

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.

This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Noble Jewelry Holdings 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: 00475)

First Prospect Holdings Limited

(Incorporated in the British Virgin Islands with limited liability)

ANNOUNCEMENT

DESPATCH OF CIRCULAR IN RELATION TO

- (1) TRANSFER OF SHARES IN NOBLE JEWELRY HOLDINGS LIMITED
TO RESOURCES RICH CAPITAL LIMITED**
- (2) GROUP REORGANISATION OF NOBLE JEWELRY HOLDINGS LIMITED**
- (3) SHARE PREMIUM AND RESERVE APPLICATION**
- (4) DISTRIBUTION IN SPECIE OF THE PRIVATECO SHARES**
- (5) SPECIAL DEALS/EXEMPT CONTINUING CONNECTED TRANSACTIONS**

Reference is made to the announcement jointly issued by Resources Rich Capital Limited, Noble Jewelry Holdings Limited (the “**Company**”) and First Prospect Holdings Limited dated 8 September 2011 in relation to, among others, the Group Reorganisation, the Share Premium and Reserve Application, the Distribution In Specie and the Special Deals (the “**Announcement**”). Unless otherwise stated, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Announcement.

DESPATCH OF CIRCULAR

The Board announces that the circular (the “**Circular**”) dated 30 September 2011 in relation to, among other things, the Group Reorganisation, the Share Premium and Reserve Application, the Distribution In Specie and the Special Deals (collectively, the “**Proposal**”) has been published on the website of the Stock Exchange on 30 September 2011 and will be posted to the Shareholders on 3 October 2011. The Circular contains, among others, details of the Proposal, financial information of each of the Company and Privateco, pro forma financial information of each of the Remaining Group and the Privateco Group, the letter of recommendation from the Independent Board Committee and the letter of advice from the Joint Independent Financial Advisers to the Independent Board Committee and the Independent Shareholders in respect of the Share Premium and Reserve Application, the Distribution In Specie, the Special Deals and the respective transactions contemplated thereunder.

OTHER ARRANGEMENTS IN RELATION TO THE PRIVATECO OFFER

Privateco was incorporated in Bermuda on 16 September 2011. First Prospect confirms that:

- (a) as at 29 September 2011, being the latest practicable date prior to the printing of the Circular for ascertaining certain information referred to in the Circular (the “**Latest Practicable Date**”), none of First Prospect, its ultimate beneficial owners, or parties acting in concert with any of them owned or had control or direction over any voting rights or rights over the Privateco Shares or convertible securities, options, warrants or derivatives of Privateco;
- (b) none of First Prospect, its ultimate beneficial owners, or parties acting in concert with any of them had dealt in any shares, convertible securities, options, warrants or derivatives of Privateco during the period from the incorporation of the Privateco on 16 September 2011 up to the Latest Practicable Date. None of First Prospect, its ultimate beneficial owners, or parties acting in concert with any of them had entered into any agreements in relation to the issue of any convertible securities, options, warrants or derivatives of Privateco;
- (c) there are no other arrangements, whether by way of option, indemnity or otherwise, in relation to the Privateco Shares or the shares of First Prospect and which may be material to the Privateco Offer;
- (d) other than the Share Sale Agreement, there are no other agreements or arrangements to which First Prospect is a party and relate to the circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Privateco Offer; and
- (e) as at the Latest Practicable Date, none of First Prospect, its ultimate beneficial owners, or parties acting in concert with any of them had entered into any contracts in relation to the outstanding derivatives in respect of the securities in Privateco and have not borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in Privateco.

Based on the shareholding structure of the Company as at the Latest Practicable Date, First Prospect and parties acting in concert with it will be interested in a total of 172,902,000 Privateco shares, representing approximately 63.19% of the issued share capital of Privateco following the Distribution In Specie. Further announcement(s) will be made as and when appropriate to comply with Rule 3.5(c)(iii) of the Takeovers Code.

Warning

AS THE LISTCO OFFERS AND THE PRIVATECO OFFER WILL ONLY BE MADE AFTER SHARE SALE COMPLETION AND THE COMPLETION OF THE DISTRIBUTION IN SPECIE RESPECTIVELY, WHICH ARE IN TURN SUBJECT TO A NUMBER OF CONDITIONS AS SUMMARISED IN THE CIRCULAR, EACH OF THE LISTCO OFFERS AND THE PRIVATECO OFFER MAY OR MAY NOT PROCEED AND ARE THEREFORE POSSIBILITIES ONLY. INVESTING PUBLIC AND THE SHAREHOLDERS ARE THEREFORE URGED TO EXERCISE EXTREME CAUTION WHEN DEALING IN THE SHARES.

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

By order of the board of
First Prospect Holdings Limited
Mr. Chan Yuen Hing
Director

Hong Kong, 30 September 2011

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to First Prospect) 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.

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 the Group) and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this 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.