



英皇鐘錶珠寶有限公司
EMPEROR WATCH & JEWELLERY LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 887)

FORM OF PROXY

Extraordinary General Meeting (“EGM”) – Wednesday, 22 September 2010

I/We ^(Note 1) _____
of _____
being registered holder(s) of _____ ^(Note 2) shares of HK\$0.01 each in the capital of **Emperor Watch & Jewellery Limited** (the “Company”) HEREBY APPOINT the Chairman of the EGM ^(Note 3) or _____
of _____

as my/our proxy to act for me/us at the EGM (or at any adjournment thereof) to be held at 28th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong on Wednesday, 22 September 2010 at 10:00 a.m. for the purpose of considering and, if thought fit, pass the resolutions set out in the notice convening the EGM or at any adjournment thereof to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

ORDINARY RESOLUTIONS ^(Note 4)	FOR	AGAINST
(1) To approve, ratify and confirm the extension of the exercise period of the options to subscribe for the second tranche of the convertible bonds for further two months ^(Note 5)		
(2) To re-elect Mr. Hanji Huang as non-executive director of the Company and authorize the board of directors of the Company to determine his remuneration		

Dated this _____ day of _____ 2010 Signed _____ ^(Note 6)

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all those shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words “the Chairman of the EGM or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his/her vote at his discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the EGM other than those referred to in the notice of EGM.
5. The full text of the Resolution is set out in the Notice of EGM.
6. 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 or other person duly authorised.
7. In order to be valid, this form of proxy, together with the power of attorney or other authority, if any, which is signed or a certified copy thereof, must be deposited at the Company’s share registrar, Tricor Securities Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof.
8. 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 holders, and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
9. The proxy need not be a member of the Company but must attend the EGM in person to represent you.
10. Completion and deposit of the form of proxy will not preclude you from attending and voting at the meeting if you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
11. The resolutions will be voted by way of poll.