditors for the year ended 31st May, 2005.
2. To declare a final dividend.
3. To re-elect Directors and to authorise the Directors to fix their remuneration.
4. To appoint Auditors for the ensuing year and to authorise the Directors to fix their remuneration.
5. To consider as a special business and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:-

(A) **“THAT:-**

- (a) subject to paragraph (c) of this Resolution and without prejudice to Resolution 5(C) set out in the Notice of this Meeting, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) of this Resolution) of all the powers of the Company to issue, allot and deal in shares of HK\$0.50 each in the capital of the Company (the “Shares”) and to issue, allot or grant securities convertible into the Shares or options, warrants or similar rights to subscribe for any Shares in the Company or such convertible securities and to make or grant offers, agreements and options which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:-

- (i) a Rights Issue (as defined in paragraph (d) of this Resolution);
- (ii) any scrip dividend scheme or similar arrangements implemented in accordance with the Articles of Association of the Company as amended from time to time; or
- (iii) an issue of the Shares under the share option scheme of the Company or any similar arrangements for the time being adopted by the Company for the grant or issue to employees or directors of the Company and/or any of its subsidiaries of the Shares or right to acquire the Shares;

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly;

(d) for the purposes of this Resolution:-

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:-

- (i) the conclusion of the 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 of the Company or any applicable law of the Cayman Islands as amended from time to time to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of the 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 legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory).”

(B) **“THAT:-**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined in Resolution 5(A)(d) set out in the Notice of this Meeting) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange (the “Recognised Stock Exchange”), subject to and in accordance with all applicable laws, and in accordance with the provisions of, and in the manner specified in, the Rules Governing the Listing of Securities on the Stock Exchange or the rules of any other Recognised Stock Exchange, be and is hereby generally and unconditionally approved; and
- (b) the aggregate nominal amount of the Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly.”

(C) **“THAT** subject to the passing of Resolutions 5(A) and 5(B) set out in the Notice of this Meeting, the aggregate nominal amount of share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to and in accordance with the approval given in Resolution 5(A) set out in the Notice of this Meeting be and is hereby increased and extended by the addition of the aggregate nominal amount of the Shares which may be repurchased by the Company pursuant to and in accordance with the approval given in Resolution 5(B) set out in the Notice of this Meeting provided that such amount shall not exceed the aggregate nominal amount of the Shares repurchased pursuant to the said Resolution 5(B) and the said approval shall be limited accordingly.”

6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as a Special Resolution:-

“THAT the Articles of Association of the Company be amended as follows:

- (A) Article 80 be amended by inserting the words “voting by way of a poll is required by the Listing Rules of the Exchange or” immediately before the words “a poll is duly demanded” in the fifth line of the first paragraph;
- (B) Article 81(a) be amended by inserting the following sentence immediately at the end of Article 81(a):-

“The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Listing Rules of the Exchange.”

(C) Article 99 be amended by deleting the words “next following annual general meeting of the Company” in the fifth and sixth lines and substituting therefor the words “first general meeting after their appointment”;

(D) Article 116 be amended as follows:-

(i) Inserting the following sentence at the beginning of Article 116 and immediately before the words “At each annual general meeting:-

“Subject to the manner of retirement by rotation of Directors as from time to time prescribed under the Listing Rules of the Exchange, and notwithstanding any contractual or other terms on which any Director may be appointed or engaged.”;

(ii) Deleting the word “exceeding” in the fifth line and substituting therefor the words “less than”;

(iii) Deleting the full-stop at the end of the word “rotation” in the sixth line and replacing therefor a comma and the following sentences:-

“provided that every Director shall be subject to retirement at least once every three years, or in any event, no later than the third annual general meeting after he was last elected or re-elected. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires.”;

(iv) Deleting the sentences starting from the words “The Directors to retire” in the sixth line until (and including) the words “eligible for re-election thereat” in the last line of Article 116.

(E) Article 119 be amended by deleting the words “next following annual general meeting of the Company” in the ninth and tenth lines and substituting therefore the words “first general meeting after their appointment”.

7. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as a Special Resolution:

“**THAT** “聯洲珠寶有限公司” be adopted as the Chinese Name of the Company.”

By Order of the Board
Egana Jewellery & Pearls Limited
David Wai Kwong WONG
Company Secretary

Hong Kong, 29th September, 2005

Notes:

1. Any member entitled to attend and vote may appoint one or more proxies to attend the meeting instead of him and to vote on a poll. A proxy need not be a member of the Company.
2. To be valid, a proxy form, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority shall be deposited at the principal place of business of the Company at Block C6, 12th Floor, Hong Kong Industrial Centre, 489-491 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong not less than 48 hours before the time for holding the meeting (or any adjourned meeting thereof, as the case may be). Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The register of members of the Company will be closed from Monday, 14th November, 2005 to Wednesday, 16th November, 2005, both days inclusive, during which period no transfer of the Shares will be effected. In order to qualify for the final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong Branch Registrar, Secretaries Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 11th November, 2005.
4. A circular containing further details regarding Resolutions 5 to 7 above will be sent to the shareholders of the Company.

As at the date of this announcement, the Board comprises Mr. Hans-Joerg SEEBERGER, Mr. Peter Ka Yue LEE, Mr. Michael Richard POIX, Mr. Ho Yin CHIK, Mr. David Wai Kwong WONG, Mr. Shunji SAEKI and Mr. Michael BOMMERS as Executive Directors and Mr. Charles Cho Chiu SIN, Mr. Eduardo Tang Lung LAU, Professor Zhengfu WANG and Andy Yick Man NG as Independent Non-Executive Directors.

Please also refer to the published version of this announcement in The Standard.