
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Continental Holdings Limited (“Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, a licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**GENERAL MANDATES TO ISSUE NEW SHARES AND TO
REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of the Company to be held at Function Rooms 2 & 3, 3/F, The Mira Hong Kong, 118 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Tuesday, 2 December 2014 at 11:00 a.m. or any adjournments thereof at which the above proposals will be considered, is contained in pages 16 to 19 of this circular. If you are not able 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 and in any event not less than 48 hours before the time of the Annual General Meeting 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. Completion of the form of proxy shall not preclude you from attending and voting at the Annual General Meeting should you so wish.

Hong Kong, 23 October 2014

CONTENTS

	<i>Page</i>
DEFINITIONS	1
 LETTER FROM THE BOARD	
INTRODUCTION	3
GRANTING OF THE ISSUE MANDATE AND THE REPURCHASE MANDATE	4
RE-ELECTION OF DIRECTORS	5
ANNUAL GENERAL MEETING	5
RIGHT TO DEMAND POLL	6
RECOMMENDATIONS	6
RESPONSIBILITY STATEMENT	6
 APPENDIX I – EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE	
	7
 APPENDIX II – DETAILS OF THE DIRECTORS PROPOSED FOR RE-ELECTION	
	11
 NOTICE OF ANNUAL GENERAL MEETING	 16

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held at Function Rooms 2 & 3, 3/F, The Mira Hong Kong, 118 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Tuesday, 2 December 2014 at 11:00 a.m.
“Articles of Association”	articles of association of the Company
“Board”	board of Directors
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Continental Holdings Limited, a company incorporated in Hong Kong with limited liability, the securities of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general mandate to the Directors to exercise the powers of the Company to allot, issue and deal with Shares during the relevant period up to a maximum of 20 per cent of the total number of shares in issue of the Company as at the date of passing of the relevant resolution at the Annual General Meeting
“Latest Practicable Date”	17 October 2014, being the latest practicable date prior to the issue of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Member(s)” or “Shareholder(s)”	duly registered holder(s) of the Shares
“PRC”	the People’s Republic of China
“Repurchase Mandate”	the general mandate to the Directors to exercise the powers of the Company to repurchase Shares during the relevant period up to a maximum of 10 per cent of the total number of shares in issue of the Company as at the date of passing of the relevant resolution at the Annual General Meeting
“Share(s)”	share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers

LETTER FROM THE BOARD



CONTINENTAL
HOLDINGS LIMITED
恒和珠寶集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00513)

Executive Directors:

Dr. Chan Sing Chuk, Charles, *BBS, JP*
Ms. Cheng Siu Yin, Shirley
Ms. Chan Wai Kei, Vicki
Mr. Chan Wai Lap, Victor
Mr. Wong Edward Gwon-hing
Mr. Yam Tat Wing

Registered Office:

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

Non-executive Director:

Mr. Fang Gang

Independent Non-executive Directors:

Mr. Yu Shiu Tin, Paul, *BBS, MBE, JP*
Mr. Chan Ping Kuen, Derek
Mr. Sze Irons, *JP*
Mr. Cheung Chi Fai, Frank

23 October 2014

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE NEW SHARES AND TO
REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The Directors wish to seek the approval of the Shareholders at the Annual General Meeting for the granting of the Issue Mandate and the Repurchase Mandate and the proposed re-election of Directors.

LETTER FROM THE BOARD

The purpose of this circular is to (a) provide you with details of the Issue Mandate and the Repurchase Mandate; (b) present the proposal for the re-election of Directors; and (c) give you notice of the Annual General Meeting.

GRANTING OF THE ISSUE MANDATE AND THE REPURCHASE MANDATE

Three ordinary resolutions numbered (4), (5) and (6) in the notice of the Annual General Meeting will be proposed in relation to the Repurchase Mandate, the Issue Mandate and the extension of the Issue Mandate to issue and allot additional Shares representing the total number of Shares which may be purchased by the Company under the Repurchase Mandate are as follows:

(a) Repurchase Mandate

Ordinary resolution numbered (4) set out in the notice of Annual General Meeting will be proposed at the Annual General Meeting to give a general and unconditional mandate to the Directors to exercise the powers of the Company to repurchase at any time during the Relevant Period (as defined in ordinary resolution numbered (4) set out in the notice of Annual General Meeting) Shares representing up to a maximum of 10% of the total number of Shares in issue of the Company as at the date of passing such resolution.

The Directors will seek the approval of the Shareholders for the grant of the Repurchase Mandate in accordance with the requirements set out in the Listing Rules. The explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in the Appendix I to this circular.

(b) Issue Mandate

Ordinary resolution numbered (5) set out in the notice of Annual General Meeting will also be proposed that the Directors be given a general and unconditional mandate to issue and allot during the Relevant Period (as defined in ordinary resolution numbered (5) set out in the notice of Annual General Meeting) additional Shares representing up to 20% of the total number of Shares in issue of the Company as at the date of passing such resolution. As at the Latest Practicable Date, there were in issue an aggregate of 6,821,182,580 Shares. Assuming that no Shares are issued or repurchased by the Company prior to the date of the Annual General Meeting, such 20% will represent 1,364,236,516 Shares.

In addition, an ordinary resolution (ordinary resolution numbered (6) set out in the notice of Annual General Meeting) will be proposed to extend such general mandate to issue Shares by adding to it an amount representing the aggregate number of Shares in issue of the Company repurchased by the Company under the Repurchase Mandate.

LETTER FROM THE BOARD

To facilitate future allotment and issue of Shares by the Directors on behalf of the Company, the Directors will seek the approval of the Shareholders for the grant of the Issue Mandate at the Annual General Meeting.

RE-ELECTION OF DIRECTORS

In accordance with Article 109 of the Articles of Association of the Company, Mr. Wong Edward Gwon-hing and Mr. Yam Tat Wing, who were appointed with effect from 1 March 2014, shall retire from office at the Annual General Meeting and, being eligible to offer themselves for re-election.

According to Articles 115(A) and 115(B) of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office by rotation. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. A retiring Director shall be eligible for re-election.

Furthermore, according to Article 115(D) of the Articles of Association, 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.

In accordance with Articles 115(A) and 115(D) of the Articles of Association, Ms. Chan Wai Kei, Vicki, Mr. Yu Shiu Tin, Paul and Mr. Sze, Irons shall retire from office by rotation and all of them are eligible for re-election at the Annual General Meeting. Mr. Yu Shiu Tin, Paul shall be subject to shareholders' approval to continue to be the Independent Non-executive Director of the Company in accordance with Code Provision A.4.3 of Appendix 14 of the Listing Rules because his term of office with the Company has been over nine years.

Details of retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out in this circular. At the Annual General Meeting, ordinary resolutions will be proposed to approve the granting of the Issue Mandate and the Repurchase Mandate and the re-election of Directors.

LETTER FROM THE BOARD

A form of proxy for use at the Annual General Meeting is enclosed with this circular. If you are not able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it 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 Annual General Meeting. Completion and return of the proxy form will not preclude Shareholders from attending and voting at the Annual General Meeting if they so wish.

RIGHT TO DEMAND POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the Annual General Meeting will demand a poll on each of the resolutions to be proposed at the Annual General Meeting. The results of the poll will be published on the website of the Stock Exchange and at the website www.continental.com.hk on the business day following the Annual General Meeting.

RECOMMENDATIONS

The Board considers that (a) the granting of and the extension to the Issue Mandate and the Repurchase Mandate and (b) the re-election of the Directors as described in the section headed “Re-election of Directors” above are in the interest of the Company and its Shareholders as a whole and accordingly recommends you to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

RESPONSIBILITY STATEMENT

This circular contains 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,
For and on behalf of the Board
Chan Sing Chuk, Charles
Chairman

APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

The following is the explanatory statement required to be sent to Shareholders under the Listing Rules in connection with the Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue of the Company comprised 6,821,182,580 Shares. On the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, exercise in full of the proposed Repurchase Mandate can accordingly result in up to 682,118,258 Shares being repurchased by the Company during the course of the period ending on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law and the date upon which such authority is revoked or varied.

REASONS FOR REPURCHASES

The Directors believe that it is in the interests of the Company and its Shareholders as a whole to seek a general authority from Shareholders to enable the Directors to repurchase Shares in the market.

Repurchases may, depending on market conditions and funding arrangements at the time, result in an enhancement of the net assets and/or earnings per Share. The Directors are seeking the grant of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then prevailing.

FUNDING OF REPURCHASES

Repurchases of Shares must be funded out of funds legally available for the purpose in accordance with the Articles of Association of the Company and the Companies Ordinance. Repurchases of Shares pursuant to the Repurchase Mandate would be financed entirely from the Company's available cash flow or working capital facilities. Any repurchases of Shares will be made out of funds of the Company permitted to be utilised in this connection, including profits otherwise available for distribution.

APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited financial statements dated 30 June, 2014) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months prior to the Latest Practicable Date were as follows:

	Per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2013		
October	0.1020	0.0920
November	0.1270	0.0940
December	0.1200	0.1010
2014		
January	0.1180	0.0950
February	0.1150	0.0950
March	0.1150	0.0980
April	0.1090	0.0980
May	0.1120	0.0900
June	0.1420	0.1000
July	0.1500	0.1160
August	0.1480	0.1210
September	0.1280	0.1150
October (up to the Latest Practicable Date)	0.1760	0.1150

EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase would be treated as an acquisition for the purposes of the Takeover Code. Accordingly, a Shareholder or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's voting right at the time, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeover Code.

As at the Latest Practicable Date, Tamar Investments Group Limited, a company wholly owned by Dr. Chan, Chairman and Executive Director of the Company and his wife, Ms. Cheng Siu Yin, Shirley, Executive Director of the Company, was interested in 5,063,395,220 Shares, representing approximately 74.23% of the issued Shares of the Company as at such date. Mr. Chan Wai Lap, Victor, Executive Director of the Company, was interested in 2,700,000 issued Shares, representing approximately 0.04% of the issued Shares of the Company. On such basis, if the Repurchase Mandate is fully exercised by the Company, it will increase their aggregate percentage shareholding in the Company to approximately 82.52% (*Note*), and such increase will not give rise to an obligation to make a mandatory offer under the Takeovers Code. However, in such circumstances, repurchase of Shares under the Repurchase Mandate would result in the number of Shares held by the public being reduced to below 25%.

Note: The percentages were calculated based on the Company's issued number of Shares of 6,821,182,580 Shares as at the Latest Practicable Date and on the assumptions that there is no other change in the issued number of Shares of the Company and that none of the share options issued by the Company are exercised prior to Annual General Meeting.

Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeover Code as a result of any repurchases made under the Repurchase Mandate. The Directors have no intention to exercise the Repurchase Mandate to such extent that would result in the total number of the issued Shares of the Company held by the public being reduced to less than 25% as required under the Listing Rules (or the relevant prescribed minimum percentage required by the Stock Exchange).

APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

DIRECTORS AND THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if the Repurchase Mandate is approved by the Shareholders.

No connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company and no such persons have undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, all applicable laws of Hong Kong and the Articles of Associations of the Company.

REPURCHASES MADE BY THE COMPANY

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

MISCELLANEOUS

In the event of inconsistency, the English text of this circular shall prevail over the Chinese text.

The following are the particulars of the retiring Directors proposed for re-election at the Annual General Meeting.

Mr. Wong Edward Gwon-hing, aged 51, joined the Group in 1998, and was appointed as Executive Director of the Company on 1 March 2014. He is also the General Manager of Continental Jewellery (Mfg.) Limited (“CJM”). Mr. Wong has over 30 years experience in manufacturing, sales marketing and management in jewellery industry. Mr. Wong is responsible for overall development and management of the Group’s jewellery business.

Mr. Wong has not held any directorship in any public listed companies in the last three years.

Mr. Wong does not have any relationship with any other directors or senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Wong is interested in 10,000,000 underlying shares pursuant to share options (within the meaning of Part XV of the Securities and Future Ordinance) of the Company.

Mr. Wong was appointed as an Executive Director of the Company with effect from 1 March 2014. He is not appointed for a specific term but is subject to retirement by rotation and re-election at the Annual General Meeting of the Company in accordance with the Articles of Association of the Company. Being an Executive Director of the Company, Mr. Wong will not be entitled to a director’s fee. Being a General Manager of CJM, Mr. Wong will be entitled to receive a monthly salary of HK\$109,000 and year end discretionary bonus, which is determined by reference to his duties and responsibilities with the Group, the Group’s performance and the prevailing market situation.

The Company confirms that it is not aware of any other matters that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to the Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Yam Tat Wing, aged 61, joined the Group in 2011 and was appointed as Executive Director of the Company on 1 March 2014. He is also the General Manager – Business Development and Mining of the Group and is responsible for overseeing all mining and property investment operations devising corporate strategy. Mr. Yam was educated up to matriculation and he obtained a certificate in Personnel Management from the Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University).

Prior to joining the Group, Mr. Yam had served in the Hong Kong Police Force (the “Force”) for over 37 years, He was previously Deputy Commissioner, Operations from January 2007 to March 2010. Mr. Yam has extensive experience in leadership, public administration and crisis management.

During his career in the Force, Mr. Yam was awarded the Silver Bauhinia Star Medal, Colonial Police Long Service Medal with 3rd clasp, the Colonial Police Medal for Meritorious Service, the Hong Kong Police Medal for Distinguished Service and Chief Executives Commendation. In August 2011, he was appointed an Affiliated Fellow of Wu Yee Sun College of The Chinese University of Hong Kong for a term of five years.

Mr. Yam has not held any directorship in any public listed companies in the last three years.

Mr. Yam does not have any relationship with any other directors or senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Yam is interested in 10,000,000 underlying shares pursuant to share options of the Company and has a family interest in 1,000,000 ordinary Shares (within the meaning of Part XV of the Securities and Future Ordinance) of the Company.

Mr. Yam was appointed as an Executive Director of the Company with effect from 1 March 2014. He is not appointed for a specific term but is subject to retirement by rotation and re-election at the Annual General Meeting of the Company in accordance with the Articles of Association of the Company. Being an Executive Director of the Company, Mr. Yam will not be entitled to a director’s fee. Being a General Manager of CJM, Mr. Yam will be entitled to receive a monthly salary of HK\$167,000 and year end discretionary bonus, which is determined by reference to his duties and responsibilities with the Group, the Group’s performance and the prevailing market situation.

The Company confirms that it is not aware of any other matters that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to the Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Ms. Chan Wai Kei, Vicki, aged 41, is an Executive Director of the Company and holds directorship in various subsidiaries of the Company. She joined the Group in 1995 and she is responsible for property development in Hong Kong, retail operation and the business administration functions in the Group. Ms. Chan graduated from University of California, Berkeley with a Bachelor of Arts degree in Economics. Ms. Chan is a Graduate Gemologist of the Gemological Institute of America. She is Charter President of Zonta Club of Hong Kong II, actively involved in the Zonta Community.

Ms. Chan has not held any directorship in any public listed companies in the last three years.

Ms. Chan is the daughter of Dr. Chan Sing Chuk, Charles and Ms. Cheng Siu Yin, Shirley, both are Executive Directors of the Company. Ms. Chan is the sister of Mr. Chan Wai Lap, Victor who is an Executive Director of the Company.

As at the Latest Practicable Date, Ms. Chan is interested in 10,000,000 underlying shares pursuant to share options (within the meaning of Part XV of the Securities and Futures Ordinance) of the Company.

Ms. Chan has entered into a service contract with the Company for a term of three years commencing from 1 July 2014, which is subject to termination by either party by giving six months' written notice. She is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. For the financial year ended 30 June 2014, the total remuneration paid to Ms. Chan is HK\$1,155,145 which is determined with reference to her duties and responsibilities with the Group, the Group's performance and the prevailing market situation. There is also an accounting expenses for share options amounting to HK\$705,000 relating to Ms. Chan recognised in the Company's statement of financial position.

The Company confirms that it is not aware of any other matters that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to the Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Yu Shiu Tin, Paul, *BBS, MBE, JP*, aged 64, was appointed as an Independent Non-Executive Director and a member of the audit committee of the board on 25 April 2005. Mr. Yu is also a member of the remuneration committee of the Board. Mr. Yu is a businessman who has been actively engaged in the construction business both in the public and private sectors in Hong Kong for the last 35 years. He is a fellow member of the Hong Kong Institute of Construction Managers. Other than his working experience in managing a construction company, he is also actively involved in the community services for the community of Hong Kong and several advisory bodies of Hong Kong Government for over 30 years and subsequently awarded as an unofficial Justice of the Peace by the Hong Kong Government in the year 1989 and awarded the Bronze Bauhinia Star by the Hong Kong Special Administrative Region Government in the year 2007.

Mr. Yu has not held any directorship in any public listed companies in the last three years.

Mr. Yu does not have any relationship with any other directors or senior management or substantial or controlling shareholders of the Company.

Since Mr. Yu has served the Company as an Independent Non-executive Director for more than nine years, he should be subject to re-election by the Shareholders for further appointment in accordance with Code Provision A.4.3 of Appendix 14 of the Listing Rules. Nonetheless, the Company has received confirmation from Mr. Yu as to his independence in compliance with the requirements of the Listing Rules and Mr. Yu has not engaged in any daily executive management of the Group. Taking into consideration of his independent scope of work in the past years, the Directors consider Mr. Yu to be independent under the Listing Rules despite the fact that he has served the Company for more than nine years. Accordingly, the Directors would like to seek the shareholders' approval for the continuous appointment of Mr. Yu as an Independent Non-executive Director.

As at the Latest Practicable Date, Mr. Yu does not have any interest (within the meaning of Part XV of the Securities and Futures Ordinance) in the Shares of the Company.

No services contract has been entered into between Mr. Yu and the Company. Mr. Yu has no fixed term of service with the Company but he is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. Mr. Yu is entitled to a director's fee of HK\$50,000 per annum which is determined by reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

The Company confirms that it is not aware of any other matters that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to the Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Sze, Irons, JP, aged 52, was appointed as an Independent Non-executive Director and a member of the audit committee and remuneration committee of the Board on 2 October 2008. Mr. Sze graduated with a Bachelor's degree in Science from University of Wisconsin-La Crosse, United States in 1985. Mr. Sze has extensive experience in investment and corporate management and is currently a Non-executive Director of China Weaving Materials Holdings Limited (stock code: 3778), a company listed on the Main Board of the Stock Exchange of Hong Kong Limited and an Executive Director of a private company, Hang Tung Resources Holding Limited, and holds directorship in various private companies. Mr. Sze is a member of National Committee and an executive member of the Beijing Committee of the Chinese People's Political Consultative Conference, and currently the President of the Chinese Manufacturers' Association of Hong Kong. He is also elected as a member of Election Committee of the Chief Executive of the Hong Kong Special Administrative Region. Mr. Sze was appointed the Justice of Peace by the Government of Hong Kong Special Administrative Region in 2011.

Mr. Sze has not held any directorship in any public listed companies in the last three years.

Mr. Sze does not have any relationship with any other directors or senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Sze does not have any interest (within the meaning of Part XV of the Securities and Futures Ordinance) in the Shares of the Company.

No services contract has been entered into between Mr. Sze and the Company. Mr. Sze has no fixed term of service with the Company but he is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association. Mr. Sze is entitled to a director's fee of HK\$50,000 per annum which is determined by reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market situation.

The Company confirms that it is not aware of any other matters that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to the Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



CONTINENTAL HOLDINGS LIMITED 恒和珠寶集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00513)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders of Continental Holdings Limited (“Company”) will be held at Function Rooms 2 & 3, 3/F, The Mira Hong Kong, 118 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Tuesday, 2 December 2014 at 11:00 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 the independent auditor of the Group for the year ended 30 June 2014.
- (2)
 - (a) To re-elect Mr. Wong Edward Gwon-hing as Director.
 - (b) To re-elect Mr. Yam Tat Wing as Director.
 - (c) To re-elect Ms. Chan Wai Kei, Vicki as Director.
 - (d) To re-elect Mr. Yu Shiu Tin, Paul as Director.
 - (e) To re-elect Mr. Sze, Irons as Director.
 - (f) To authorise the Board of Directors to fix the Directors’ remuneration.
- (3) To re-appoint BDO Limited as the independent auditor of the Company and authorise the Directors of the Company to fix the auditor’s remuneration.

NOTICE OF ANNUAL GENERAL MEETING

And as special business, to consider and, if thought fit, to pass with or without modification the following resolutions of which resolutions numbers (4) to (6) will be proposed as ordinary resolutions:

ORDINARY RESOLUTIONS

- (4) **“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 number of Shares which may be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of Shares of the Company in issue on the date of passing of this resolution, and the said approval shall be limited accordingly; and
 - (c) 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;
 - (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
 - (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.”
- (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 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;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the total number of 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 number of Shares of the Company in issue on the date of passing of this resolution; and
- (c) for the purposes of this resolution:
 - (i) “Relevant Period” shall have the same meaning as assigned to it under resolution number (4) 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).”
- (6) “**THAT** subject to the passing of the resolutions numbers (4) and (5) above, the general mandate granted to the Directors of the Company to issue, allot and deal with any additional Shares pursuant to resolution number (5) above be and is hereby extended by the addition thereto of the total number of Shares which may be purchased by the Company under the authority granted pursuant to resolution number (4) above, provided that such amount of Shares so purchased shall not exceed 10% of the total number of Shares of the Company in issue on the date of passing this resolution.”

By Order of the Board
Chan Sing Chuk, Charles
Chairman

Hong Kong, 23 October 2014

NOTICE OF ANNUAL GENERAL MEETING

Registered Office:

Flats M and N, 1st Floor
Kaiser Estate, Phase III
11 Hok Yuen Street
Hungghom, 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 was 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, Hungghom, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.
- (e) For determining the entitlement to attend and vote at the Annual General Meeting, the Register of Members of the Company will be closed from Friday, 28 November 2014 to Tuesday, 2 December 2014, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Thursday, 27 November 2014.