

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」）定於二零零二年十一月十九日下午二時三十分假座香港九龍彌敦道50號金域假日酒店地庫第三層麗晶廳1號舉行股東週年大會，藉以商議以下事項：

- 一、省覽截至二零零二年六月三十日止年度之財務報告、董事會報告及核數師報告；
- 二、選舉董事及釐定董事酬金；
- 三、委聘核數師及授權董事會釐定其酬金；
- 四、考慮並酌情通過下列決議案（無論經修訂與否）：

普通決議案

「動議：

- (a) 在下文(c)段之限制下，依據公司條例第57B條之規定，一般及無條件批准本公司董事會（「董事會」）於有關期間（定義見下文）內行使本公司之一切權力配發、發行及處置本公司股本中額外股份，並作出或發出可能需行使該等權力之售股建議、協議及認購權；
- (b) (a)段之批准須授權董事會於有關期間作出或發出可能需於有關期間屆滿後行使該等權力之售股建議、協議及認購權；

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Continental Holdings Limited (“the Company”) will be held at Crystal Room 1, Basement 3, Holiday Inn Golden Mile Hong Kong, 50 Nathan Road, Kowloon, Hong Kong on 19 November 2002 at 2:30 p.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 30 June 2002;
2. to elect Directors and to fix their remuneration;
3. to appoint Auditors and authorise the Directors to fix their remuneration;
4. to consider and, if thought fit, to pass with or without amendments the following resolution:

Ordinary Resolution

“THAT:

- (a) subject to paragraph (c) below, pursuant to section 57B of the Companies Ordinance, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and it is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

Notice of Annual General Meeting

股東週年大會通告

- (c) 董事會依據上文(a)段所載批准而配發或有條件或無條件同意配發(不論是否依據一項認購權配發)之股本面值總額(依據(i)配售新股(定義見下文(d)段)或(ii)因按照本公司之公司組織章程細則所發行之全部或部份以股份代替股息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日期已發行股本面值總額20%，而上文(a)段授予董事之批准亦相應受此限制；及
- (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) above, otherwise than pursuant to (i) a Rights Issue as defined in paragraph (d) below, or (ii) any scrip dividend 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 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of this Resolution, and the said approval to the Directors in paragraph (a) above shall be limited accordingly; and
- (d) 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：
- (i) 本公司下屆股東週年大會結束時；或
- (ii) 公司條例規定本公司須舉行下屆股東週年大會之期限屆滿時；或
- (d) for the purpose 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; or
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Companies Ordinance to be held; or

Notice of Annual General Meeting

股東週年大會通告

(iii) 本決議案授出之權力經股東於股東大會上通過普通決議案予以撤消或修訂之日期；及

「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登記在股東名冊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）。」；

五、考慮並酌情通過下列決議案（無論經修訂與否）：

普通決議案

「動議：

- (a) 一般及無條件批准董事會於有關期間（定義見下文）按照所有適用之法規、本公司之公司組織章程細則以及香港聯合交易所有限公司不時修訂之證券上市規則及在其限制下，行使本公司所有權力購回其股份；

(iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their holdings of such shares as at that date (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 recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”;

5. to consider and, if thought fit, to pass with or without amendments the following resolution:

Ordinary Resolution

“THAT:

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws and regulations, the Articles of Association of the Company and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;

Notice of Annual General Meeting

股東週年大會通告

- (b) 本公司根據上文(a)段之批准於有關期間購回本公司股份之面值總額，不可超過本決議案日期本公司已發行股本面值總額之10%，而上述批准亦須受此限制；及
- (b) the aggregate nominal amount of shares of the Company purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date to this Resolution and the said approval shall be limited accordingly; and
- (c) 就本決議案而言：
- (c) for the purposes of this Resolution:
- 「有關期間」乃指本決議案通過之日直至下列三者中較早日期止之期間：
- “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
- (i) 本公司下屆股東週年大會結束時；或
- (i) the conclusion of the next Annual General Meeting of the Company; or
- (ii) 本公司之組織章程細則或任何適用之法例規定本公司須舉行下屆股東週年大會之期限屆滿時；或
- (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 laws to be held; or
- (iii) 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消或修訂之日期；及
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting”; and

Notice of Annual General Meeting

股東週年大會通告

六、考慮並酌情通過下列決議案
(無論經修訂與否)：

普通決議案

「動議：

待上文第五項決議案通過後，本公司將根據上文第五項決議案所述授予董事會之授權所購回本公司股本面值總額，須附加於董事會根據上文第四項決議案配發或同意有條件或無條件配發之股本面值總額，惟本公司購回之股本數量不可超過本決議案日期時本公司已發行股本面值總額之10%。」

承董事會命
主席
陳聖澤

香港，二零零二年十月二十一日

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

6. to consider and, if thought fit, to pass with or without amendments, the following resolution:

Ordinary Resolution

“THAT:

conditional upon Resolution No. 5 above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Resolution No. 5 above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to Resolution No. 4 above, provided that the amount of share capital repurchased by the Company shall not exceed 10 per cent of the total nominal amount of the share capital of the Company in issue on the date of this Resolution.”

By Order of the Board
Chan Sing Chuk, Charles
Chairman

Hong Kong, 21 October 2002

Registered Office:
Flats M & N, 1st Floor,
Kaiser Estate, Phase III,
11 Hok Yuen Street,
Hung Hom, Kowloon,
Hong Kong.

Notice of Annual General Meeting

股東週年大會通告

附註：

1. 有權出席上述通告召開之會議及投票之股東可委任一位或以上之代表出席大會，並於投票表決時代表其投票，代表毋須為本公司股東。
2. 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，必須於大會或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樓第M及N座本公司之註冊辦事處，方為有效。
3. 載有上文第五項決議案進一步詳情之說明函件將連同年報寄予各股東。

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his stead. A proxy need not be a member for the Company.
2. To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited at the Company's registered office at Flats M & N, 1st Floor, Kaiser Estate, Phase III, 11 Hok Yuen Street, Hung Hom, Kowloon, Hong Kong, not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. An explanatory statement containing further details of resolution 5 above will be sent to members together with the annual report.