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If you have sold or transferred all your shares in CITYCHAMP WATCH & JEWELLERY GROUP LIMITED, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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CITYCHAMP WATCH & JEWELLERY GROUP LIMITED

冠城鐘錶珠寶集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 256)

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND CONTINUOUS APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTORS
WHO HAVE SERVED MORE THAN NINE YEARS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Citychamp Watch & Jewellery Group Limited (the "Company") to be held at Ming Room I, Fourth Floor, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong on Thursday, 25 June 2015 at 11:00 a.m. is set out on pages 6 to 9 of this circular.

Whether or not you propose to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the Annual General Meeting (or adjourned meeting as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting, if you so wish.

Hong Kong, 29 April 2015

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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 on Thursday, 25 June 2015 at 11:00 a.m., notice of which is set out on pages 6 to 9 of this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of directors
“Company”	Citychamp Watch & Jewellery Group Limited 冠城鐘錶珠寶集團有限公司, a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Stock Exchange
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 April 2015, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general mandate to the Directors to exercise the powers of the Company to repurchase Shares during the period as set out in the Repurchase Resolution up to a maximum of 10% of the issued share capital of the Company as at the date of passing the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution No. 5 in the notice of the Annual General Meeting
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Shares

DEFINITIONS

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“Takeovers Code”

the Hong Kong Code on Takeovers and Mergers

“%”

per cent.



CITYCHAMP WATCH & JEWELLERY GROUP LIMITED

冠城鐘錶珠寶集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 256)

Executive Directors:

Hon Kwok Lung (*Chairman*)
Shang Jianguang (*Chief Executive Officer*)
Shi Tao
Lam Toi Man
Bi Bo
Sit Lai Hei
Hon Hau Wong
Tao Li

Independent Non-executive Directors:

Fung Tze Wa
Kwong Chun Wai, Michael
Li Qiang
Zhang Bin

Registered Office:

P.O. Box 309
Ugland House
South Church Street
Grand Cayman
Cayman Islands

Principal Place of Business:

Units 1902-04, Level 19
International Commerce Centre
1 Austin Road West
Kowloon
Hong Kong

Hong Kong, 29 April 2015

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND CONTINUOUS APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTORS
WHO HAVE SERVED MORE THAN NINE YEARS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to notify shareholders of the Company the convening of the Annual General Meeting and to provide you with information in connection with the proposals to: (i) grant the general mandates to issue Shares and to repurchase Shares; and (ii) re-elect the retiring Directors and continuously appoint Mr. Fung Tze Wa, Dr. Kwong Chun Wai, Michael and Mr. Li Qiang who have served the Company for more than nine years as Independent Non-executive Directors of the Company.

LETTER FROM THE BOARD

2. PROPOSED GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 21 May 2014, approval was given by the Shareholders for the granting of, inter alia, the general mandates to the Directors (i) to allot, issue and otherwise deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at 21 May 2014; and (ii) to repurchase Shares on the Stock Exchange up to 10% of the aggregate nominal amount of the issued share capital of the Company as at 21 May 2014. In accordance with the terms of the approval, these general mandates will shortly expire on 25 June 2015 upon the conclusion of the Annual General Meeting. To keep in line with the current corporate practice the grant of fresh general mandates for the same purpose is being sought from the Shareholders and the ordinary resolutions to grant these mandates to the Directors will be proposed at the Annual General Meeting.

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,409,375,206 Shares. Assuming that there is no change in respect of the issued share capital of the Company after the Latest Practicable Date and up to the passing of the Repurchase Resolution, the Company will therefore be allowed under the mandate to issue a maximum of 881,875,041 Share.

The Explanatory Statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Resolution is set out in Appendix I to this circular.

Conditional upon the passing of the Resolutions No. 4 and No. 5, an ordinary resolution to authorise the Directors to exercise the powers to allot, issue and dispose of additional Shares of the Company under the general mandate to issue shares in respect of the aggregate nominal amount of the share capital in the Company repurchased by the Company will also be proposed for approval by the Shareholders at the Annual General Meeting.

3. RE-ELECTION OF DIRECTORS AND CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS WHO HAVE SERVED MORE THAN NINE YEARS

In accordance with Article 116 of the Articles of Association, Mr. Fung Tze Wa, Dr. Kwong Chun Wai, Michael and Mr. Li Qiang will retire by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election. Mr. Fung Tze Wa, Dr. Kwong Chun Wai, Michael and Mr. Li Qiang have served the Company as Independent Non-executive Directors for more than nine years. According to code provision A.4.3 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, if an independent non-executive director serves more than nine years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by the shareholders.

LETTER FROM THE BOARD

Additionally, in accordance with Article 99 of the Articles of Association, Mr. Hon Hau Wong, Mr. Tao Li and Mr. Zhang Bin, who were appointed as additional directors by the board, will also retire at the Annual General Meeting and, being eligible, offer themselves for re-election.

Details of the Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix II hereto.

4. ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting is set out on page 6 to 9 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the general mandates to issue Shares and to repurchase Shares, the re-election of retiring Directors and continuous appointment of independent non-executive directors who have served more than nine years.

Pursuant to the Listing Rules, the vote of Shareholders at the Annual General Meeting will be taken by poll. Results of the poll voting will be published on the Company's website at www.irasia.com/listco/hk/citychamp and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the Annual General Meeting.

A form of proxy for use at the Annual General Meeting is enclosed. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

5. RECOMMENDATION

The Directors believe that the general mandates to issue Shares and to repurchase Shares, the re-election of the retiring Directors and continuous appointment of independent non-executive directors who have served more than nine years to be put forward at the Annual General Meeting are all in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of such resolutions to be proposed at the Annual General Meeting.

By Order of the Board
Citychamp Watch & Jewellery Group Limited
HON KWOK LUNG
Chairman

NOTICE OF ANNUAL GENERAL MEETING



CITYCHAMP WATCH & JEWELLERY GROUP LIMITED

冠城鐘錶珠寶集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 256)

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company will be held at Ming Room I, Fourth Floor, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong on Thursday, 25 June 2015 at 11:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the report of the directors and the independent auditor's report for the year ended 31 December 2014.
2.
 - (a) To re-elect Mr. Fung Tze Wa who has served the Company for more than nine years as an independent non-executive director;
 - (b) To re-elect Dr. Kwong Chun Wai, Michael who has served the Company for more than nine years as an independent non-executive director;
 - (c) To re-elect Mr. Li Qiang who has served the Company for more than nine years as an independent non-executive director;
 - (d) To re-elect Mr. Hon Hau Wong as an executive director;
 - (e) To re-elect Mr. Tao Li as an executive director;
 - (f) To re-elect Mr. Zhang Bin as an independent non-executive director; and
 - (g) To authorise the Board to fix the remuneration of directors.
3. To re-appoint BDO Limited as the auditor of the Company and to authorize the Board to fix their remuneration.
4. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

"THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the capital of the Company and to make or grant offers,

NOTICE OF ANNUAL GENERAL MEETING

agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than (i) a Rights Issue (as defined below); (ii) an issue of shares as scrip dividends pursuant to the articles of association of the Company from time to time; or (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for grant or issue of shares or rights to acquire shares in the capital of the Company, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares of the Company open for a period fixed by the Directors of the Company to the holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or

NOTICE OF ANNUAL GENERAL MEETING

obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

5. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.10 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (“the Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which the Directors of the Company is authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution; and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT** subject to the passing of Resolutions No. 4 and No. 5 set out in the notice convening this meeting, the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares pursuant to Resolution No. 4 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 5 set out in the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the said Resolution.”

By Order of the Board
Citychamp Watch & Jewellery Group Limited
FONG CHI WAH
Company Secretary

Hong Kong, 29 April 2015

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of such member. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not later than 48 hours before the time appointed for holding the meeting (or adjourned meeting as the case may be).
3. In order to qualify for attending and voting at the Annual General Meeting, shareholders must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to the Hong Kong branch share registrar and transfer office of the Company, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong by no later than 4:30 p.m. on 24 June 2015 for registration of the relevant transfer.
4. A circular containing the information regarding, inter alia, the directors proposed to be re-elected, and the general mandates to issue shares and to repurchase shares of the Company will be sent to members of the Company.

This Appendix serves as an explanatory statement required to be sent to Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,409,375,206 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Resolution to repurchase a maximum of 440,937,520 Shares (representing 10% of the issued share capital of the Company as at the date of passing the Repurchase Resolution).

2. SHAREHOLDERS' APPROVAL

The Listing Rules provide that all proposed repurchases of securities by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by a specific approval of a particular transaction.

Such authority may only continue in force during the period from the passing of the resolution until whichever is the earlier of: (i) the conclusion of the next annual general meeting of the company, (ii) the expiration of the period within which the next annual general meeting of the company is required by law to be held, or (iii) the passing of an ordinary resolution by shareholders in general meeting of the company revoking or varying such mandate.

3. REASONS FOR REPURCHASES

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

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the net assets and/or earnings and/or dividend per share.

4. FUNDING OF REPURCHASES

Repurchases must be funded out of the funds legally available for the purpose in accordance with the Company's constitutive documents, including memorandum and articles of association, and the applicable laws of the Cayman Islands, being profits available for distribution and the proceeds of a fresh issue of shares made for the purpose of the repurchases. It is envisaged that the funds required for any repurchase would be derived from profits available for distribution.

The Directors do not propose to exercise the Repurchase Mandate to such an 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. However, there might be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements as at 31 December 2014) in the event that the Repurchase Mandate was exercised in full.

5. SHARE PRICES

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

Month	Share Prices (per share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
April	1.040	0.870
May	1.090	0.980
June	1.010	0.900
July	1.050	0.950
August	1.040	0.910
September	1.240	1.020
October	1.210	1.000
November	1.090	0.940
December	0.980	0.870
2015		
January	1.060	0.930
February	0.980	0.820
March	0.920	0.820
April (up to Latest Practicable Date)	1.010	0.810

6. 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 will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the register maintained by the Company pursuant to section 336 of Part XV of the Securities and Futures Ordinance shows the following interests in Shares being 5% or more of the issued share capital of the Company:

	<i>Notes</i>	No. of Shares	Percentage of issued capital as at the Latest Practicable Date	Percentage of 3,968,437,686 issued capital if Repurchase Proposal is exercised in full
Sincere View International Limited	(1)	1,322,761,515	30%	33.33%
Full Day Limited	(2)	1,750,000,000	39.69%	44.10%
Hon Kwok Lung	(3)	3,077,635,515	69.80%	77.55%
Lam Suk Ying	(3)	3,077,635,515	69.80%	77.55%
Keywise Capital Management (HK) Limited		249,546,000	5.66%	6.29%

Note:

- (1) Mr. Hon Kwok Lung holds 80% and his wife, Ms. Lam Suk Ying holds 20% interests in Sincere View International Limited ("Sincere View"), which is a substantial shareholder of the Company holding 1,322,761,515 shares of the Company.
- (2) Mr. Hon Kwok Lung holds 100% interests in Full Day Limited ("Full Day"), which is a substantial shareholder of the Company holding 1,750,000,000 shares of the Company.
- (3) Mr. Hon Kwok Lung and Ms. Lam Suk Ying are deemed to have an interest in the same parcel of 3,077,635,515 shares (3,072,761,515 held by Sincere View and Full Day, 3,500,000 shares held by Mr. Hon Kwok Lung himself and 1,374,000 shares held by Ms. Lam Suk Ying herself).

Based on the above shareholding, in the event the Directors would exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate and if there is no other change in the issued Shares, the shareholding of Mr. Hon Kwok Lung and parties acting in concert with him will increase from approximately 69.80% to approximately 77.55% and such increase will not give rise to an obligation to make a general offer under Rule 26 of the Takeovers Code.

Save as aforesaid, the Board is not aware of any consequences which would arise under the Takeover Code as a result of an exercise of the Repurchase Mandate.

The Directors will not exercise the Repurchase Mandate to the extent that would result in the number of Shares held by the public being reduced to less than 25%.

7. GENERAL

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, any of their associates, have any present intention, if the Repurchase Mandate is exercised, to sell any Shares to the Company or its subsidiaries.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Share to the Company, or that he/she/it has undertaken not to do so in the event that the Repurchase Resolution is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate only in accordance with the Listing Rules, the Memorandum of Association, the Articles of Association and the laws of the Cayman Islands.

8. SHARES REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

Mr. Fung Tze Wa

Mr. Fung, aged 58, has been appointed as an Independent Non-executive Director of the Company since 8 April, 2004 and is currently the chairman of the audit committee and remuneration committee, and a member of the nomination committee of the Company. He is a Certified Public Accountant and a director of an accounting firm in Hong Kong. Mr. Fung has various years of experience in auditing, taxation and company secretarial practice in Hong Kong. He obtained a Master degree in professional accounting from the Hong Kong Polytechnic University in 2000. He is a member of the Hong Kong Institute of Certified Public Accountants, the Chartered Association of Certified Accountants, the Taxation Institute of Hong Kong and the Society of Chinese Accountants and Auditors. Mr. Fung was an independent non-executive director of New Capital International Investment Limited from April 2004 to March 2012 and Jiwa Bio-Pharm Holdings Limited from September 2004 to September 2013. He has been appointed as an independent non-executive director of JF Household Furnishings Limited since October 2012. These companies' shares are listed on the Stock Exchange.

Mr. Fung has entered into a service agreement with the Company for a term of 2 years commencing from 3 May, 2004 and shall continue thereafter for successive terms of one year commencing from the date next after the expiry of the then current term. Under the terms of the service agreement, Mr. Fung is entitled to a director's fee of HK\$200,000 per annum which is determined with reference to the estimated time to be spent by him on the Company's matters.

As at the Latest Practicable Date, Mr. Fung is, for the purposes of Part XV of the SFO, interested in 2,500,000 shares, representing approximately 0.06% of the issued share capital of the Company. Save as disclosed above, he did not have any interests in the securities of the Company within the meaning of Part XV of the SFO, nor did he have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company as at the Latest Practicable Date.

Save as disclosed above, Mr. Fung does not have any other positions in the Company and other members of the Company's group nor have other directorships held in listed public companies in the last three years and other major appointments and qualifications. Besides, there is no other information required to be disclosed under Rules 13.51(2) of the Listing Rules and any other matters that need to be brought to the attention of the shareholders of the Company.

Mr. Fung has been serving the Company as an Independent Non-executive Director for more than nine years. In the process of assessing his independence, each of the factors set forth in the Listing Rule 3.13(1) to (8) has been confirmed by him. Taking into account that Mr. Fung is not involved in executive management of the Company, the Board considers him to be independent under Rule 3.13 of the Listing Rules. Serving as an Independent Non-executive Director and the chairman of the Audit Committee, Mr. Fung has always brought his expertise and knowledge in the field of accounting and financial reporting to the supervision of the Group's financial reporting and actively promoted a high standard of internal control structure and risk management system. The Board,

therefore, believes that the re-election of Mr. Fung as an Independent Non-executive Director enables the Board to continuously maintain a high level of compliance in financial reporting and a sound internal control system.

Dr. Kwong Chun Wai, Michael

Dr. Kwong Chun Wai, Michael, aged 50, has been appointed as an Independent Non-executive Director of the Company since 8 April, 2004 and is currently a member of the audit committee, remuneration committee and nomination committee of the Company. He is a fellow of the International Institute of Management, a member of the Hong Kong Institute of Marketing and a business strategist specialising in the area of marketing and business administration. Dr. Kwong obtained a Bachelor of arts degree with honours in philosophy from the University of Nottingham in the United Kingdom in 1987 and a Doctorate degree in business administration from Newport University (US) in 2001. From November 2006 to 21 March 2012, Dr. Kwong was an independent non-executive director of New Capital International Investment Limited, a company whose shares are listed on the Stock Exchange.

Dr. Kwong has entered into a service agreement with the Company for a term of 2 years commencing from 3 May, 2004 and shall continue thereafter for successive terms of one year commencing from the date nextafter the expiry of the then current term. Under the terms of the service agreement, Dr. Kwong is entitled to a director's fee of HK\$150,000 per annum which is determined with reference to the estimated time to be spent by him on the Company's matters.

As at the Latest Practicable Date, Dr. Kwong did not have any interests in the securities of the Company within the meaning of Part XV of the SFO, nor did he have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company as at the Latest Practicable Date.

Save as disclosed above, Dr. Kwong does not have any other positions in the Company and other members of the Company's group nor have other directorships held in listed public companies in the last three years and other major appointments and qualifications. Besides, there is no other information required to be disclosed under Rules 13.51(2) of the Listing Rules and any other matters that need to be brought to the attention of the shareholders of the Company.

Dr. Kwong has been serving the Company as an Independent Non-executive Director for more than nine years. In the process of assessing his independence, each of the factors set forth in the Listing Rule 3.13(1) to (8) has been confirmed by him. Taking into account that Dr. Kwong is not involved in executive management of the Company, the Board considers him to be independent under Rule 3.13 of the Listing Rules. Dr. Kwong has acted objectively and independently in monitoring the management team and advising the Board and senior management based on his expertise and experience in business administration. Therefore, the Board believes that Dr. Kwong should be re-elected since his continuous appointment is of value to the Company.

Mr. Li Qiang

Mr. Li, aged 48, has been appointed as an Independent Non-executive Director of the Company since 18 November 2004 and is currently a member of the audit committee, remuneration committee and nomination committee of the Company. He holds a PhD of Economics degree and a Master of Science degree. He had worked for several financial regulatory authorities in Mainland China and now serves as the managing director of Harvest Capital Management Co., Ltd. He has over 20 years of experience in Mainland China financial and capital market, including banking, securities and fund management.

There is no service agreement entered into between Mr. Li and the Company. Mr. Li is currently entitled to receive a director's fee of HK\$150,000 per annum which is determined by reference to the estimated time to be spent by him on the Company's matters.

As at the Latest Practicable Date, Mr. Li is, for the purposes of Part XV of the SFO, interested in 3,500,000 shares, representing approximately 0.08% of the issued share capital of the Company. These shares represent the underlying interest in shares of the Company pursuant to options granted to him on 9 December 2008 under the Share Option Scheme. Save as disclosed above, he did not have any interests in the securities of the Company within the meaning of Part XV of the SFO, nor did he have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company as at the Latest Practicable Date.

Save as disclosed above, Mr. Li neither have any positions held with the Company and other members of the Company's group nor have other directorships held in listed public companies in the last three years and other major appointments and qualifications. Pursuant to the section 13.51(2) of the Listing Rules, there are no other matters with respect to the above that need to be brought to the attention of the shareholders of the Company.

Mr. Li has been serving the Company as an Independent Non-executive Director for more than nine years. In the process of assessing his independence, each of the elements set forth in the Listing Rule 3.13(1) to (8) has been confirmed by him. Taking into account that Mr. Li has not involved in executive management of the Company in the past years, the Board considers him to be independent under Rule 3.13 of the Listing Rules. Mr. Li is an expert in the field of investment and fund management. In the past years, Mr. Li has successfully brought independent elements and different perspectives to the board, enhancing the quality and efficiency of the board discussion. The Board believes that he should be re-elected so that he will continue to bring to the Board his experience and knowledge which are valuable to the Company.

Mr. Hon Hau Wong

Mr. Hon, aged 37, has been appointed as an Executive Director of the Company since 29 August 2014. Mr. Hon graduated from Tongji University, Shanghai majoring in Engineering Management. He has been the Deputy Chairman of Citychamp Dartong Company Limited, a company listed on the Shanghai Stock Exchange (Stock code: 600067), since August 2006 and now serves as director in a number of its subsidiaries. He has extensive experience in the real estate industry in Mainland China. He is currently a member of Fujian Province Committee of the Chinese People's Political Consultative Conference.

Mr. Hon has entered into a service contract with the Company for an initial term of two years commencing from 29 August 2014 and the contract is subject to termination by either party by giving not less than two months written notice. According to the service contract, Mr. Hon is entitled to monthly salary of HK\$110,000 for 13 months as director remuneration and a discretionary bonus after one year service in the Company. Mr. Hon's remuneration and bonus are reviewed and approved by the Board of the Company with reference to his duties and responsibilities within the Company, the composition of the Board and the Company's performance.

Mr. Hon is the son of Mr. Hon Kwok Lung, the Chairman of the Board and controlling shareholder of the Company. 1,322,761,515 shares of the Company are held by Sincere View International Limited ("Sincere View"), which is owned as to 80% and 20% by Mr. Hon Kwok Lung and his wife, Ms. Lam Suk Ying, respectively. 1,750,000,000 shares are held by Full Day Limited ("Full Day"), which is wholly-owned by Mr. Hon Kwok Lung. Mr. Hon Kwok Lung and Ms. Lam Suk Ying are deemed to have an interest in the same parcel of 3,077,635,515 shares (3,072,761,515 shares are held by Sincere View and Full Day, 3,500,000 shares are held by Mr. Hon Kwok Lung and 1,374,000 shares are held by Ms. Lam Suk Ying). Moreover, Mr. Hon is a nephew of Mr. Lam Toi Man, an Executive Director of the Company. His brother is the husband of Ms. Sit Lai Hei, an Executive Director of the Company. Save as disclosed above, there is no relationship between Mr. Hon and any Director, senior management or substantial or controlling shareholder of the Company.

For Part XV of the Securities and Futures Ordinance, Mr. Hon has interests in 1,750,000 shares of the Company, representing 0.04% of its issued shares as at the Latest Practicable Day. Ms. Lu Xiaojun, Mr. Hon's wife, owns 31.5% of Fujian Fengrong Investment Company Limited which owns 9% of Zhuhai Rossini Watch Industry Limited, a subsidiary owned by the Company. Save as disclosed above, he does not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Hon does not hold any other position within the Company or any of its subsidiaries nor did he hold any directorship in any other listed public company in the last three years. There is no other matters relating to the aforesaid appointment that need to be brought to the attention of the shareholders of the Company under Rule 13.51(2) of the Listing Rules.

Mr. Tao Li

Mr. Tao, aged 62, has been appointed as an Executive Director of the Company since 26 November 2014. Mr. Tao graduated from Beijing Foreign Trade College (currently known as China Foreign Economy and Trade University) in 1978, majoring in Foreign Trade English. He taught at Beijing Foreign Trade School from 1979 to 1984, during that time he had studied in Beijing College of International Economics and Management for a year. Mr. Tao worked for China Everbright Group Limited from 1984 to 2004 when he served on managerial positions in the group companies. Everbright Watch & Clock (Shenzhen) Co., Ltd. (currently known as EBOHR Luxuries International Limited (“EBOHR”) which has become a subsidiary of the Company since 2004) was established in 1991 and Mr. Tao had served as its Director and General Manager since its incorporation until when he was redesignated as the deputy Chairman of EBOHR in November 2014. Mr. Tao was granted the title of an economist in China in 1990 and senior economist in China in 1994. Mr. Tao is specialised in international trade and has tremendous experience in the watch industry. He has over 30 years of experience in respect of business administration, brands building and marketing, etc.

Mr. Tao currently serves as the director of EBOHR, EB Brand Limited, PAMA Precision Manufacturing Limited, Shenzhen EBOHR Luxuries E-Commerce Co., Ltd. and Zhuhai Rossini Watch Industry Ltd. as well as the President of Swiss Chronometric AG, all of which are subsidiaries of the Company.

Mr. Tao has made tremendous contribution to the watch business of the Company and he is promoted to act as an Executive Director of the Company. Mr. Tao has entered into a service contract with the Company for an initial term of two years commencing from 26 November 2014 and the contract is subject to termination by either party by giving not less than two-month written notice. According to the service contract, Mr. Tao is entitled to a monthly salary of HK\$110,000 for 13 months as director remuneration and a discretionary bonus after one year service in the Company. Mr. Tao’s remuneration and bonus are reviewed and approved by the Board of the Company with reference to his duties and responsibilities within the Company, the composition of the Board and the Company’s performance.

There is no relationship between Mr. Tao and any Director, senior management, substantial shareholder or controlling shareholder of the Company. For Part XV of the SFO, Mr. Tao is interested in 5,000,000 shares, representing 0.11% of the issued shares of the Company, as at the Latest Practicable Date.

Save as disclosed above, Mr. Tao does not hold any position within the Company and other members of the group nor did he hold any directorship in any listed public company in Hong Kong or overseas in the last three years. Save as the abovementioned, there is no other matters that need to be brought to the attention of the shareholders of the Company under Rule 13.51(2) of the Listing Rules.

Mr. Zhang Bin

Mr. Zhang, aged 50, has been appointed as an Independent Non-executive Director of the Company since 26 November 2014 and is currently a member of the audit committee, remuneration committee and nomination committee of the Company. Mr. Zhang is currently a partner of Beijing Hylands Law Firm (“Hylands”). He obtained a Bachelor of Laws from Fudan University in Shanghai in 1986 and was qualified as a lawyer in China in 1988. He had served as a legal advisor in a large scale state-owned enterprise for years upon his graduation. Before joining Hylands in 2008, he worked in law firms in Beijing, London and Hong Kong. Mr. Zhang is involved in a wide range of areas of practice and has accumulated tremendous experiences in legal affairs in respect of financial investments, real estates and intellectual property rights, etc.

According to the letter of appointment entered into between the Company and Mr. Zhang, his initial term is two years commencing from 26 November 2014 and is renewable for successive term of one year commencing from the next day after the expiry of the then current term. According to the terms of the service contract, Mr. Zhang is entitled to directors’ fees of HK\$150,000 per annum, which is determined by the Board of the Company with reference to his duties and responsibilities within the Company, the expected time of commitment and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Zhang does not hold any position within the Company and other members of the group nor did he hold any directorship in any listed public company in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, there is no relationship between Mr. Zhang and any Director, senior management, substantial shareholder or controlling shareholder of the Company, and he does not have any interest in the Company within the meaning of Part XV of the SFO.

Save as the abovementioned, there is no other matters that need to be brought to the attention of the shareholders of the Company under Rule 13.51(2) of the Listing Rules.