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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 Tuesday, 16 July 2019 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:

1. **“THAT:**

- (a) the stock purchase agreement dated 6 May 2019 (the “SP Agreement”) entered into between Bruce Pucciarello, Victor Novogrodzky and two trusts established for the benefits of the family members of Victor Novogrodzky as the sellers (the “Sellers”) and CJ Holdings USA Inc, a wholly-owned subsidiary of the Company, as the buyer (the “Buyer”), 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 proposed acquisition of 85% of the issued and outstanding stock and/or membership of Novell Enterprises Inc. and NP Enterprises, LLC (d/b/a Lieberfarb) (collectively, the “Acquired Companies”) by the Buyer from the relevant Sellers for a total cash consideration of US\$5,100,000 and in consideration of the provision of a guarantee by the Company to the bank(s) in respect of the Acquired Companies’ bank facilities of up to US\$6,000,000, and the transactions contemplated under the SP Agreement be and are hereby approved, ratified and confirmed; 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 the Acquisition and such other transactions as contemplated by the SP Agreement, 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.”

By Order of the Board
Chan Wai Lap, Victor
Chairman

Hong Kong, 27 June 2019

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 11 July 2019 to 16 July 2019, 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 10 July 2019.

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.