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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 APPOINTMENT OF DIRECTOR AND CHAIRMAN

The Board announces the following:

PROPOSED CHANGE OF COMPANY NAME

The Board proposes 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”.

A circular containing, among others, details of the Proposed Change of Name, together with the notice of the EGM, will be despatched to the Shareholders as soon as practicable.

APPOINTMENT OF DIRECTOR AND CHAIRMAN

Mr. Wu Hao has been appointed as an executive Director and the chairman of the Company with effect from 13 February 2012.

The board (the “**Board**”) of directors (the “**Directors**”) of Noble Jewelry Holdings Limited (the “**Company**”, which together with its subsidiaries, the “**Group**”) announces the following:

PROPOSED CHANGE OF COMPANY NAME

The Board proposes 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 “**Proposed Change of Name**”).

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 (the “**Shareholders**”) of the Company 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 extraordinary general meeting of the Company (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 of Hong Kong Limited (the “**Stock Exchange**”) in the new name.

General

The EGM will be convened for the Shareholders to consider and, if thought fit, approve the Proposed Change of Name. A circular containing, among others, details of the Proposed Change of Name, together with the notice of the EGM, will be despatched to the Shareholders as soon as practicable.

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

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

APPOINTMENT OF DIRECTOR AND CHAIRMAN

Mr. Wu Hao (“**Mr. Wu**”), aged 37, has been appointed as an executive Director and the chairman of the Company with effect from 13 February 2012. Mr. Wu graduated in legal professional studies from Correspondence Institute of Party School of the Central Committee of Communist Party of China* (中共中央黨校函授學院) in 2002. Mr. Wu joined Xinjiang Lian Rui Mining Company Limited* (新疆聯瑞礦業有限公司), which is principally engaged in mining resources business, in 2008 and was appointed as its vice chairman in 2009. Mr. Wu is a cousin of Mr. Hu Yangjun and also a cousin of Mr. Hu Yishi, both being executive Directors.

Save as disclosed above, as at the date of this announcement, (a) Mr. Wu had not held any directorship in other listed public companies in the last three years and does not hold any other positions with the Company or other members of the Group; and (b) Mr. Wu does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

The Company entered into a service contract with Mr. Wu on 13 February 2012 and Mr. Wu had been appointed for a term of 1 year. Mr. Wu is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Wu is entitled to an annual remuneration of HK\$200,000. His remuneration was determined by the Board with reference to Mr. Wu’s qualifications, experience, duties and responsibilities in the Company. As at the date of this announcement, Mr. Wu does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed herein, there is no information in relation to Mr. Wu which is required to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange and there is no other matter in relation to the appointment of Mr. Wu that needs to be brought to the attention of holders of securities of the Company.

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

Hong Kong, 13 February 2012

As at the date of this announcement, the Board consists of four executive Directors, namely Mr. Hu Yangjun, Mr. Hu Yishi, Mr. Wu Hao 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.

* translation for identification purpose only