



HONG KONG JEWELLERY HOLDING LIMITED
香港珠寶控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8048)

FORM OF PROXY

FOR USE AT THE SPECIAL GENERAL MEETING ON 11 NOVEMBER 2013
(OR AT ANY ADJOURNMENT THEREOF)

I/We, ^(Note 1) _____
of _____,
_____ being the registered holder(s) of ^(Note 2)

shares of HK\$0.10 each in the share capital of Hong Kong Jewellery Holding Limited (the “**Company**”), hereby
appoint ^(Note 3) _____
of _____

or failing him/her, the chairman of the special general meeting of the Company (the “**Meeting**”) as my/our proxy to
vote and act for me/us at the Meeting (or at any adjournment thereof) to be held at 5/F., 663 King’s Road, North
Point, Hong Kong on Monday, 11 November 2013 at 12:00 noon for the purpose of considering and, if thought fit,
passing the resolutions as set out in the notice convening the said Meeting and at such Meeting (or at any
adjournment thereof) to vote for me/us and in my/our own name(s) in respect of the resolutions as indicated below.

	ORDINARY RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
1.	<p>THAT with respect to the master agreement dated 18 September 2013 and entered into between 金香港珠寶(深圳)有限公司 (Golden HK Jewellery (Shenzhen) Company Limited*) and 杭州百迪珠寶有限公司 (Hangzhou Baidi Jewellery Company Limited*) (the “Master Agreement I”):</p> <p>(a) the Master Agreement I and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(b) the proposed annual caps for the continuing connected transactions constituted by the transactions contemplated under the Master Agreement I for the three years ending 31 December 2015 as set out in the circular of the Company dated 25 October 2013 be and are hereby approved, confirmed and ratified; and</p> <p>(c) any one director of the Company be and is hereby authorized to take any step and execute any other documents and to do all such acts or things as he/she considers necessary, desirable and expedient in connection with the Master Agreement I and the transactions contemplated thereunder.</p>		

	ORDINARY RESOLUTIONS	FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>
2.	<p>THAT with respect to the master agreement dated 18 September 2013 and entered into between 金香港珠寶(深圳)有限公司 (Golden HK Jewellery (Shenzhen) Company Limited*) and 深圳市中創聯合投資有限公司 (Shenzhen City Zhong Chuang Union Investment Company Limited*) (the “Master Agreement II”):</p> <p>(a) the Master Agreement II and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(b) the proposed annual caps for the continuing connected transactions constituted by the transactions contemplated under the Master Agreement II for the three years ending 31 December 2015 as set out in the circular of the Company dated 25 October 2013 be and are hereby approved, confirmed and ratified; and</p> <p>(c) any one director of the Company be and is hereby authorized to take any step and execute any other documents and to do all such acts or things as he/she considers necessary, desirable and expedient in connection with the Master Agreement II and the transactions contemplated thereunder.</p>		

Dated this _____ day of _____ 2013 Signature *(Note 5)*: _____

Notes:

1. Please insert your full name(s) and address(es) in **BLOCK CAPITALS** as shown in the register of members of the Company.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. Please insert the full name and address of the proxy in **BLOCK CAPITALS**. If no name is inserted, the chairman of the Meeting will act as your proxy. You may appoint one or more proxies to attend the Meeting and vote for him/her. The proxy needs not be a shareholder of the Company, but must attend the Meeting (or any adjournment thereof) in person to represent you.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”.** Failure to tick (✓) either box in respect of a resolution will entitle your proxy to cast your vote(s) in respect of that resolution at his/her discretion or to abstain from voting. **Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.**
5. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorised. If there are jointly registered holders, any one of such joint holders may sign this proxy form.
6. Where there are joint registered holders of any share, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote and will be accepted to the exclusion of other joint holders in respect thereof.
7. To be valid, this proxy form together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company’s Hong Kong branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
8. Completion and delivery of the proxy form will not preclude you from attending and voting at the Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
9. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
10. Pursuant to Rule 17.47(4) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, the resolutions as set out in the notice convening the Meeting will be decided by poll at the Meeting.

* *For identification purposes only*