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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 Friday, 6 April 2018 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution which will be proposed as an ordinary resolution:

ORDINARY RESOLUTION

“THAT

- (a) the conditional sale and purchase agreement dated 22 January 2018 (the “SP Agreement”) entered into between Master Gold Development Limited (“Master Gold”) as vendor, A Glory Communications Limited as purchaser and the Company as Master Gold’s guarantor (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 Sale Shares and the Shareholder Loan (Master Gold) (both being defined in the circular of the Company dated 2 March 2018 (“Circular”)) for the Consideration (as defined in the Circular) and the transactions 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 SP 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 SP Agreement and any other transactions contemplated under the SP 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, 2 March 2018

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 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 Thursday, 29 March 2018 to Friday, 6 April 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 Wednesday, 28 March 2018.

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 the 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 the independent non-executive directors.