

Notice of Annual General Meeting ■ 股東週年大會通告

茲通告恒和珠寶集團有限公司(「本公司」)定於二零零六年十二月十一日星期一上午十時正假座香港九龍尖沙咀麼地道71號富豪九龍酒店三樓盧森堡廳舉行股東週年大會，藉以處理以下事項：

作為普通事項：

1. 省覽截至二零零六年六月三十日止年度本集團之經審核綜合財務報告、董事會報告及核數師報告。
2. 批准截至二零零六年六月三十日止年度之末期股息。
3. 重選本公司退席董事，並授權董事會釐定董事酬金。
4. 續聘本公司核數師及授權本公司董事釐定其酬金。

作為特別事項，考慮並酌情通過(不論修訂與否)以下決議案，包括通過第5至7項決議案為普通決議案：

普通決議案

5. 「動議：
 - (a) 在下文(b)段之限制下，按適用之法律及在其限制下，一般及無條件批准本公司董事於有關期間(定義見下文)內行使本公司之一切權力購買本公司股份(「股份」)；
 - (b) 依據上文(a)段所載批准而購買之股份面值總額不得超過本公司於本決議案通過當日已發行股本面值總額10%，而上文所述之批准亦相應受此限制；及

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders of Continental Holdings Limited ("Company") will be held at Luxembourg Room, 3rd Floor, Regal Kowloon Hotel, 71 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong, on Monday, 11 December, 2006 at 10:00 a.m. for the purpose of transacting the following business:

As ordinary business:

- (1) To receive and consider the audited consolidated financial statements and the Reports of the Directors and Auditors of the Group for the year ended 30 June, 2006.
- (2) To approve a final dividend for the year ended 30 June, 2006.
- (3) To re-elect retiring directors of the Company and to authorise the board of directors to fix the directors' remuneration.
- (4) To re-appoint auditors of the Company and authorise the Directors of the Company to fix their remuneration.

And as special business, to consider and, if thought fit, to pass with or without modification the following resolutions of which resolutions numbers (5) to (7) will be proposed as ordinary resolutions:

ORDINARY RESOLUTIONS

- (5) "THAT:
 - (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase shares of the Company ("Shares"), subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
 - (b) the total nominal amount of Shares which may be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution, and the said approval shall be limited accordingly; and

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| <p>(c) 就本決議案而言，「有關期間」乃指由本決議案通過之日直至下列三者中較早日期止之期間：</p> <p>(i) 本公司下屆股東週年大會結束時；</p> <p>(ii) 本決議案授出之權力經本公司股東於股東大會上通過普通決議案予以撤銷或修訂之日；或</p> <p>(iii) 本公司章程細則或任何適用法律規定本公司須舉行下屆股東週年大會之期限屆滿時。」</p> | <p>(c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:</p> <p>(i) the conclusion of the next annual general meeting of the Company;</p> <p>(ii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meetings; or</p> <p>(iii) 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 laws to be held.”</p> |
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6. 「動議」：

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| <p>(a) 在下文(b)段之限制下，一般及無條件批准本公司董事會於有關期間(定義見下文)內行使本公司之一切權力發行、配發及處置之額外股份，並在有關期間作出或發出需要或可能需要在有關期間或之後發行、配發及處置股份之售股建議、協議及認購權；</p> <p>(b) 依據上文(a)段所載批准而發行、配發、處置或有條件或無條件發行、配發或處置之額外股份面值總額(依據(i)配售新股(定義見下文)；或(ii)本公司為授出或發行股份或取得股份之權利而當時採納之任何購股權計劃或類似安排；或(iii)因按照本公司之章程細則所發行之全部或部分以股代息計劃或類似安排而獲配發之股份除外)不得超過本公司於本決議案通過當日已發行股本面值總額20%；及</p> | <p>(6) “THAT:</p> <p>(a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and deal with additional Shares and to make or grant offers, agreements and options during the Relevant Period which would or might require Shares to be issued, allotted or dealt with during or after the end of the Relevant Period be and is hereby generally and unconditionally approved;</p> <p>(b) the total nominal amount of additional Shares issued, allotted, dealt with or agreed conditionally or unconditionally to be issued, allotted or dealt with, pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below), or (ii) any option scheme or similar arrangement for the time being adopted by the Company for the granting or issuance of Shares or rights to acquire Shares, or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution; and</p> |
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- (c) 就本決議案而言：
- (i) 「有關期間」與載列於召開大會之通告第5項決議案中之定義具有相同涵義；
 - (ii) 「配售新股」乃指本公司於董事會訂定期間內向於某一指定記錄日期之股份持有人按其當日之持股比例配售股份（惟董事會有權就零碎股權或香港以外地區之法律限制或責任或任何認可管制機構或證券交易所之規定，作出董事會認為必要或權宜之豁免或其他安排）。
7. 「動議待上文第5及6項決議案通過後，通過擴大授予本公司董事會根據上文所載第6項決議案發行、配發及處置任何額外股份之一般授權，在其上另加相當於本公司根據上文所載第5項決議案授出之權力所購買之本公司股份面值總額；惟購買股份之數額不得超過本公司於本決議案通過之日本公司已發行股本面值總額之10%。」
- (c) for the purposes of this resolution:
- (i) “Relevant Period” shall have the same meaning as assigned to it under resolution number (5) set out in the notice convening this Meeting;
 - (ii) “Rights Issue” means an offer of Shares open for a period fixed by the Directors of the Company to the holders of Shares on a fixed record date in proportion to their then holdings of 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).”
- (7) “**THAT** subject to the passing of the resolutions numbers (5) and (6) above, the general mandate granted to the Directors of the Company to issue, allot and deal with any additional Shares pursuant to resolution number (6) above be and is hereby extended by the addition thereto of the total nominal amount of Shares which may be purchased by the Company under the authority granted pursuant to resolution number (5) above, provided that such amount of Shares so purchased shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing this resolution.”

作為特別事項，考慮並酌情通過下列決議案為一項特別決議案：

As special business, to consider and, if thought fit, to pass the following resolution as a Special Resolution:

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特別決議案

8. 「動議本公司於二零零四年十二月九日採納之公司細則修訂如下：

- (a) 刪除現有章程細則第109條全文，並以下文取代為新章程細則第109條：

「109本公司可於股東大會上不時以普通決議案選舉任何人士為董事，以填補臨時空缺或增加董事會成員。以此方式獲委任之任何董事將擔任董事一職，直至彼等獲委任後本公司首屆股東大會為止，其後將符合資格於該大會上重選，但於釐定須於該大會上輪值退任之董事人選或人數時毋須計及彼等。」

- (b) 刪除現有章程細則第110條，並以下文取代為新章程細則第110條：

「110在不影響本公司根據章程細則第109條的權力下，董事會有權不時及隨時因填補臨時空缺或(受限於該條例之條文)增加董事會人數而委任任何人士為董事，但因上述原因而被委任之董事人數不得超過根據章程細則第99條不時訂定的任何最高人數(如有)。因上述原因而委任之任何董事之任期僅直至彼等獲委任後本公司首屆股東大會止，其後將符合資格可於該大會上膺選連任，但不得在釐定該大會上將輪席告退之董事身份或董事人數計算在內。」

SPECIAL RESOLUTION

(8) “THAT the Articles of Association adopted on 9 December 2004 be altered as follows:

- (a) By deleting Article 109 in its entirety and substituting therefor the following Article 109:

“109 The Company may from time to time in general meeting by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an additional Director. Any Director so appointed shall hold office only until the first general meeting of the Company after his/her appointment and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors, who are to retire by rotation at such meeting.”

- (b) By deleting Article 110 in its entirety and substituting therefor the following Article 110:

“110 Without prejudice to the powers of the Company under Article 109, the Board shall have power from time to time and at any time to appoint any person as Director either to fill a casual vacancy or (subject to the provisions of the Ordinance) as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number (if any) determined from time to time in accordance with Article 99. Any Director so appointed shall hold office only until the first general meeting of the Company after his/her appointment and shall then be eligible for election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.”

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- (c) 新增章程細則第115(D)條全文如下：

[115(D) 儘管章程細則有任何其他規定或董事受任何其他條款所約束，各董事(包括獲委任特定年期之董事)須最少每三年輪值告退一次及退任之董事人選將須由董事會決定。]]

承董事會命
主席
陳聖澤

香港，二零零六年十月二十七日

註冊辦事處：

香港
九龍紅磡
鶴園街11號
凱旋工商中心第三期
1樓M及N座

附註：

- (a) 任何有權出席股東週年大會及投票之本公司股東可委任代表出席大會及投票。代表毋須為本公司股東。
- (b) 如屬本公司股份之聯名持有人，任何一名該等聯名股東均可於股東週年大會上親身或委任代表就有關股份投票；猶如其為唯一有權投票者，但倘多於一名聯名持有人親身或委任代表出席股東週年大會，則僅為就有關股份名列本公司股東名冊首位之聯名持有人有權投票。
- (c) 閣下於填妥並交回代表委任表格後，仍可親自出席股東週年大會或其任何續會及於會上投票。在該等情況下，代表委任書則被視作撤銷。
- (d) 按代表委任書所載列之指示填妥及簽署之代表委任書，連同經簽署之授權書或其他授權文件(如有)或由公證人簽署證明之授權書或授權文件副本，必須於股東週年大會或其任何續會之舉行時間四十八小時前，交回香港九龍紅磡鶴園街11號凱旋工商中心第三期1樓M及N座本公司之註冊辦事處，方為有效。

- (c) By adding the following as new Article 115(D):

“115(D) Notwithstanding any other provisions in the Articles of Association or other terms on which any Director may be engaged, every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years and the Directors to retire shall be decided by the Board.”

By order of the Board
Chan Sing Chuk, Charles
Chairman

Hong Kong, 27 October, 2006

Registered Office:

Flats M and N, 1st Floor
Kaiser Estate, Phase III
11 Hok Yuen Street
Hung Hom, Kowloon
Hong Kong

Notes:

- (a) Any member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (b) Where there are joint registered holders of any share of the Company, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Annual General Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (c) Completion and return of the form of proxy will not preclude a member from attending and voting at the Annual General Meeting or any adjournment thereof if he so wishes. In that event, his form of proxy will be deemed to have been revoked.
- (d) In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the registered office of the Company at Flats M and N, 1/F, Kaiser Estate, Phase III, 11 Hok Yuen Street, Hung Hom, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.