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CONTINENTAL
HOLDINGS LIMITED

恒和珠寶集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00513)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Continental Holdings Limited (the “**Company**”) will be held at Function Rooms 2 & 3, 3/F, The Mira Hong Kong, 118 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 20 October 2017 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution:

ORDINARY RESOLUTION

“THAT

- (a) the conditional and legally binding preliminary agreement for sale and purchase dated 17 July 2017 (the “**Agreement**”) entered into between Hillcharm Limited as seller, CSI Properties Limited and Wisdom King Investments Limited as the seller’s guarantors, Globe Deal Investments Limited as purchaser and Pacific Gate Investment Limited as the target subsidiary (a copy of which has been produced to the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification) in relation to the sale and purchase of the entire issued share capital of Ontrack Ventures Limited, and all the inter-company loans owing by Ontrack Ventures Limited to the seller at completion at an aggregate consideration of HK\$1,180 million (subject to adjustment in accordance with the terms and conditions of the Agreement) and the transaction contemplated thereunder be and are hereby approved, ratified and confirmed; and

- (b) any one director of the Company be and is hereby authorised to execute all other documents and to do all other acts and things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in and completion of the Agreement, and take such action as he/she may in his/her opinion consider to be necessary, desirable or expedient to implement and give effect to the Agreement and any other transactions contemplated under the Agreement, and to agree to such variation, amendment or waiver or matter relating thereto (including any variation, amendment or wavier of such documents or any terms thereof) as is/are in his/her opinion in the interest of the Company and its shareholders as a whole.”

By Order of the Board
Chan Wai Lap, Victor
Chairman

Hong Kong, 25 September 2017

Registered office:

Flats M and N, 1/F.
Kaiser Estate, Phase III
11 Hok Yuen Street
Hungghom, Kowloon
Hong Kong

Notes:

- (1) Any member of the Company entitled to attend and vote at the EGM 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.
- (2) Where there are joint registered holders of any share of the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at the EGM 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.
- (3) Completion and return of the form of proxy will not preclude a member from attending and voting at the EGM or any adjournment thereof if he so wishes. In that event, his form of proxy will be deemed to have been revoked.

- (4) 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, Hunghom, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
- (5) As at the date hereof, Mr. Chan Wai Lap, Victor, Dr. Chan Sing Chuk, Charles, *BBS, JP*, Ms. Cheng Siu Yin, Shirley, Ms. Chan Wai Kei, Vicki, Mr. Wong Edward Gwon-hing are the executive directors of the Company, Mr. Yam Tat Wing is the non-executive Director of the Company, and Mr. Yu Shiu Tin, Paul, *BBS, MBE, JP*, Mr. Chan Ping Kuen, Derek, Mr. Sze Irons, *BBS, JP* and Mr. Cheung Chi Fai, Frank are the independent non-executive directors of the Company.