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If you have sold or transferred all your shares in Oriental Watch Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



ORIENTAL WATCH HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 398)

PROPOSALS RELATING TO GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES NOTICE OF ANNUAL GENERAL MEETING AND RE-ELECTION OF DIRECTORS

The notice convening the annual general meeting of the Company to be held online on 23 August 2023 at 3:00 p.m. is set out on pages 7 to 10 of this circular.

21 July 2023

LETTER FROM THE BOARD



ORIENTAL WATCH HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 398)

Directors:

Yeung Him Kit, Dennis (*Chairman*)
Yeung Man Yee, Shirley
Lam Hing Lun, Alain
Li Sau Hung, Eddy*
Choi Man Chau, Michael*
Sun Dai Hoe Harold*

Principal Office:

19th Floor
Wing On Centre
111 Connaught Road Central,
Hong Kong

* *Independent non-executive directors*

21 July 2023

To the shareholders

Dear Sir or Madam,

PROPOSALS RELATING TO GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES NOTICE OF ANNUAL GENERAL MEETING AND RE-ELECTION OF DIRECTORS

INTRODUCTION

At the annual general meeting of Oriental Watch Holdings Limited (the “Company”) for the year ended 31 March 2023, resolutions will be proposed to grant to the directors of the Company general mandates to issue and repurchase shares of the Company.

The purpose of this circular is to give you further details of the abovementioned proposals and notice of the annual general meeting of the Company for the year ended 31 March 2023 (the “AGM”). In compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), this circular also contains the explanatory statement and gives all the information reasonably necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the purchase by the Company of its own shares, together with particulars of the directors proposed to be re-elected at the AGM.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

At the AGM an ordinary resolution will be proposed to grant a general mandate to the directors of the Company to allot, issue and dispose of shares of the Company not exceeding 20 per cent of the share capital of the Company in issue on the date of the resolution to provide flexibility to the Company to raise fund by issue of shares efficiently. On 13 July 2023 (the “Latest Practicable Date”), being the latest practicable date prior to printing of this circular, there were in issue an aggregate of 487,358,224 shares of HK\$0.10 each of the Company (“Shares”). On the assumption that no Share will be issued or repurchased prior to the AGM, exercise in full of the mandate could result in up to 97,471,644 Shares being issued by the Company. The mandate allows the Company to allot, issue and dispose of shares during the period ending on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by an ordinary resolution of the shareholders in a general meeting of the Company.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will also be proposed that the directors be given a general mandate to exercise all powers of the Company to repurchase issued and fully paid shares of the Company. Under such mandate, the number of shares that the Company may repurchase shall not exceed 10 per cent of the share capital of the Company in issue on the date of the resolution. The Company’s authority is restricted to purchases made on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) in accordance with the Listing Rules. Based on 487,358,224 Shares in issue as at the Latest Practicable Date and on the assumption that no Share will be issued or repurchased prior to the AGM, exercise in full of the mandate could result in up to 48,735,822 Shares being repurchased by the Company. The mandate allows the Company to make or agree to make purchases only during the period ending on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by an ordinary resolution of the shareholders in a general meeting of the Company.

The directors have no present intention to repurchase any Shares but consider that the mandate will provide the Company the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchases may enhance the net value of the Company and/or earnings per Share. As compared with the financial position of the Company as at 31 March 2023 (being the date of its latest audited accounts), the directors consider that there would be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed purchases were to be carried out in full during the proposed purchase period. No purchase would be made in circumstances that would have a material adverse impact on the working capital or gearing ratio of the Company.

The Company is empowered by its Memorandum of Association and Bye-laws to purchase its shares. Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium accounts of the Company before the shares are repurchased.

The directors intend to apply the capital paid up on the relevant Shares and/or the profit that would otherwise be available for distribution by way of dividend for any purchase of its shares.

LETTER FROM THE BOARD

Directors, their close associates and core connected persons

None of the directors nor, to the best of the knowledge and belief of the directors having made all reasonable enquiries, any of the close associates (as defined in the Listing Rules) of any of the directors has any present intention, in the event that the proposal is approved by shareholders, to sell Shares to the Company.

No core connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to make purchases of Shares.

Undertaking of the directors

The directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the proposed resolution in accordance with the Listing Rules and all applicable laws of Bermuda, and in accordance with the regulations set out in the Memorandum of Association and Bye-laws of the Company.

Effect of Takeovers Code

A repurchase of Shares by the Company may result in an increase in the proportionate interest of a substantial shareholder of the Company in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Hong Kong Code on Takeovers and Mergers (the "Code").

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the late Dr. Yeung Ming Biu ("Dr. Yeung"), who, together with his associates (including Datsun Holdings Limited ("Datsun")), and Datsun, held approximately 31.96 per cent and 26.22 per cent of the issued share capital of the Company respectively, were the only substantial shareholders holding more than 10 per cent of the issued share capital of the Company. In the event that the directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the resolution, the shareholdings of such shareholders in the Company would be increased to approximately 35.51 per cent and 29.13 per cent of the issued share capital of the Company respectively and such increase would give rise to an obligation on the estate of Dr. Yeung to make a mandatory offer under Rule 26 of the Code.

Stock Exchange Rules for repurchases of shares

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(i) Shareholders' approval

The Listing Rules provide that all shares repurchases on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, which may be by way of general mandate or by a special approval.

LETTER FROM THE BOARD

(ii) Source of funds

Repurchases must be funded out of funds legally available for the purpose.

General

During each of the six months preceding the date of this circular, no Share had been repurchased by the Company.

During each of the previous 12 months, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

Month	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
July	4.60	4.20
August	4.52	4.13
September	4.59	3.76
October	4.02	3.25
November	4.38	3.37
December	4.75	4.02
2023		
January	4.42	4.06
February	4.38	4.16
March	4.38	4.18
April	4.63	4.26
May	4.65	4.23
June	4.71	4.28
July (up to the Latest Practicable Date)	4.56	4.33

ANNUAL GENERAL MEETING

You will find on pages 7 to 10 of this circular a notice of the AGM to be held online on 23 August 2023 at 3:00 p.m. Voting at the AGM will be taken by poll.

Resolution no. 5A will be proposed as an ordinary resolution to give a general mandate to the directors to allot, issue and deal with shares of the Company not exceeding 20 per cent of the total number of Shares in issue as at the date of the resolution.

Resolution no. 5B will be proposed as an ordinary resolution to give a general mandate to the directors to make on-market purchases of shares of the Company not exceeding 10 per cent of the total number of Shares in issue as at the date of the resolution.

LETTER FROM THE BOARD

Resolution no. 5C will be proposed as an ordinary resolution to extend resolution no. 5A to include the total number of Shares which are repurchased by the Company under the authority granted to the directors pursuant to resolution no. 5B.

There is enclosed a form of proxy for use at the AGM. You are requested to complete the form of proxy in accordance with the instructions printed thereon and deposit to Tricor Secretaries Limited, the branch share registrar and transfer office of the Company in Hong Kong, at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong or submitting electronically via the Tricor e-Meeting System at <https://spot-meeting.tricor.hk> in accordance with the instructions printed on the accompanying notification letter not less than 48 hours before the time fixed for holding the meeting, whether or not you intend to be present at the meeting. The completion and return of the form of proxy will not prevent you from attending and voting via the Tricor e-Meeting System should you so wish.

RE-ELECTION OF DIRECTORS

Resolutions will be proposed at the AGM for re-election of Mr. Lam Hing Lun, Alain and Mr. Choi Man Chau, Michael as directors according to the Company's Bye-laws. Their particulars are as follows:

Mr. Lam Hing Lun, Alain ("Mr. Lam"), aged 64, joined the Company in 1992 and became an executive director of the Company in April 2003. He is the Finance Director and Company Secretary of the Company responsible for the accounting, financial control and secretarial matters of the Company and its subsidiaries (the "Group"). He is also a director of certain subsidiaries of the Company. He has over 36 years' experience in accounting and auditing. Mr. Lam holds a Master Degree of Business Administration from the University of Hull in the United Kingdom. He is a fellow member of the Association of Chartered Certified Accountants and an Associate Member of the Hong Kong Institute of Certified Public Accountants. Mr. Lam is an independent non-executive director of CN Logistics International Holdings Limited (stock code: 2130), which is listed on the Main Board of the Stock Exchange.

Mr. Choi Man Chau, Michael ("Mr. Choi"), aged 67, has been an independent non-executive director of the Company since September 2008. He is a member of the audit committee of the Company. Mr. Choi is a fellow member of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants. He is a Certified Public Accountant and has been practising public accountancy in Hong Kong for over 31 years.

Mr. Lam receives basic monthly salary of HK\$210,000, and is entitled to a discretionary year end bonus. His emoluments are determined with reference to his experience and contribution to the Group. Mr. Choi receives a director's fee of HK\$300,000 per annum, which is determined with reference to the prevailing range of fees for independent non-executive directors of listed companies in Hong Kong.

None of the above-named directors has any service contract with the Company. They are not appointed for a specific term but are subject to retirement by rotation in annual general meetings of the Company in accordance with the Bye-laws of the Company.

Mr. Choi brings to the board of directors of the Company (the "Board") his substantial experience in accountancy, and as a professional accountant contributes to the diversity of the Board.

LETTER FROM THE BOARD

Mr. Choi has served as an independent non-executive director of the Company for more than nine years. The Board considers that he is still independent as he meets the independence guidelines set out in Rule 3.13 of the Listing Rules and should be re-elected so that the Company can continue to benefit from his experiences and contribution to the diversity of the Board as described above.

The above-named directors confirm:

- (i) they have no relationships with any directors, senior management or substantial or controlling shareholders of the Company;
- (ii) they have no interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; and
- (iii) save as disclosed above, there is no information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matter that need to be brought to the attention of shareholders of the Company.

RECOMMENDATION

The directors consider that the proposed granting of the mandates to issue and repurchase shares of the Company are in the interest of the Company and so recommend you to vote in favour of the relevant resolutions at the AGM. The directors will vote all their shareholdings in favour of such resolutions.

Yours faithfully,
By order of the Board
Yeung Him Kit, Dennis
Chairman

NOTICE OF ANNUAL GENERAL MEETING



ORIENTAL WATCH HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 398)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the abovenamed company (the “Company”) will be held online on 23 August 2023 at 3:00 p.m. (the “AGM”) for the following purposes:

1. To receive and adopt the audited financial statements and the reports of the directors and independent auditor for the year ended 31 March 2023.
2. To declare a final dividend of 7.5 Hong Kong cents per share and a special dividend of 22 Hong Kong cents per share for the year ended 31 March 2023.
3. To elect directors and to authorise the board of directors to fix their remuneration.
4. To appoint auditor and to authorise the board of directors to fix its remuneration.
5. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

A. “**THAT:**

- (a) subject to paragraph (c), the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

(c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to a Rights Issue or scrip dividend scheme or similar arrangement of the Company or the exercise of the subscription rights under the share option scheme of the Company shall not exceed 20 per cent of the total number of shares of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this 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 the Bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion 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 obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

B. “THAT:

(a) the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

(b) the total number of shares of the Company purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent of the total number of shares of the Company in issue as at the date of this resolution and the said approval 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 earlier of:

- (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; and
 - (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- C. “**THAT** conditional upon resolution no. 5B above being passed, the total number of shares of the Company which are repurchased by the Company under the authority granted to the directors as mentioned in resolution no. 5B above shall be added to the total number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no.5A above.”

By Order of the Board
Lam Hing Lun, Alain
Company Secretary

Hong Kong, 21 July 2023

Principal Office:
19th Floor
Wing On Centre
111 Connaught Road Central
Hong Kong

Notes:

- (1) A member entitled to attend and vote at the AGM is entitled to appoint proxies to attend and vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited either at Tricor Secretaries Limited (the “Share Registrars”), the branch share registrar and transfer office of the Company in Hong Kong, at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong or submitting electronically via the Tricor e-Meeting System in accordance with the instructions printed on the accompanying notification letter together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (2) In order to determine entitlement to attend and vote at the AGM, the register of members of the Company will be closed from 18 August 2023 to 23 August 2023, both days inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Share Registrars at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on 17 August 2023.
- (3) In order to determine entitlement to the final dividend and special dividend to be approved at the AGM, the register of members of the Company will be closed from 4 October 2023 to 10 October 2023, both days inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Share Registrars at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on 3 October 2023.

NOTICE OF ANNUAL GENERAL MEETING

(4) Special arrangements for the AGM

- (a) All registered shareholders of the Company will be able to join the AGM via the Tricor e-Meeting System. The Tricor e-Meeting System can be accessed from any location with access to the internet via smartphone, tablet device or computer.

Through the Tricor e-Meeting System, registered shareholders of the Company will be able to view the live video broadcast and participate in voting and submit questions online. Login details and information are included in the accompanying notification letter.

- (b) Shareholders who wish to attend the AGM and exercise their voting rights can be achieved in one of the following ways:
- (i) attend the AGM via the Tricor e-Meeting System which enables live streaming and interactive platform for submitting questions and voting online; or
- (ii) appoint the chairman of the AGM or other persons as your proxy by providing their email address for receiving the designated log-in username and password to attend and vote on your behalf via the Tricor e-Meeting System.

Your proxy's authority and instruction will be revoked if you attend and vote via the Tricor e-Meeting System at the AGM.

If you are a non-registered shareholder of the Company, you should contact your banks, brokers, custodians, nominees or HKSCC Nominees Limited through which your shares in the Company are held (as the case may be) (collectively the ("Intermediary")) and instruct the Intermediary to appoint you as proxy or corporate representative to attend and vote via the Tricor e-Meeting System at the AGM and in doing so, you will be asked to provide your email address. Details regarding the Tricor e-Meeting System including the login details will be emailed to you by the Share Registrars.

As at the date of this notice, the executive directors of the Company are Mr. Yeung Him Kit, Dennis (the Chairman), Madam Yeung Man Yee, Shirley and Mr. Lam Hing Lun, Alain, and the independent non-executive directors are Dr. Li Sau Hung, Eddy, Mr. Choi Man Chau, Michael and Mr. Sun Dai Hoe Harold.