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Resources Rich Capital Limited

(Incorporated in the BVI with limited liability)

Noble Jewelry Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00475)

JOINT ANNOUNCEMENT

**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)**

(1) DESPATCH OF THE LISTCO COMPOSITE DOCUMENT

AND

(2) APPOINTMENT OF DIRECTORS

DESPATCH OF THE LISTCO COMPOSITE DOCUMENT

The Listco Composite Document together with the Form of Acceptance has been despatched to the Independent Shareholders on 28 November 2011. The Listco Share Offer will be open for acceptance on and from 28 November 2011 and the latest time and date for acceptance of the Listco Share Offer is 4:00 p.m. on 19 December 2011. An expected timetable is set out below in this joint announcement.

Independent Shareholders are strongly advised to read the Listco Composite Document carefully, including the recommendation from the Independent Board Committee and the advice from the Joint Independent Financial Advisers, and other information of the Group before deciding whether or not to accept the Listco Share Offer.

Independent Shareholders and/or potential investors of the Company are advised to exercise caution when dealing in the Shares.

APPOINTMENT OF DIRECTORS

The Board hereby announces that Mr. Hu Yangjun, Mr. Hu Yishi and Mr. Chan Wing Yuen, Hubert will be appointed as executive Directors, Mr. Li Wei Qi, Jacky will be appointed as non-executive Director and Mr. Heung Chee Hang, Eric, Mr. Wu Chi Keung and Ms. Kwok Pui Ha will be appointed as independent non-executive Directors with effect from 29 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; (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 announcements issued by the Company, Noble Jewelry Investment Limited, Resources Rich and First Prospect dated 19 October 2011 and 21 November 2011 respectively. Unless otherwise defined herein, the capitalised terms used in this joint announcement shall have the same meanings as those defined in the composite offer and response document jointly issued by the Company and Resources Rich dated 28 November 2011 (the “**Listco Composite Document**”).

DESPATCH OF THE LISTCO COMPOSITE DOCUMENT

The Listco Composite Document containing, among other things, (i) the expected timetable in respect of the Listco Share Offer; (ii) a letter from the Board; (iii) a letter from Optima Capital; (iv) a letter of recommendation from the Independent Board Committee; and (v) a letter of advice from the Joint Independent Financial Advisers to the Independent Board Committee and the Independent Shareholders, together with the Form of Acceptance, has been despatched to the Independent Shareholders on 28 November 2011 in accordance with the Takeovers Code.

The Listco Share Offer will be open for acceptance on and from 28 November 2011 and the latest time and date for acceptance of the Listco Share Offer is 4:00 p.m. on 19 December 2011.

EXPECTED TIMETABLE

An expected timetable of the Listco Share Offer is set out below:

Listco Share Offer opens for acceptance 28 November 2011

Latest time and date for acceptance of
the Listco Share Offer (*Notes 1 and 3*) 4:00 p.m. on 19 December 2011

Closing date of the Listco Share Offer, if not
revised or extended (*Note 1*) 19 December 2011

Announcement of the results of the
Listco Share Offer or as to whether
the Listco Share Offer has been
revised or extended, on the website of
the Stock Exchange (*Note 1*) by 7:00 p.m. on 19 December 2011

Latest date for posting of remittance for the amounts due under the Listco Share Offer in respect of valid acceptances received on or before the latest time for acceptance of the Listco Share Offer (*Note 2*) 29 December 2011

Notes:

1. The latest time for acceptance of the Listco Share Offer is 4:00 p.m. on 19 December 2011. The Listco Share Offer, which is unconditional, will close at 4:00 p.m. on 19 December 2011. Resources Rich will issue an announcement by 7:00 p.m. on 19 December 2011 as to whether or not the Listco Share Offer has been revised or extended or has expired and, in relation to any revision or extension of the Listco Share Offer, to state either (if and to the extent revised or extended) the next closing date or that the Listco Share Offer will remain open until further notice.
2. Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable under the Listco Share Offer will be posted to the accepting Independent Shareholders by ordinary post at their own risk as soon as possible, but in any event within 10 days of the date of receipt by the Registrar of all the relevant documents of title to render the acceptance by such Independent Shareholders under the Listco Share Offer complete and valid.
3. Acceptance of the Listco Share Offer shall be irrevocable and not capable of being withdrawn, except in the circumstances as set out in paragraph 4 headed "Right of withdrawal" in Appendix I to the Listco Composite Document.

All time and date references above and contained in this Listco Composite Document and Form of Acceptance refer to Hong Kong time and date.

IMPORTANT

Independent Shareholders are strongly advised to read the Listco Composite Document carefully, including the recommendation from the Independent Board Committee and the advice from the Joint Independent Financial Advisers, and the information of the Group before deciding whether or not to accept the Listco Share Offer.

Independent Shareholders and/or potential investors of the Company are advised to exercise caution when dealing in the Shares.

APPOINTMENT OF DIRECTORS

The Board currently comprises six executive Directors and three independent non-executive Directors. All existing executive Directors and independent non-executive Directors will resign from the Board with effect from the close of the Listco Share Offer and further announcement will be made by the Company in this regard in compliance with the Listing Rules.

The Board hereby announces that Mr. Hu Yangjun, Mr. Hu Yishi and Mr. Chan Wing Yuen, Hubert will be appointed as executive Directors, Mr. Li Wei Qi, Jacky will be appointed as non-executive Director and Mr. Heung Chee Hang, Eric, Mr. Wu Chi Keung and Ms. Kwok Pui Ha will be appointed as independent non-executive Directors with effect from 29 November 2011.

Set out below are the biographies of each of Mr. Hu Yangjun, Mr. Hu Yishi, Mr. Chan Wing Yuen, Hubert, Mr. Li Wei Qi, Jacky, Mr. Heung Chee Hang, Eric, Mr. Wu Chi Keung and Ms. Kwok Pui Ha (the “**Proposed Directors**”):

Mr. Hu Yangjun, aged 38, has corporate management experience in information technology and international trade and is currently an executive director of Neo Telemedia Limited (stock code: 8167), the issued shares of which are listed on the Growth Enterprise Market of the Stock Exchange. Mr. Hu Yangjun was an executive director of Zheda Lande Scitech Limited (stock code: 8106), the issued shares of which are listed on the Growth Enterprise Market of the Stock Exchange. Mr. Hu Yangjun graduated from Anhui Normal University. Mr. Hu Yangjun is the cousin of Mr. Hu Yishi. As at the date of this joint announcement, Mr. Hu Yangjun was interested in 197,142,000 Shares through Resources Rich, of which Mr. Hu Yangjun is one of the beneficial owners and directors.

Mr. Hu Yishi, aged 35, has experience in China affairs and business. He is a non-executive director and the chairman of Kai Yuan Holdings Limited (stock code: 1215), the issued shares of which are listed on the Stock Exchange. Mr. Hu Yishi was previously an executive director of China Pipe Group Limited (stock code: 380) and Sun Media Group Holdings Limited (now known as Up Energy Development Group Limited (stock code: 307)), the issued shares of both companies are listed on the Stock Exchange. Mr. Hu Yishi graduated from Shanghai International Tourism Vocational Technology School. Mr. Hu Yishi is the cousin of Mr. Hu Yangjun. As at the date of this joint announcement, Mr. Hu Yishi was interested in 197,142,000 Shares through Resources Rich, of which Mr. Hu Yishi is one of the beneficial owners and directors.

Mr. Chan Wing Yuen, Hubert, aged 53, is a member of the Chinese People’s Political Consultative Conference – Heilongjiang Province Committee in the PRC. He spent over ten years with the Stock Exchange where he last served as a director of the Listing Division of the Stock Exchange and was in charge of the China Listing Affairs Department of the Listing Division of the Stock Exchange. He was a director of Guangdong Investment Limited (stock code: 270), Rising Development Holdings Limited (stock code: 1004), Interchina Holdings Company Limited (stock code: 202) and China Pipe Group Limited (stock code: 380), all companies of which shares are listed on the Stock Exchange. He received a higher diploma in company secretaryship and administration from Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University). He is an associate member of both The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Company Secretaries and is also a member of the Hong Kong Securities Institute and the Hong Kong Institute of Directors.

Mr. Li Wei Qi, Jacky, aged 39, has experience in the financial services field. Mr. Li is currently vice president of the marketing department of Emperor Bullion Investments (Asia) Limited, Emperor Futures Limited, Emperor Securities Limited and Emperor Wealth Management Limited. Mr. Li is a licensed representative under the SFO to carry on Type 1 (dealing in securities) and Type 2 (dealing in futures contracts) regulated activities and an account executive registered with The Chinese Gold & Silver Exchange Society. Mr. Li was previously vice president of the marketing department of Tanrich Futures Limited and was a person licensed by the SFC for dealing and advising in futures contracts and asset management.

Mr. Heung Chee Hang, Eric, aged 44, is a practising solicitor in Hong Kong. Mr. Heung is currently a partner of Tung, Ng, Tse & Heung, Solicitors and is an independent non-executive director of Mobile Telecom Network (Holdings) Limited (stock code: 8266), a company of

which shares are listed on the Growth Enterprise Market of the Stock Exchange. He graduated with a degree in laws from the University of Leicester, England and was admitted as a solicitor of the Supreme Court of Hong Kong.

Mr. Wu Chi Keung, aged 54, has experience in the financial audit field and was a partner of Deloitte Touche Tohmatsu. Mr. Wu is currently an independent non-executive director of China Medical System Holdings Limited (stock code: 867), Jinchuan Group International Resources Co., Ltd (stock code: 2362), GreaterChina Professional Services Limited (stock code: 8193) and JF Household Furnishing Limited (stock code: 776), respectively, all companies of which shares are listed on the Stock Exchange. Mr. Wu graduated from the Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) with a higher diploma in accountancy. He is an associate of the Hong Kong Society of Accountants (now known as the Hong Kong Institute of Certified Public Accountants) and a fellow member of the Chartered Association of Certified Accountants in the United Kingdom (now known as the Association of Chartered Certified Accountants).

Ms. Kwok Pui Ha, aged 42, is the group financial controller of CIAM Group Limited (stock code: 378), a company of which shares are listed on the Stock Exchange, and of CITIC International Assets Management Limited, the immediate holding company of CIAM Group Limited. Ms. Kwok had worked with Deloitte Touche Tohmatsu and has experience in financial management and accounting with companies the shares of which are listed on the Stock Exchange. Ms. Kwok graduated with a bachelor degree in accountancy from City Polytechnic of Hong Kong (now known as City University of Hong Kong) and is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants, an Associate of the Institute of Chartered Accountants in England and Wales and a member of the Hong Kong Securities Institute.

Save as disclosed above, as at the date of this joint announcement, (i) each of the Proposed Directors did not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company and has not held any other positions with the Group; (ii) each of the Proposed Directors did not hold any directorship in any other listed companies in the past three years before the date of this joint announcement; (iii) each of the Proposed Directors did not have any interest in the Shares within the meaning of Part XV of the SFO; (iv) there were no other matters that are required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules; and (v) there were no other matters that need to be brought to the attention of the Shareholders.

The Proposed executive Directors will have no fixed term of service with the Company but will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. The appointment of the above Proposed executive Directors can be terminated by one month's advance notice in writing by the relevant party. The remuneration of the above Proposed executive Directors have not been fixed and will be determined with reference to his qualifications, experience and duties and responsibilities in the Group. The Proposed non-executive and independent non-executive Directors will be appointed for a fixed term of one year with annual remuneration fixed at HK\$200,000, which is determined with reference to market conditions and the contributions to be made to the Group.

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, 28 November 2011

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) 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.