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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 GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a general meeting (the “General Meeting”) 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 Monday, 17 December 2018 at 11:30 a.m. (or as soon as the annual general meeting of Continental Holdings Limited to be held at the same place and on the same date at 11:00 a.m. shall be concluded or adjourned) for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions which will be proposed as ordinary resolutions:

### **ORDINARY RESOLUTIONS**

1. **“THAT**, subject to and conditional upon resolutions no.2 and 3 as set out in the notice of the Company dated 29 November 2018 convening a general meeting of the Company (to which this resolution forms part) being passed:
  - (a) the following transactions contemplated under the Agreement (as defined in the circular dated 29 November 2018 (“Circular”) to shareholders of the Company of which this notice forms part) be and are hereby approved:

- (i) the Acquisition (Equal Glory) (as defined in the Circular), whereby (1) 90% of the issued share capital of Equal Glory Limited and (2) the interests and benefits of the outstanding loan and indebtedness owing by Equal Glory Limited to Fairy Tale International Limited or its associates (representing 90% of Equal Glory Limited's loan and indebtedness owing to its shareholders or their respective associates) shall be sold to Radiant Achieve Limited (a wholly-owned subsidiary of the Company) for a total consideration estimated to be approximately HK\$159,912,000 (subject to finalization and adjustment in accordance with the terms and conditions of the Agreement), on the terms and subject to the conditions of the Agreement (a copy of which marked "A" and initialed by the chairman of the meeting for the purpose of identification, was produced to the meeting), as described in the Circular; and
  - (ii) the JV (Equal Glory) Formation (as defined in the Circular), whereby Radiant Achieve Limited and Plenty Business Limited (holder of 10% of the issued share capital of Equal Glory Limited) shall upon completion of the Acquisition (Equal Glory) establish a corporate joint venture, Equal Glory Limited, to undertake and implement the Development Project (Equal Glory) (as defined in the Circular) on the terms and subject to the conditions of the JV (Equal Glory) Agreement (as defined and described in the Circular, a copy of the form of which has been scheduled to the Agreement); and
- (b) the directors of the Company (or a duly authorized committee thereof) be and are hereby authorised to execute any other documents and deeds as may be necessary or appropriate in relation thereto and to take any such steps and actions as they may in their opinion consider to be necessary, appropriate or expedient to implement or to give effect to such transactions, subject to such non-material modifications, amendments, waivers, variations or extensions of the terms and conditions of any such agreement as they may in their opinion think fit."

2. “**THAT**, subject to and conditional upon resolutions no.1 and 3 as set out in the notice of the Company dated 29 November 2018 convening a general meeting of the Company (to which this resolution forms part) being passed:
- (a) the following transactions contemplated under the Agreement (as defined in the circular dated 29 November 2018 (“Circular”) to shareholders of the Company of which this notice forms part) be and are hereby approved:
    - (i) the Disposal (Ontrack) (as defined in the Circular), whereby (1) 25% of the issued share capital of Ontrack Ventures Limited and (2) the interests and benefits of 25% of the outstanding loan and indebtedness owing by Ontrack Ventures Limited to Globe Deal Investments Limited (a wholly-owned subsidiary of the Company) or its associates shall be sold to Luminous Fortune Limited for a total consideration estimated to be approximately HK\$186,800,000 (subject to finalization and adjustment in accordance with the terms and conditions of the Agreement), on the terms and subject to the conditions of the Agreement (a copy of which marked “A” and initialed by the chairman of the meeting for the purpose of identification, was produced to the meeting), as described in the Circular; and
    - (ii) the JV (Ontrack) Formation (as defined in the Circular), whereby Globe Deal Investments Limited and Luminous Fortune Limited shall upon completion of the Disposal (Ontrack) establish a corporate joint venture, Ontrack Ventures Limited, to undertake and implement the Development Project (Ontrack) (as defined in the Circular) on the terms and subject to the conditions of the JV (Ontrack) Agreement (as defined and described in the Circular, a copy of the form of which has been scheduled to the Agreement); and
  - (b) the directors of the Company (or a duly authorized committee thereof) be and are hereby authorised to execute any other documents and deeds as may be necessary or appropriate in relation thereto and to take any such steps and actions as they may in their opinion consider to be necessary, appropriate or expedient to implement or to give effect to such transactions, subject to such non-material modifications, amendments, waivers, variations or extensions of the terms and conditions of any such agreement as they may in their opinion think fit.”

3. “**THAT**, subject to and conditional upon resolutions 1 and 2 as set out in the notice of the Company dated 29 November 2018 convening a general meeting of the Company (to which this resolution forms part) being passed:
- (a) the repayment of the Company Shareholder Loan (as defined in the circular dated 29 November 2018 (“Circular”) to shareholders of the Company of which this notice forms part), on the terms and subject to the conditions of the Agreement (a copy of which marked “A” and initialed by the chairman of the meeting for the purpose of identification, was produced to the meeting) (including the set-off arrangement whereby the consideration payable to Globe Deal Investments Limited (a wholly-owned subsidiary of the Company) on Completion of the Disposal (Ontrack) (as defined in the Circular) shall be set off against the payment of the Company Shareholder Loan), as described in the Circular, be and are hereby approved; and
  - (b) the directors of the Company (or a duly authorized committee thereof) be and are hereby authorised to execute any other documents and deeds as may be necessary or appropriate in relation thereto and to take any such steps and actions as they may in their opinion consider to be necessary, appropriate or expedient to implement or to give effect to such transactions, subject to such non-material modifications, amendments, waivers, variations or extensions of the terms and conditions of such agreement as they may in their opinion think fit.”

By Order of the Board  
**Chan Wai Lap, Victor**  
*Chairman*

Hong Kong, 29 November 2018

*Registered office:*

Flats M and N, 1/F.

Kaiser Estate, Phase III

11 Hok Yuen Street Hunghom,

Kowloon Hong Kong

*Notes:*

- (1) Any member of the Company entitled to attend and vote at the 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.
- (2) Where there are joint registered holders of any share of the Company, any one of such persons may vote at the 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 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.
- (3) Completion and return of the form of proxy will not preclude a member from attending and voting at the General Meeting 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 of that power or authority 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 General Meeting or any adjournment thereof.
- (5) For determining the entitlement to attend and vote at the General Meeting, the register of members of the Company will be closed from Wednesday, 12 December 2018 to Monday, 17 December 2018, both dates inclusive, during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the General Meeting, all duly completed and signed transfer forms 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 not later than 4:30 p.m. on Tuesday, 11 December 2018.
- (6) Resolutions No. 1, 2 and 3 are inter-conditional and linked with each other by the terms of the Agreement (as defined in the circular dated 29 November 2018). Please refer to the said circular for the terms of the Agreement.

*As at the date of this notice, Mr. Chan Wai Lap, Victor, Dr. Chan Sing Chuk, Charles, BBS, JP, Ms. Cheng Siu Yin, Shirley, Ms. Chan Wai Kei, Vicki and Mr. Wong Edward Gwon-hing are executive Directors, Mr. Yam Tat Wing is a non-executive Director 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 independent non-executive Directors.*