



英皇鐘錶珠寶有限公司
Emperor Watch & Jewellery Limited

(Incorporated in Hong Kong with limited liability)

(Stock Code: 887)

PROXY FORM

Form of proxy for use of the shareholders of Emperor Watch & Jewellery Limited (“the Company”) at the annual general meeting (“AGM”) to be held on Monday, 18 May 2009 (or adjournment thereof)

I/We¹ _____
of _____
being the registered holder(s) of _____
shares² of HK\$0.01 each in the capital of the Company, HEREBY APPOINT THE CHAIRMAN OF THE AGM or³ _____
of _____

as my/our proxy to vote and act for me/us at the AGM (and at any adjournment thereof) to be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Monday, 18 May 2009 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the AGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below⁴.

Please make a mark in the appropriate boxes below to indicate how your wish your vote(s) to be cast on a poll:

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To consider and adopt the audited consolidated financial statements and the reports of the Directors and Independent Auditor for the year ended 31 December 2008.		
2.	To declare final dividend for the year ended 31 December 2008.		
3.	(a) To re-elect Ms. Cindy Yeung as Director.		
	(b) To re-elect Mr. Chan Hung Ming as Director.		
	(c) To re-elect Mr. Wong Chi Fai as Director.		
	(d) To re-elect Ms. Fan Man Seung, Vanessa as Director.		
	(e) To re-elect Ms. Yip Kam Man as Director.		
	(f) To re-elect Mr. Chan Hon Piu as Director.		
	(g) To re-elect Ms. Lai Ka Fung, May as Director.		
	(h) To authorise the Board of Directors to fix the Directors’ remuneration.		
4.	To re-appoint Deloitte Touche Tohmatsu as Auditor and to authorise the Board of Directors to fix their remuneration.		
5.	(A) To grant to the Directors a general mandate to allot shares in the capital of the Company.		
	(B) To grant a general mandate to Directors to repurchase shares of the Company.		
	(C) To extend the general mandate granted to the Directors to allot additional shares in the Company by the amount of shares repurchased.		

Dated this _____ day of _____ 2009. Signed: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out “the Chairman of the AGM” here and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the Notice convening the AGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
- To be valid, this form of proxy, together with any power of attorney or other authority, if any, which it is signed or a certified copy thereof, must be deposited at the Company’s share registrar, Tricor Secretaries Limited (“Registrar”), at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for the holding of the AGM or any adjournment thereof.
- The register of members of the Company will be closed from 14 May 2009 (Thursday) to 18 May 2009 (Monday) (both days inclusive), during which period no share transfer will be effected. All relevant share certificates and properly completed transfer forms must be lodged with the Registrar at the above address for registration no later than 4:30 p.m. on 13 May 2009 (Wednesday).
- The proxy need not be a member of the Company but must attend the AGM in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.
- All resolutions set out in this proxy form will be decided by poll at the AGM.