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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“AGM”) of the shareholders of Continental Holdings Limited (“Company”) will be held at Whampoa 01 & 02, 1/F, Harbour Grand Kowloon, 20 Tak Fung Street, Whampoa Garden, Hung Hom, Kowloon, Hong Kong on Tuesday, 22 December 2020 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 Company and its subsidiaries for the year ended 30 June 2020.
- (2) (a) To re-elect Mr. Wong Edward Gwon-hing as an executive director of the Company.  
  
(b) To re-elect Mr. Yam Tat Wing as a non-executive director of the Company.

- (c) To re-elect Mr. Sze Irons as an independent non-executive director of the Company.
  - (d) To re-elect Mr. Chan Ping Kuen, Derek as an independent non-executive director of the Company.
  - (e) To authorise the board of directors of the Company 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.

And as special business, to consider and, if thought fit, to pass with or without modification the following resolutions of which resolutions numbered (4) to (7) 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 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;
- (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 in accordance with the articles of association of the Company, shall not exceed 20% of the total number of Shares 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 numbered (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 numbered (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 numbered (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 numbered (4) above, provided that such amount of Shares so purchased shall not exceed 10% of the total number of Shares in issue on the date of passing this resolution.”
- (7) “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the listing of, and permission to deal in, any ordinary shares in the capital of the Company (“Shares”) or any part thereof to be issued pursuant to the exercise of any options that may be granted under the new share option scheme of the Company (the “New Share Option Scheme”, the rules of which are summarised in the circular dated 20 November 2020 of the Company and contained in the document marked “A” produced to the meeting and for the purposes of identification, signed by the chairman of the meeting), the New Share Option Scheme be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme including without limitation:
- (a) administering the New Share Option Scheme and granting options under the New Share Option Scheme;

- (b) modifying and/or amending the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange;
- (c) issuing and allotting from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options granted under the New Share Option Scheme, subject to a maximum amount of 10% of the total number of issued Shares as at the date of approval of the New Share Option Scheme; and
- (d) making application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any Shares or any part thereof that may hereafter from time to time be issued and allotted pursuant to the exercise of the options granted under the New Share Option Scheme.”

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

Hong Kong, 20 November 2020

*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 AGM is entitled to appoint up to two individuals as his proxies 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 AGM, 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 AGM 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 AGM 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 Company's share registrar, Computershare Hong Kong Investor Services Limited on 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
- (e) For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 17 December 2020 to Tuesday, 22 December 2020 both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM, 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 Wednesday, 16 December 2020.
- (f) Shareholders are strongly encouraged to note the COVID-19 precautionary measures and special arrangements to be implemented at the AGM which are set out on the cover page and page 1 with heading "PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING" in the Company's circular and that NO refreshments, drinks or gifts will be provided. Shareholders are strongly encouraged to appoint the Chairman of the AGM as their proxy and submit their form of proxy as early as possible.

*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 the non-executive Director, 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.*