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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)**

### **NOTICE OF EGM**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of Citychamp Watch & Jewellery Group Limited (the “**Company**”) will be held at 11:00 a.m. on Thursday, 25 March 2021 at Studio 1, 7/F, W Hong Kong, 1 Austin Road West, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. “**THAT**

- (a) the conditional sale and purchase agreement dated 16 December 2020 (the “**Agreement**”) entered into between the Company (the “**Vendor**”), Tycoon Idea Global Limited (the “**Purchaser**”) and Sincere View International Limited (the “**Purchaser’s Guarantor**”) (a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose), pursuant to which the Vendor has conditionally agreed to sell, and the Purchaser has conditionally agreed to purchase, the Sale Shares (as defined in the circular of the Company dated 25 February 2021) and the Sale Loans (as defined in the circular of the Company dated 25 February 2021) at the Consideration (as defined in the circular of the Company dated 25 February 2021) (subject to adjustment required under the Agreement), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one director of the Company be and is hereby authorised to do all such further acts and things and to sign and execute all such documents, under hand or under the common seal of the Company (or otherwise as a deed) as appropriate, and to take all such steps which in his/her opinion may be necessary, appropriate, desirable or expedient to implement and/or give effects to the Agreement and the transactions contemplated thereunder or incidental thereto.”

2. **“THAT**

Subject to approval of the shareholders of the above Resolution no. 1 at the Meeting and Completion (as defined in the circular of the Company dated 25 February 2021) having taken place, a special dividend of not less than HK\$0.13 per share be declared and paid in the capital of the Company (the **“Special Dividend”**) to the shareholders of the Company whose names appear on the register of members of the Company on the record date to be fixed by the board of directors of the Company for determining the entitlements to the Special Dividend and any director of the Company be and is hereby authorized to take such action, do such things and execute such further documents as the director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Special Dividend.”

By order of the Board of  
**Citychamp Watch & Jewellery Group Limited**  
**Fong Chi Wah**  
*Chief Financial Officer & Company Secretary*

Hong Kong, 25 February 2021

*Notes:*

1. A form of proxy for use at the Meeting is enclosed herewith.
2. Any shareholder of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the Meeting. A proxy need not be a shareholder of the Company. In addition, a proxy or proxies representing either an individual shareholder or a shareholder which is a corporation, shall be entitled to exercise the same powers on behalf of the shareholder which he/she or they represent as such shareholder could exercise.
3. 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 certified copy of such power of attorney or authority, must be deposited at the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting convened or at any adjourned meeting (as the case may be) and in such event, the form of proxy will be deemed to be revoked.
5. Where there are joint holders of any share of the Company, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the Meeting personally or by proxy, then the one of such holders 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. Several executors or administrators of a deceased shareholder in whose name any share stands shall for this purpose be deemed joint holders thereof.

6. The register of members of the Company will be closed from 22 March 2021 to 25 March 2021, both days inclusive, during which period no transfer of Shares will be effected. In order to determine the entitlement to attend and vote at the Meeting, all share transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration on or before 4:30 p.m. on 19 March 2021 for such purpose.
7. If a typhoon signal No. 8 or above, or a "black" rainstorm warning signal is in effect any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the websites of the Company and the Stock Exchange to notify shareholders of the Company of the date, time and place of the rescheduled Meeting.
8. In light of the outbreak of novel coronavirus (COVID-19), the Company will implement the following precautionary measures at the Meeting in order to protect the health and safety of the attendees at the Meeting, including:
  - a. all attendees will subject to compulsory body temperature checks at the entrance of the Meeting venue. Any person with a body temperature of 37 degrees Celsius or higher may be denied entry to the Meeting venue or be required to leave the Meeting venue;
  - b. all attendees will be required to wear surgical face masks throughout the Meeting;
  - c. any person who does not comply with the above measures may be denied entry to the Meeting venue; and
  - d. no beverage or refreshments will be served at the Meeting.
9. The translation into Chinese language of this notice is for reference only. In the case of inconsistency, the English text of this notice shall prevail over the Chinese text.

*As at the date of this notice, the executive directors of the Company are Mr. Hon Kwok Lung, Mr. Shang Jianguang, Mr. Shi Tao, Mr. Lam Toi Man, Mr. Bi Bo, Ms. Sit Lai Hei, Mr. Hon Hau Wong, and Mr. Teguh Halim; and the independent non-executive directors of the Company are Dr. Kwong Chun Wai, Michael, Mr. Zhang Bin, Mr. Kam, Eddie Shing Cheuk, and Mr. Li Ziqing.*