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**NOBLE JEWELRY INVESTMENT LIMITED**

*(incorporated in Bermuda 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)*

## **APPOINTMENT OF JOINT INDEPENDENT FINANCIAL ADVISERS**

Reference is made to the joint announcement made by Noble Jewelry Holdings Limited (the “**Company**”), Resources Rich Capital Limited (“**Resources Rich**”) and First Prospect Holdings Limited (“**First Prospect**”) dated 8 September 2011 (the “**Joint Announcement**”), the circular of the Company dated 30 September 2011, the announcement of the Company dated 12 October 2011 and the joint clarification announcement made by the Company, Resources Rich, First Prospect and Noble Jewelry Investment Limited (the “**Privateco**”) dated 19 October 2011 in relation to, among other things, the possible unconditional voluntary cash offer for the shares in the Privateco to be made by Investec Capital Asia Limited on behalf of First Prospect (the “**Privateco Offer**”). Capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement unless the context requires otherwise.

Since the Privateco does not have any non-executive directors or any independent non-executive directors, no independent committee of the board of directors of the Privateco can be formed to give a recommendation to the shareholders of the Privateco (other than First Prospect and parties acting in concert with it) (the “**Independent Privateco Shareholders**”) in connection with the Privateco Offer. On 28 October 2011, the Privateco executed an appointment letter for the appointment of Messis Capital Limited and Veda Capital Limited as the joint independent financial advisers to advise the Independent Privateco Shareholders in respect of the Privateco Offer as to whether the Privateco Offer is, or is not, fair and reasonable, and as to acceptance, pursuant to Rule 2.1 of the Takeovers Code.

**WARNING: THE DISTRIBUTION IN SPECIE IS SUBJECT TO, AMONG OTHER THINGS, SHARE SALE COMPLETION. AS SUCH, THE DISTRIBUTION IN SPECIE MAY OR MAY NOT PROCEED AND IS A POSSIBILITY ONLY.**

**AS THE PRIVATECO OFFER WILL ONLY BE MADE AFTER THE DISTRIBUTION IN SPECIE, WHICH IS IN TURN SUBJECT TO A NUMBER OF CONDITIONS, THE PRIVATECO OFFER MAY OR MAY NOT PROCEED AND IS THEREFORE A POSSIBILITY ONLY. INVESTING PUBLIC AND THE SHAREHOLDERS ARE URGED TO EXERCISE CAUTION WHEN DEALING IN THE SHARES.**

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

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

Hong Kong, 28 October 2011

*As at the date of this joint announcement, the board of directors of the Privateco comprise two directors, namely Mr. Chan Yuen Hing and Mr. Tang Chee Kwong.*

*The directors of the Privateco jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group (excluding the Privateco)) 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.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement 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.*