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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Noble Jewelry Holdings Limited (“**Company**”) will be held at Room B, Joint Professional Centre, Unit 1, G/F, The Center, 99 Queen’s Road Central, Hong Kong at 9:00 a.m. on Friday, 23 March 2012 at (or an adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies of the Cayman Islands being obtained, the English name of the Company be changed to “Zhong Fa Zhan Holdings Limited” and the Chinese name of the Company be changed to “中發展控股有限公司”, and that the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to give effect to the aforesaid change of names of the Company.”

By Order of the Board
Noble Jewelry Holdings Limited
Chan Wing Yuen, Hubert
Executive Director and Chief Executive Officer

Hong Kong, 24 February 2012

Principal place of business in Hong Kong:

Unit 16–A3, 1/F
Focal Industrial Centre
Block A, 21 Man Lok Street
Hung Hom, Kowloon
Hong Kong

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Notes:

1. A shareholder of the Company (“**Shareholder**”) entitled to attend and vote at the extraordinary general meeting (“**EGM**”) may appoint one or more than one proxy to attend and to vote in his stead. A proxy need not be a Shareholder.
2. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
4. The instrument appointing a proxy and (if required by the board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
5. As at the date of this notice, the board of directors of the Company consists of four executive directors, namely Mr. Wu Hao, Mr. Hu Yangjun, Mr. Hu Yishi and Mr. Chan Wing Yuen, Hubert; a non-executive director, namely Mr. Li Wei Qi, Jacky; and three independent non-executive directors, namely Mr. Wu Chi Keung, Mr. Heung Chee Hang, Eric and Ms. Kwok Pui Ha.