

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 appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Noble Jewelry Holdings Limited.



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)

**JOINT ANNOUNCEMENT RELATING TO
POSSIBLE 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)**

Reference is made to the joint announcement issued by Noble Jewelry Holdings Limited (the “**Company**”), Resources Rich Capital Limited and First Prospect Holdings Limited dated 8 September 2011 (the “**First Announcement**”) and the announcement of the Company dated 12 October 2011 (the “**Second Announcement**”). Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the First Announcement and the Second Announcement.

As at the date of the First Announcement, the Company had 271,700,000 Shares in issue and the outstanding Share Options which conferred the right to the Optionholders to subscribe for an aggregate of 2,110,000 Option Shares at HK\$1.27 per Option Share. As stated in the First Announcement, upon Share Sale Completion, Resources Rich and parties acting in concert with it will be interested in 197,142,000 Shares. Such 197,142,000 Shares represent approximately 72.05% of the entire issued Shares as at the date of this joint announcement. Accordingly, Resources Rich is required to make mandatory unconditional cash offers 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) and to cancel the outstanding Share Options in accordance with the Takeovers Code. As further announced by the Company in the Second Announcement, on 20 September 2011, Share Options were exercised by certain Optionholders to subscribe for an aggregate of 1,910,000 Option Shares at an exercise price of HK\$1.27 per Option Share and 1,910,000 new Shares were issued to such Optionholders pursuant to the exercise of the Share Options. As a result, as at the date of this joint

announcement, the Company has 273,610,000 issued Shares and outstanding issued Share Options which confer the rights to Mr. Chan, being the only Optionholder, to subscribe for an aggregate of 200,000 Option Shares at HK\$1.27 per Option Share. Save for the above, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this joint announcement. As stated in the First Announcement, Mr. Chan had irrevocably and unconditionally undertaken to Resources Rich under the Share Sale Agreement that he will (i) not exercise any subscription rights attached to the Share Options held by him prior to the close of the Listco Offers; and (ii) not accept the Listco Option Offer. Accordingly, no Listco Option Offer will be made by Optima Capital on behalf of Resources Rich to the Optionholder, being Mr. Chan, for cancellation of the outstanding Share Options. Pursuant to the share option scheme of the Company adopted on 26 February 2007, Mr. Chan, being the only Optionholder, shall be entitled at any time within the period of one month after the Listco Share Offer becomes or is declared unconditional to exercise all or any of his outstanding Share Options in whole or in part (to the extent that such Share Options have not been so exercised), and any Share Option shall upon the expiry of such period lapse and determine.

The making of the Listco Share Offer is subject to Share Sale Completion which in turn is subject to a number of conditions precedent as referred to in the paragraph headed “Conditions precedent” in the section headed “A. Share Sale Agreement” in the First Announcement and therefore is a possibility only and it may or may not proceed.

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, 18 October 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.