

EGANA

JEWELLERY & PEARLS LIMITED

(聯洲珠寶有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 926)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary 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 Monday, 11 September 2006 at 10:30 a.m. (Hong Kong time) (or so soon thereafter as the meeting of the Scheme Shareholders (as defined in the Scheme of Arrangement hereinafter mentioned) convened by direction of the Grand Court of the Cayman Islands for the same place and day shall have been concluded or adjourned), for the purpose of considering and, if thought fit, passing the following resolution as a Special Resolution:

SPECIAL RESOLUTION

“**THAT:**

(A) for the purpose of giving effect to the Scheme of Arrangement dated 18 August 2006 (the “Scheme of Arrangement”) between the Company and the Scheme Shareholders (as defined in the Scheme of Arrangement), on the Effective Date (as defined in the Scheme of Arrangement):

- (i) the cancellation and extinguishment of the Scheme Shares (as defined in the Scheme of Arrangement) in consideration of which holders of the Scheme Shares will receive one share of HK\$1.00 each in the capital of EganaGoldpfeil (Holdings) Limited per 1.5 Scheme Share or HK\$1.80 in cash (subject to the limit on the total cash available under the Scheme of Arrangement, that is HK\$130 million) for each Scheme Share or a combination of both; and
- (ii) the credit arising in the books of account of the Company as a result of the reduction of its issued share capital resulting from the cancellation and extinguishment of the Scheme Shares referred to in paragraph A(i) above being credited to a distributable reserve of the Company.

(collectively, the “Capital Reduction”); and

(B) the directors of the Company be and are hereby authorised to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme of Arrangement and the Capital Reduction, including (without limitation) giving consent to any modification of, or addition to, the Scheme of Arrangement and the Capital Reduction, which the Grand Court of the Cayman Islands may see fit to impose.”

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

Dated 18 August 2006

Registered office
P.O. Box 1787, Second Floor
One Capital Place
George Town
Grand Cayman, Cayman Islands
British West Indies

Principal Place of Business in Hong Kong
Block C6, 12th Floor
Hong Kong Industrial Centre
489-491 Castle Peak Road
Cheung Sha Wan, Kowloon
Hong Kong

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company, but must attend the Meeting in person to represent him.
2. A white form of proxy for use at the Meeting is enclosed with the composite document containing the Scheme of Arrangement dated 18 August 2006 despatched to members of the Company on 18 August 2006.
3. In order to be valid, the white 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 with the Company at its principal place of business in Hong Kong 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 adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending the Meeting and voting in person if he so wishes. In the event that a member attends and votes at the Meeting after having lodged his form of proxy, his form of proxy will be deemed to have been revoked.
4. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.

5. At the Meeting, the chairman of the Meeting will exercise his power under article 80 of the articles of association of the Company to put the above resolution to vote by way of a poll.
6. The register of members of the Company will be closed from Friday, 8 September 2006 to Monday, 11 September 2006 (both days inclusive) and from Tuesday, 17 October 2006 to Monday, 23 October 2006 (both days inclusive) during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Secretaries Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Thursday, 7 September 2006.

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

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