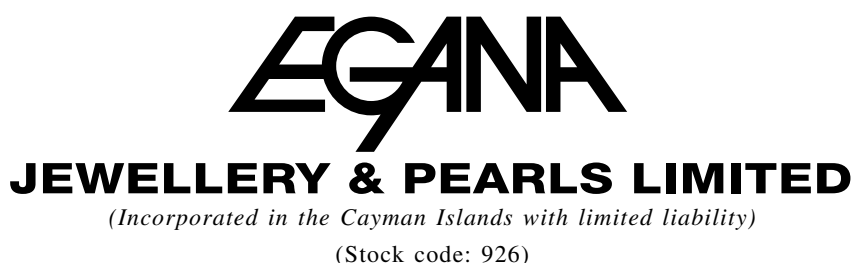

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in Egana Jewellery & Pearls Limited (the “Company”), you should at once hand this circular to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



**PROPOSALS RELATING TO GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
ADOPTION OF CHINESE NAME
AND
NOTICE OF ANNUAL GENERAL MEETING OF THE COMPANY**

The notice convening an Annual General Meeting to 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., at which, among others, the above proposals will be considered, are set out on pages 13 to 17 of this circular.

Whether or not you propose to attend the Annual General Meeting, you are requested to complete and return the form of proxy enclosed with this circular in accordance with the instructions printed thereon as soon as possible.

29th September, 2005

EGANA
JEWELLERY & PEARLS LIMITED
(Incorporated in the Cayman Islands with limited liability)

Executive Directors:

Hans-Joerg SEEBERGER

(Chairman and Chief Executive)

Peter Ka Yue LEE

Michael Richard POIX

Ho Yin CHIK

David Wai Kwong WONG

Shunji SAEKI

Michael BOMMERS

Registered office:

P.O. Box 1787

2nd Floor

One Capital Place

George Town

Grand Cayman

Cayman Islands

British West Indies

Independent Non-Executive Directors:

Charles Cho Chiu SIN

Eduardo Tang Lung LAU

Professor Zhengfu WANG

Andy Yick Man NG

Principal place of business:

Block C6, 12th Floor

Hong Kong Industrial Centre

489-491 Castle Peak Road

Cheung Sha Wan

Kowloon, Hong Kong

29th September, 2005

To the shareholders of the Company

Dear Sir or Madam,

**PROPOSALS RELATING TO GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
ADOPTION OF CHINESE NAME
AND
NOTICE OF ANNUAL GENERAL MEETING OF THE COMPANY**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposals to grant general mandates to issue and repurchase shares of the Company, re-election of Directors, to amend the Articles of Association of the Company (the "Articles") and to adopt the Chinese Name of the Company as well as to provide you with information in connection with such proposals. Your approval will be sought at the annual general meeting of the Company to 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. (the "Annual General Meeting").

LETTER FROM THE CHAIRMAN AND CHIEF EXECUTIVE

GENERAL MANDATE FOR REPURCHASE BY THE COMPANY OF ITS OWN SECURITIES

At the annual general meeting held on 18th November, 2004, a general mandate was given to the directors of the Company (the “Directors”) to exercise the powers of the Company to repurchase shares of the Company (the “Shares”) up to a maximum of 10 per cent. of the issued share capital of the Company on that date. Such mandate will lapse at the conclusion of the Annual General Meeting. Your attention is drawn to an ordinary resolution set out in the notice dated 29th September, 2005 convening the Annual General Meeting on pages 13 to 17 of this circular. Such ordinary resolution proposes to give a general mandate to the Directors to exercise the powers of the Company to repurchase at any time until the conclusion of the next annual general meeting of the Company following the passing of the relevant resolution or such earlier period as stated therein up to a maximum of 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing that ordinary resolution (the “Repurchase Mandate”).

An explanatory statement, as required under the relevant rules set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”) regulating the repurchase by companies with primary listings on the Stock Exchange of their own securities on the Stock Exchange, to provide the requisite information for your consideration of the Repurchase Mandate is set out in the Explanatory Statement hereto.

GENERAL MANDATE TO ISSUE NEW SECURITIES OF THE COMPANY

It will be proposed at the Annual General Meeting the ordinary resolutions as set out in the notice dated 29th September, 2005 convening the Annual General Meeting for granting to the Directors a general mandate to allot, issue and deal with new Shares and/or other securities of the Company not exceeding 20 per cent. of the issued share capital of the Company as at the date of passing that ordinary resolution (the “New Issue Mandate”) and extending the New Issue Mandate by adding to it the aggregate nominal amount of the Shares repurchased by the Company under the Repurchase Mandate.

As at 24th September, 2005 (the latest practicable date prior to the printing of this circular) (the “Latest Practicable Date”), there were 426,885,349 Shares in issue and subject to the passing of the necessary ordinary resolution and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, exercise in full of the New Issue Mandate could accordingly result in up to 85,377,069 Shares being issued by the Company during the course of the period prior to the next annual general meeting to be held in 2006.

RE-ELECTION OF DIRECTORS

In accordance with Article 116 of the Company’s Articles, Mr. Peter Ka Yue LEE, Mr. Michael Richard POIX and Mr. David Wai Kwong WONG will retire from office by rotation at the Annual General Meeting and in accordance with Article 99 of the Company’s Articles, Mr. Andy Yick Man NG, who was appointed as an Independent Non-Executive Director of the Company on 13th July,

LETTER FROM THE CHAIRMAN AND CHIEF EXECUTIVE

2005, shall hold office until the Annual General Meeting. All the four retiring Directors, being eligible, have offered themselves for re-election. The detailed information of each of the aforesaid retiring Directors, as required to be disclosed under the Listing Rules, are set out in Appendix II of this circular.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

With a view to conforming with the requirements of the Code on Corporate Governance Practices (Appendix 14 of the Listing Rules) which came into effect on 1st January, 2005, a special resolution will be proposed at the Annual General Meeting to amend the Company's Articles. The amendments have the effect of, inter alia, (a) requiring directors, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years; and (b) any Directors appointed during the year shall hold office only until the first general meeting of the Company and shall be eligible for re-election.

A full text of the proposed amendments to the Articles was contained in resolution number 6 in the Notice of the Annual General Meeting set out on pages 13 to 17 of this circular.

ADOPTION OF CHINESE NAME

The Directors propose to adopt a Chinese name “聯洲珠寶有限公司” (“the Chinese Name”) to the Company's existing English name. The reasons for the adoption of the Chinese Name are to make the Company more visible amongst the existing/potential business partners and investors in the Greater China and the Chinese name truly reflects the businesses of the Company.

The Directors also propose to adopt a Chinese stock short name for the purpose of trading on the Stock Exchange.

The adoption of the Chinese name will be subject to (i) the passing of a special resolution by the shareholders of the Company at the Annual General Meeting; and (ii) the issue of a Certificate of Registration of Change of Name of Oversea Company by the Companies Registry in Hong Kong.

The adoption of the Chinese Name by the Company will not affect any rights of the shareholders of the Company. All existing share certificates in issue bearing the present name of the Company will, after the adoption of the Chinese Name, continue to be evidence of title to the Shares and will be valid for trading, settlement and delivery for the same number of Shares and no share certificate of the Company will be issued as a result of the adoption of the Chinese Name.

Further announcement will be made by the Company in relation to the effective date of the adoption of the Chinese Name by the Company and the adoption of a Chinese stock short name on the Stock Exchange.

LETTER FROM THE CHAIRMAN AND CHIEF EXECUTIVE

ANNUAL GENERAL MEETING

Notice of the Annual General Meeting is set out on pages 13 to 17 of this circular. At the Annual General Meeting, ordinary and special resolutions will be proposed to approve, inter alia, the New Issue Mandate, the Repurchase Mandate, re-election of Directors, the amendments to the Articles and the adoption of the Chinese Name respectively.

PROCEDURE AND RIGHT FOR DEMANDING A POLL

Pursuant to Article 80 of the Articles, a resolution put to the vote at a general meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded. A poll may be demanded by:

- (a) the Chairman of the meeting; or
- (b) at least five members present in person or by proxy and entitled to vote; or
- (c) any member or members present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or
- (d) any member or members present in person or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

PROXY

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you intend to attend the meeting, shareholders are requested to complete and return the form of proxy to 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 as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting should shareholders so desire.

RECOMMENDATION

The Directors believe that the proposals contained in this circular are in the best interests of the Company as well as its shareholders. Accordingly, the Directors recommend that all shareholders vote in favour of the resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE CHAIRMAN AND CHIEF EXECUTIVE

GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the Appendices to this circular.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully

Hans-Joerg SEEGER
Chairman and Chief Executive

The Appendix serves as an explanatory statement, as required by the Listing Rules, to provide information to you with regard to the Repurchase Mandate.

1. THE LISTING RULES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange or on another stock exchange on which the securities of the companies may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange subject to certain restrictions, the more important of which are summarised below:

(a) Shareholders' approval

The Listing Rules provide that all proposed repurchases of securities by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of shareholders, either by way of general mandate or by specific approval of a particular transaction.

(b) Source of funds

Repurchases must be funded out of funds legally available for such purpose in accordance with the constitutive documents of the company and the laws of the jurisdiction in which the company is incorporated.

(c) Maximum number of securities to be repurchased

The shares which are proposed to be repurchased by a company must be fully paid. A maximum of 10 per cent. of the issued share capital as at the date of passing the relevant resolution may be repurchased on the Stock Exchange.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were 426,885,349 Shares in issue and subject to the passing of the necessary ordinary resolution and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, exercise in full of the Repurchase Mandate could accordingly result in up to 42,688,534 Shares being repurchased by the Company during the course of the period prior to the next annual general meeting to be held in 2006.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its shareholders to have a general authority from shareholders to enable the Directors to repurchase the Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or net assets per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its shareholders.

4. FUNDING OF REPURCHASES

Repurchases of the Shares will be funded entirely from the Company's available cash flow or working capital facilities, and will, in any event, be made out of funds legally available for the purchase in accordance with the Memorandum and Articles of Association of the Company and the applicable laws of the Cayman Islands.

There might be a material adverse effect on the working capital requirements or gearing levels of the Company (as compared with the position disclosed in the audited accounts contained in the 2004/05 Annual Report) in the event that the Repurchase Mandate is exercised in full at any time. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company at the time of the relevant purchases unless the Directors determine that such repurchases are, taking account of all relevant factors, in the best interests of the Company.

5. GENERAL

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchase pursuant to the Repurchase Mandate and in accordance with the Listing Rules and any applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the shareholders.

No other connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the shareholders.

If a shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers of the Company to repurchase its shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purpose of Rule 32 of the Hong Kong Code on Takeovers and Mergers ("Takeover 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 Takeover Code.

As at the Latest Practicable Date, EganaGoldpfeil (Holdings) Limited ("EganaGoldpfeil") and Peninsula International Limited ("Peninsula") were respectively interested in 246,121,144 Shares and 1,044,955 Shares, representing approximately 57.66 per cent. and approximately 0.24 per cent. of the issued share capital of the Company. Peninsula and its nominee hold the Shares as nominee for the Captive Insurance Trust, a discretionary trust whose prospective beneficiaries include Mr. Hans-Joerg SEEBERGER ("Mr. Seeberger"). By virtue of his interest in EganaGoldpfeil under Part XV of the Securities and Futures Ordinance (the "SFO"), Mr. Seeberger was deemed to be also interested in those Shares held by EganaGoldpfeil. In the event that the Repurchase Mandate is exercised in full, EganaGoldpfeil's and Peninsula's interest would be increased to approximately 64.06 per cent. and

approximately 0.27 per cent. of the issued share capital of the Company respectively. Currently, the Directors do not intend to exercise the Repurchase Mandate to an extent that such repurchase of its shares would result in the number of its Shares in the hands of the public being reduced to less than 25 per cent. of the Shares then in issue. Save as disclosed above, the Directors are not aware of any consequences which may arise under the Takeover Code as a result of the Repurchase Mandate.

The Directors have no present intention to exercise the Repurchase Mandate to such extent that the public float would fall below the relevant prescribed minimum percentage as required under the Listing Rules.

6. REPURCHASES OF SHARES MADE BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the date of this circular.

7. THE SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months and the current month (up to the Latest Practicable Date) were as follows:

	The Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
October 2004	1.350	1.190
November 2004	1.590	1.280
December 2004	1.400	1.260
January 2005	1.440	1.270
February 2005	1.590	1.400
March 2005	1.710	1.380
April 2005	1.460	1.260
May 2005	1.410	1.300
June 2005	1.370	1.280
July 2005	1.310	1.240
August 2005	1.380	1.240
September 2005 (up to the Latest Practicable Date)	1.360	1.120

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The following are the particulars of the Directors to be retired and proposed to be re-elected at the Annual General Meeting:

Executive Directors

Mr. Peter Ka Yue LEE (“Mr. Lee”), aged 58, joined EganaGoldpfeil in 1978 and has been an Executive Director of the Company since May, 1997 (the Company together with EganaGoldpfeil hereinafter referred to as the “EganaGoldpfeil Group”). Mr. Lee also serves as an Executive Director of EganaGoldpfeil. He is responsible for the financial and general management of the EganaGoldpfeil Group’s Hong Kong operation. Before joining the EganaGoldpfeil Group, he was an executive in marketing and corporate management in several international companies in the consumer and manufacturing industries. Mr. Lee is also an Executive Director of Tonic Industries Holdings Limited, another Hong Kong listed company, and a director of The Hong Kong Watch Manufacturers Association Limited. Recently, Mr. Lee was awarded with the Honorary Associate from the Hong Kong Baptist University in recognition of his contribution to the community.

Save as disclosed above, Mr. Lee did not hold any directorship in any listed public companies in the last three years.

Mr. Lee has entered into a service agreement with the Company for a term of three years. In accordance with the service agreement, Mr. Lee is entitled to a director’s emoluments of HK\$510,000 per annum, a discretionary bonus and retirement scheme, which are determined by reference to his duties and responsibilities, the prevailing market conditions and the Company’s performance and profitability. Mr. Lee is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Company’s Articles.

As at the Latest Practicable Date, Mr. Lee has the following interests in the Shares of the Company and EganaGoldpfeil within the meaning of Part XV of the SFO:

The Company

Mr. Lee is interested in 1,188,489 Shares and 250,000 option shares under the Company’s share option scheme.

EganaGoldpfeil

Mr. Lee is interested in 8,722,064 shares and 500,000 option shares under EganaGoldpfeil’s share option scheme.

Saved as disclosed above, Mr. Lee does not have any interest in Shares of the Company within the meaning of Part XV of the SFO.

Mr. Lee is not connected with any directors, senior management or substantial or controlling shareholders of the Company.

There are no other matters concerning Mr. Lee that need to be brought to the attention of the shareholders of the Company.

Mr. Michael Richard POIX (“Mr. Poix”), aged 53, joined the EganaGoldpfeil Group in October 1988 and has been an Executive Director of the Company since May 1997. Mr. Poix also serves as an Executive Director of EganaGoldpfeil. He is responsible for the day-to-day operations of the EganaGoldpfeil Group’s business and ensuring compliance with the EganaGoldpfeil Group’s obligations under its brandname Licences. Mr. Poix previously worked with a large German mail order house, a large German department store organisation as a foreign trader in their trade departments and a retail company in Germany as the head of the purchasing department for watches, jewellery and electronics.

Save as disclosed above, Mr. Poix did not hold any directorship in any listed public companies within the past three years.

Mr. Poix has entered into a service agreement with the Company. In accordance with the service agreement, Mr. Poix is entitled to a director’s emoluments of HK\$116,076 per annum, a discretionary bonus and retirement scheme, which are determined by reference to his duties and responsibilities, the prevailing market conditions and the Company’s performance and profitability. Mr. Poix is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Company’s articles of association.

As at the Latest Practicable Date, Mr. Poix has the following interests in the Shares of the Company and EganaGoldpfeil within the meaning of Part XV of the SFO:

The Company

Mr. Poix is interested in 373,398 Shares and 250,000 option shares under the Company’s share option scheme.

EganaGoldpfeil

Mr. Poix is interested in 2,884,666 shares and 500,000 option shares under EganaGoldpfeil’s share option scheme.

Saved as disclosed above, Mr. Poix does not have any interest in Shares of the Company within the meaning of Part XV of the SFO.

Mr. Poix is not connected with any directors, senior management or substantial or controlling shareholders of the Company.

There are no other matters concerning Mr. Poix that need to be brought to the attention of the shareholders of the Company.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. David Wai Kwong WONG (“Mr. Wong”), aged 47, was re-designated from a Non-Executive Director to an Executive Director of the Company with effect from 4th January, 2005. Mr. Wong also serves as an Executive Director of EganaGoldpfeil. He has over 25 years’ experience in finance, accounting, corporate and taxation affairs. He is a fellow member of the Association of Chartered Certified Accountants and a Certified Public Accountant. Recently, Mr. Wong was awarded with the Honorary Associate from the Hong Kong Baptist University in recognition of his contribution to the community. Prior to the re-designation, Mr. Wong has been a Non-Executive Director of the Company since November 1997. Mr. Wong is currently an Executive Director of Incutech Investments Limited, Non-Executive Director of Tonic Industries Holdings Limited and an Independent Non-Executive Director of seven other listed companies in Hong Kong namely Cardlink Technology Group Limited, The Cross-Harbour (Holdings) Limited, Qualipak International Holdings Limited, UBA Investments Limited, Upbest Group Limited, Y. T. Realty Group Limited and Yugang International Limited. Mr. Wong was a Non-Executive Director of Dickson Group Holdings Limited until May 2003.

Save as disclosed above, Mr. Wong did not hold any directorship in any listed public companies in the last three years.

Mr. Wong has entered into a service agreement with the Company for a term of three years. In accordance with the service agreement, Mr. Wong is entitled to a director’s emoluments of HK\$600,000 per annum, a discretionary bonus and retirement scheme, which are determined by reference to his duties and responsibilities, the prevailing market conditions and the Company’s performance and profitability. Mr. Wong is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Company’s articles of association.

As at the Latest Practicable Date, Mr. Wong has no interest in the Shares of the Company within the meaning of Part XV of the SFO and he is not connected with any directors, senior management or substantial or controlling shareholders of the Company.

There are no other matters concerning Mr. Wong that need to be brought to the attention of the shareholders of the Company.

Independent Non-Executive Director

Mr. Andy Yick Man NG (“Mr. Ng”), aged 48, was appointed as an Independent Non-Executive Director of the Company on 13th July, 2005. Mr. Ng also serves as an Independent Non-Executive Director of EganaGoldpfeil and Incutech Investments Limited, another Hong Kong listed company. He has over 23 years’ experience in the fields of finance, accounting, taxation and corporate governance. He is currently Teaching Fellow of the Faculty of Business Administration of The Chinese University of Hong Kong and is a fellow member of The Hong Kong Institute of Certified Public Accountants, The Taxation Institute of Hong Kong and CPA Australia.

Save as disclosed above, Mr. Ng did not hold any directorship in any listed public companies in the last three years.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

There is no service contract entered into between Mr. Ng and the Company. Mr. Ng will have no fixed term of service with the Company and is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association of the Company. His director's emoluments, which are determined based on the prevailing market conditions and his anticipated time, effort and expertise to be exercised on the Company's affairs, are HK\$100,000 per annum and he is not entitled for any bonus from the Company.

As at the Latest Practicable Date, Mr. Ng has no interest in the Shares of the Company within the meaning of Part XV of the SFO and is not connected with any directors, senior management or substantial or controlling shareholders of the Company.

There are no other matters concerning Mr. Ng that need to be brought to the attention of the shareholders of the Company.

EGANA
JEWELLERY & PEARLS LIMITED
(Incorporated in the Cayman Islands with limited liability)

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;

NOTICE OF ANNUAL GENERAL MEETING

- (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).”

NOTICE OF ANNUAL GENERAL MEETING

(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;

NOTICE OF ANNUAL GENERAL MEETING

- (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”.

NOTICE OF ANNUAL GENERAL MEETING

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.