
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Noble Jewelry Holdings Limited, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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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)

PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening an extraordinary general meeting of Noble Jewelry Holdings Limited to 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 is enclosed. A form of proxy is also enclosed.

Whether or not you are able to attend the extraordinary general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it 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, as soon as possible but in any event not less than 48 hours before the time appointed for holding the extraordinary general meeting. Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the extraordinary general meeting or any adjourned meeting should you so wish.

24 February 2012

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the board of Directors;
“Company”	Noble Jewelry Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Stock Exchange;
“Directors”	the directors of the Company;
“EGM”	the extraordinary general meeting of the Company to be convened on Friday, 23 March 2012 to consider and, if thought fit, to approve the Proposed Change of Name;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Proposed Change of Name”	the proposed change of name of the Company to “Zhong Fa Zhan Holdings Limited 中發展控股有限公司”;
“Share(s)”	share(s) of HK\$0.01 each in the capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s); and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

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)

Executive Directors:

Mr. Wu Hao (*Chairman*)
Mr. Hu Yishi
Mr. Hu Yangjun
Mr. Chan Wing Yuen, Hubert

Registered office:

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

Non-executive Director:

Mr. Li Wei Qi, Jacky

*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

Independent non-executive Directors:

Mr. Wu Chi Keung
Mr. Heung Chee Hang, Eric
Ms. Kwok Pui Ha

24 February 2012

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

On 13 February 2012, the Board announced that it proposed to change the English name of the Company from “Noble Jewelry Holdings Limited” to “Zhong Fa Zhan Holdings Limited” and the Chinese name of the Company from “億鑽珠寶控股有限公司” to “中發展控股有限公司”.

The purpose of this circular is to provide the Shareholders with information necessary to enable them to make a decision on whether to vote for or against the special resolution to be proposed at the EGM for the Proposed Change of Name and to give the Shareholders the notice of the EGM.

The notice for convening the EGM is set out on pages 5 to 6 of this circular.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

On 13 February 2012, the Board proposed to change the English name of the Company from “Noble Jewelry Holdings Limited” to “Zhong Fa Zhan Holdings Limited” and the Chinese name of the Company from “億鑽珠寶控股有限公司” to “中發展控股有限公司”.

Reasons for the Proposed Change of Name

The Board believes that the new English and Chinese names of the Company can provide the Company with fresh corporate identity that may reflect the change in controlling shareholder of the Company and the Company’s intended strategy to diversify the business of the Group, which will benefit the Group’s future business development. The Board is of the opinion that the Proposed Change of Name is in the best interests of the Company and the Shareholders as a whole.

Conditions

The Proposed Change of Name will be subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the EGM to approve the Proposed Change of Name; and
- (ii) the Registrar of Companies in the Cayman Islands granting approval for the use of the proposed new English and Chinese names by the Company.

Effect of the Proposed Change of Name

Subject to the satisfaction of the conditions set out above, the Proposed Change of Name will take effect from the date of entry of the new names on the register maintained by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

The Proposed Change of Name will not affect any rights of the Shareholders or the Company’s daily business operation and its financial position. All existing share certificates of the Company in issue bearing the present name of the Company shall, after the Proposed Change of Name becoming effective, continue to be evidence of title to the Shares and will continue to be valid for trading, settlement, registration and delivery for the same number of Shares in the new name of the Company. As such, no arrangement will be made for the exchange of the existing share certificates of the Company for the new share certificates bearing the Company’s new name as a result of the Proposed Change of Name.

Once the Proposed Change of Name has become effective, any new share certificates of the Company will be issued only in the new name of the Company and the securities of the Company will be traded on the Stock Exchange in the new name.

The Company will make further announcement as and when appropriate on the results of the EGM, the effective dates of the Proposed Change of Name and the new stock short name of the Company.

LETTER FROM THE BOARD

EGM

A notice convening the EGM to 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 is set out on pages 5 to 6 of this circular. A form of proxy for use by the Shareholders at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at the EGM in person, you are requested to complete the form of proxy and return it 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 in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM. Completion and return of the form of proxy will not prevent you from attending and voting at the EGM or any adjourned meeting should you so wish.

As no Shareholder has a material interest in the Proposed Change of Name, no Shareholder will be required to abstain from voting on the resolution to approve the Proposed Change of Name.

RECOMMENDATION

The Board considers that the Proposed Change of Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the special resolution to be proposed at the EGM.

Yours faithfully,
For and on behalf of the Board
Noble Jewelry Holdings Limited
Chan Wing Yuen, Hubert
Executive Director and Chief Executive Officer

NOTICE OF EGM

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 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

NOTICE OF EGM

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.