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Resources Rich Capital Limited

(Incorporated in the BVI with limited liability)

Noble Jewelry Holdings Limited

億鑽珠寶控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 475)

JOINT ANNOUNCEMENT

- (1) CLOSE OF UNCONDITIONAL MANDATORY CASH OFFER BY
OPTIMA CAPITAL LIMITED
ON BEHALF OF RESOURCES RICH CAPITAL LIMITED
TO ACQUIRE ALL THE SHARES IN
NOBLE JEWELRY HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED BY OR AGREED TO BE
ACQUIRED BY
RESOURCES RICH CAPITAL LIMITED AND
PARTIES ACTING IN CONCERT WITH IT)**
- (2) RESIGNATION OF DIRECTORS AND CHIEF EXECUTIVE OFFICER**
- (3) CHANGE OF COMPOSITION OF VARIOUS BOARD COMMITTEES**
- AND**
- (4) CHANGE OF PROCESS AGENT**

CLOSE OF THE LISTCO SHARE OFFER

Resources Rich and the Company jointly announce that the Listco Share Offer was closed on Monday, 19 December 2011.

As at 4:00 p.m. on Monday, 19 December 2011, being the latest time and date for acceptance of the Listco Share Offer as set out in the Listco Composite Document, Resources Rich had received valid acceptances in respect of a total of 21,376,000 Shares under the Listco Share Offer, representing approximately 7.81% of the total issued share capital of the Company as at the date of this joint announcement. The Listco Share Offer has not been revised or extended.

Immediately before the commencement of the offer period (as defined under the Takeovers Code), save for the Share Charge which was released on 21 November 2011, Resources Rich and parties acting in concert with it did not hold, control or direct any Shares and rights over the Shares. As a result of the Share Sale Completion but before the commencement of the Listco Share Offer, Resources Rich and parties acting in concert with it were interested in 197,142,000 Shares, representing approximately 72.05% of the total issued share capital of the Company. Taking into account 21,376,000 Shares (representing approximately 7.81% of the total issued share capital of the Company as at the date of this joint announcement) received from valid acceptances under the Listco Share Offer, Resources Rich and parties acting in concert with it are interested in an aggregate of 218,518,000 Shares (representing approximately 79.86% of the total issued share capital of the Company as at the date of this joint announcement) upon the close of the Listco Share Offer.

Upon the close of the Listco Share Offer, there are 55,092,000 Shares, representing approximately 20.14% of the total issued share capital of the Company, are held by the public (within the meanings of the Listing Rules). Accordingly, the Company cannot fulfill the minimum public float requirement as set out under Rule 8.08(1)(a) of the Listing Rules. An application to the Stock Exchange for a waiver from strict compliance with Rule 8.08(1)(a) of the Listing Rules has been made by the Company. Resources Rich will take appropriate steps to restore the minimum public float as required under Rule 8.08(1)(a) of the Listing Rules as soon as possible.

RESIGNATION OF DIRECTORS AND CHIEF EXECUTIVE OFFICER

The Board hereby announces that with effect from 20 December 2011:

1. Mr. Chan Yuen Hing, Mr. Tang Chee Kwong, Ms. Chan Lai Yung, Mr. Lai Wang, Mr. Setiawan Tan Budi and Mr. Tsang Wing Ki will resign as executive Directors;
2. Mr. Chan Cheong Tat, Mr. Tang Chiu Ming Frank and Mr. Yu Ming Yang will resign as independent non-executive Directors;
3. Mr. Chan Yuen Hing will resign as the chairman of the Board; and
4. Mr. Tang Chee Kwong will resign as the chief executive officer of the Company and Mr. Chan Wing Yuen, Hubert will be appointed as the chief executive officer of the Company.

Each of the resigning Directors confirmed that he/she has no disagreement with the Board and there are no matters in respect of his/her resignation that need to be brought to the attention of the Shareholders. The Board would like to express its gratitude to the resigning Directors for their contributions to the Company during their terms of service.

CHANGE OF VARIOUS BOARD COMMITTEES

With effect immediately following the resignation of the Directors as mentioned above:

- (a) the Audit Committee of the Company will comprise Mr. Wu Chi Keung, Mr. Heung Chee Hang, Eric and Ms. Kwok Pui Ha;
- (b) the Remuneration Committee of the Company will comprise Mr. Chan Wing Yuen, Hubert, Mr. Wu. Chi Keung and Mr. Heung Chee Hang, Eric; and
- (c) the Nomination Committee of the Company will comprise Mr. Chan Wing Yuen, Hubert, Mr. Wu Chi Keung and Ms. Kwok Pui Ha.

CHANGE OF PROCESS AGENT

Mr. Chan Wing Yuen, Hubert will be appointed as process agent of the Company for the service of process in Hong Kong in place of Mr. Tang Chee Kwong with effect from 20 December 2011.

Reference is made to (i) the joint announcement issued by Noble Jewelry Holdings Limited (the “**Company**”), Resources Rich and First Prospect dated 8 September 2011; (ii) the circular of the Company dated 30 September 2011; (iii) the announcement of the Company dated 12 October 2011; (iv) the joint announcement issued by the Company and Resources Rich dated 18 October 2011 and 28 November 2011 respectively; (v) the joint announcements issued by the Company, Noble Jewelry Investment Limited, Resources Rich and First Prospect dated 19 October 2011 and 21 November 2011 respectively; and (vi) the composite offer and response document jointly issued by the Company and Resources Rich dated 28 November 2011 (the “**Listco Composite Document**”). Unless otherwise defined, the capitalised terms used in this joint announcement shall have the same meanings as those defined in the Listco Composite Document.

CLOSE OF THE LISTCO SHARE OFFER

Resources Rich and the Company jointly announce that the Listco Share Offer closed on Monday, 19 December 2011.

As at 4:00 p.m. on Monday, 19 December 2011, being the latest time and date for acceptance of the Listco Share Offer as set out in the Listco Composite Document, Resources Rich had received valid acceptances in respect of a total of 21,376,000 Shares under the Listco Share Offer, representing approximately 7.81% of the total issued share capital of the Company as at the date of this joint announcement. The Listco Share Offer has not been revised or extended.

Immediately before the commencement of the offer period (as defined under the Takeovers Code), save for the Share Charge which was released on 21 November 2011, Resources Rich and parties acting in concert with it did not hold, control or direct any Shares and rights over the Shares. As a result of the Share Sale Completion but before the commencement of the Listco Share Offer, Resources Rich and parties acting in concert with it were interested in 197,142,000 Shares, representing approximately 72.05% of the total issued share capital of the Company. Taking into account 21,376,000 Shares (representing approximately 7.81% of the total issued share capital of the Company as at the date of this joint announcement) received from valid acceptances under the Listco Share Offer, Resources Rich and parties acting in

concert with it are interested in an aggregate of 218,518,000 Shares (representing approximately 79.86% of the total issued share capital of the Company as at the date of this joint announcement) upon the close of the Listco Share Offer.

Save for the Sale Shares acquired by Resources Rich pursuant to the Share Sale Agreement and the valid acceptances in respect of 21,376,000 Shares pursuant to the Listco Share Offer, neither Resources Rich nor parties acting in concert with it had acquired or agreed to acquire any Shares and rights over Shares during the offer period. During the offer period, Resources Rich and parties acting in concert with it had not borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

The following table sets out shareholding structure of the Company (i) immediately before the commencement of the Listco Share Offer; and (ii) immediately upon the close of the Listco Share Offer:

	Immediately before the commencement of the Listco Share Offer		Immediately upon the close of the Listco Share Offer	
	<i>number of Shares</i>	<i>%</i>	<i>number of Shares</i>	<i>%</i>
Resources Rich and parties acting in concert with it	197,142,000	72.05	218,518,000	79.86
Directors:				
Ms. Chan Lai Yung (<i>Notes 1 & 3</i>)	3,238,000	1.19	—	—
Mr. Tang Chee Kwong (<i>Notes 2 & 3</i>)	5,202,000	1.90	—	—
Mr. Lai Wang (<i>Note 3</i>)	100,000	0.04	—	—
Mr. Tsang Wing Ki (<i>Note 3</i>)	310,000	0.11	—	—
Public	<u>67,618,000</u>	<u>24.71</u>	<u>55,092,000</u>	<u>20.14</u>
Total	<u>273,610,000</u>	<u>100.00</u>	<u>273,610,000</u>	<u>100.00</u>

Notes:

1. This includes 3,236,000 Shares beneficially owned by Ms. Chan Lai Yung and 2,000 Shares held by her spouse.
2. This includes 4,702,000 Shares beneficially owned by Mr. Tang Chee Kwong and 500,000 Shares held by his spouse.
3. Ms. Chan Lai Yung, Mr. Tang Chee Kwong, Mr. Lai Wang and Mr. Tsang Wing Ki have each accepted the Listco Share Offer in respect of their respective shareholding and will resign as the executive Directors with effect from 20 December 2011.

Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable under the Listco Share Offer have been posted or will be posted to the relevant Independent Shareholders by ordinary post at their own risk as soon as possible, but in any event within 10 days after the receipt of duly completed acceptances by the Registrar.

Upon the close of the Listco Share Offer, there are 55,092,000 Shares, representing approximately 20.14% of the total issued share capital of the Company, held by the public (within the meanings of the Listing Rules) of the Company, its subsidiaries or any of their respective associates. Accordingly, the Company cannot fulfill the minimum public float

requirement as set out under Rule 8.08(1)(a) of the Listing Rules. An application to the Stock Exchange for a waiver from strict compliance with Rule 8.08(1)(a) of the Listing Rules has been made by the Company. Resources Rich will take appropriate steps to restore the minimum public float as required under Rule 8.08(1)(a) of the Listing Rules as soon as possible.

RESIGNATION OF DIRECTORS AND CHIEF EXECUTIVE OFFICER

The Board hereby announces that with effect from 20 December 2011:

1. Mr. Chan Yuen Hing, Mr. Tang Chee Kwong, Ms. Chan Lai Yung, Mr. Lai Wang, Mr. Setiawan Tan Budi and Mr. Tsang Wing Ki will resign as executive Directors;
2. Mr. Chan Cheong Tat, Mr. Tang Chiu Ming Frank and Mr. Yu Ming Yang will resign as independent non-executive Directors;
3. Mr. Chan Yuen Hing will resign as the chairman of the Board; and
4. Mr. Tang Chee Kwong will resign as the chief executive officer of the Company and Mr. Chan Wing Yuen, Hubert will be appointed as the chief executive officer of the Company.

Each of the resigning Directors confirmed that he/she has no disagreement with the Board and there are no matters in respect of his/her resignation that need to be brought to the attention of the Shareholders. The Board would like to express its gratitude to the resigning Directors for their contributions to the Company during their terms of service.

The Board does not have the intention to fill the position of chairman at present. The Board is in the progress of identifying suitable candidate to fill the vacancy and believes that the absence of a chairman will not have adverse effect to the Company, as decisions of the Company will be made collectively by the executive Directors.

CHANGE OF COMPOSITION OF VARIOUS BOARD COMMITTEES

With effect immediately following the resignation of the Directors as mentioned above:

- (a) the Audit Committee of the Company will comprise Mr. Wu Chi Keung, Mr. Heung Chee Hang, Eric and Ms. Kwok Pui Ha;
- (b) the Remuneration Committee of the Company will comprise Mr. Chan Wing Yuen, Hubert, Mr. Wu Chi Keung and Mr. Heung Chee Hang, Eric; and
- (c) the Nomination Committee of the Company will comprise Mr. Chan Wing Yuen, Hubert, Mr. Wu Chi Keung and Ms. Kwok Pui Ha.

CHANGE OF PROCESS AGENT

Mr. Chan Wing Yuen, Hubert will be appointed as process agent of the Company for the service of process in Hong Kong for the purposes of Section 335(1)(c) of the Companies Ordinance (Cap.32 of the Laws of Hong Kong) in place of Mr. Tang Chee Kwong with effect from 20 December 2011.

By order of the board of
Resources Rich Capital Limited
Mr. Hu Yangjun
Director

By order of the board of
Noble Jewelry Holdings Limited
Mr. Chan Yuen Hing
Chairman

Hong Kong, 19 December 2011

As at the date of this joint announcement, the Board comprises nine executive Directors, namely Mr. Hu Yangjun, Mr. Hu Yishi, Mr. Chan Wing Yuen, Hubert, Mr. Chan Yuen Hing, Mr. Tang Chee Kwong, Ms. Chan Lai Yung, Mr. Lai Wang, Mr. Setiawan Tan Budi and Mr. Tsang Wing Ki, a non-executive Director, namely Mr. Li Wei Qi, Jacky and six independent non-executive Directors, namely Mr. Heung Chee Hang, Eric, Mr. Wu Chi Keung, Ms. Kwok Pui Ha, Mr. Chan Cheong Tat, Mr. Tang Chiu Ming Frank and Mr. Yu Ming Yang.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than that relating to Resources Rich) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the board of directors of Resources Rich comprises two directors, namely Mr. Hu Yangjun and Mr. Hu Yishi.

The directors of Resources Rich jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than that relating to the Group) and confirms, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

The English text of this joint announcement shall prevail over its Chinese text.