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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: 00475)**

**First Prospect Holdings Limited**

*(Incorporated in the BVI with limited liability)*

**Noble Jewelry Investment Limited**

*(Incorporated in Bermuda with limited liability)*

**(1) COMPLETION OF THE SHARE SALE AGREEMENT  
AND  
THE DISTRIBUTION IN SPECIE  
AND  
(2) CHANGE OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG  
AND  
COMPANY WEBSITE**

On 21 November 2011, the Share Sale Completion and the Distribution In Specie took place.

Optima Capital will, on behalf of Resources Rich, make the Listco Share Offer to acquire all the issued Shares (other than those already owned or agreed to be acquired by Resources Rich and parties acting in concert with it) at HK\$1.23 per Share.

Investec will, on behalf of First Prospect, make the Privateco Offer to the Privateco Shareholders to acquire all the issued Privateco Shares (other than those already owned or agreed to be owned by First Prospect and parties acting in concert with it) at HK\$0.50 per Privateco Share.

The Listco Offer Document and the Privateco Offer Document will be despatched to the Shareholders and the Privateco Shareholders respectively on or before 28 November 2011 in accordance with the Takeovers Code. Further announcements will be made after the Listco Offer Document and the Privateco Offer Document have been despatched respectively.

The Company's principal place of business in Hong Kong and website have been changed to Unit 16-A3, 1/F., Focal Industrial Centre, Block A, 21 Man Lok Street, Hung Hom, Kowloon and <http://www.475HK.com> respectively with effect from 21 November 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 (the “**Circular**”); (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 (v) the joint announcement issued by the Company, Noble Jewelry Investment Limited, Resources Rich and First Prospect dated 19 October 2011. Unless otherwise defined, the capitalised terms used in this joint announcement shall have the same meanings as those defined in the Circular.

## **COMPLETION OF THE SHARE SALE AGREEMENT AND THE DISTRIBUTION IN SPECIE**

On 21 November 2011, the Share Sale Completion and the Distribution In Specie took place. Accordingly, the Group comprises only the Remaining Group, and the Privateco Group no longer forms part of the Group.

Immediately upon Share Sale Completion, Resources Rich and parties acting in concert with it are interested in 197,142,000 Shares, representing approximately 72.05% of the total number of Shares in issue. Accordingly, Resources Rich is required to make an unconditional mandatory cash offer to acquire all the issued Shares (other than those already owned or agreed to be acquired by Resources Rich and parties acting in concert with it) pursuant to Rule 26.1 of the Takeovers Code. Optima Capital will, on behalf of Resources Rich, make the Listco Share Offer at HK\$1.23 per Share. Optima Capital, the financial adviser to Resources Rich, is satisfied that there are sufficient financial resources available to Resources Rich to satisfy full acceptance of the Listco Share Offer.

Shareholders should note that immediately after Share Sale Completion, the Company has approximately 24.71% of its issued Shares in the hands of the public. Resources Rich intends to maintain the listing status of the Company and it irrevocably undertakes that it will be responsible for maintaining the 25% public float requirement after the closing of the Listco Share Offer.

**If, at the close of the Listco Share Offer, less than the minimum prescribed percentage applicable to the Company, being 25% of the Shares, are held by the public, or if the Stock Exchange believes that:**

- (i) a false market exists or may exist in the trading of the Shares; or**
- (ii) there are insufficient Shares in public hands to maintain an orderly market,**

**the Stock Exchange may consider exercising its discretion to suspend dealings in the Shares.**

Immediately after Share Sale Completion and the Distribution In Specie, First Prospect and parties acting in concert with it are interested in 176,140,000 Privateco Shares, representing approximately 64.38% of the issued share capital of Privateco. Investec will, on behalf of First Prospect, make a voluntary cash offer to the Privateco Shareholders to acquire all the issued Privateco Shares (other than those already owned or agreed to be acquired by First Prospect and parties acting in concert with it) at HK\$0.50 per Privateco Share. Investec, the financial adviser to First Prospect, is satisfied that sufficient financial resources are available to First Prospect to satisfy full acceptance of the Privateco Offer.

The Listco Offer Document and the Privateco Offer Document will be despatched to the Shareholders and the Privateco Shareholders respectively on or before 28 November 2011 in accordance with the Takeovers Code. Further announcements will be made after the Listco Offer Document and the Privateco Offer Document are despatched respectively.

## **CHANGE OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

The Company's principal place of business in Hong Kong has been changed to Unit 16-A3, 1/F., Focal Industrial Centre, Block A, 21 Man Lok Street, Hung Hom, Kowloon with effect from 21 November 2011.

## **CHANGE OF COMPANY WEBSITE**

The website of the Company has also been changed from <http://www.noble.com.hk> to <http://www.475HK.com> with effect from 21 November 2011.

By Order of the board of <b>Resources Rich Capital Limited</b> <b>Mr. Hu Yangjun</b> <i>Director</i>	By Order of the board of <b>Noble Jewelry Holdings Limited</b> <b>Mr. Chan Yuen Hing</b> <i>Director</i>	By Order of the board of <b>First Prospect Holdings Limited</b> <b>Mr. Chan Yuen Hing</b> <i>Director</i>	By order of the board of <b>Noble Jewelry Investment Limited</b> <b>Mr. Chan Yuen Hing</b> <i>Director</i>
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Hong Kong, 21 November 2011

*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 the information contained in this joint announcement (other than that relating to the Vendors, the Group and the Privateco Group) 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 comprises six executive Directors, namely Mr. Chan Yuen Hing, Mr. Tang Chee Kwong, Ms. Chan Lai Yung, Mr. Lai Wang, Mr. Setiawan Tan Budi and Mr. Tsang Wing Ki and three independent non-executive Directors, namely 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, the Vendors and the Privateco Group) 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 announcement misleading.*

*As at the date of this joint announcement, the board of directors of First Prospect comprises one director, namely Mr. Chan. The sole director of First Prospect accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to Resources Rich, the Group and the Privateco Group) and confirms, having made all reasonable inquiries, that to the best of his 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 the Privateco comprises two directors, namely Mr. Chan Yuen Hing and Mr. Tang Chee Kwong. The directors of Privateco jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Vendors, Resources Rich and the Group) 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.*

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