

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this 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 announcement.


HONG KONG JEWELLERY HOLDING LIMITED
香港珠寶控股有限公司
(Incorporated in Bermuda with limited liability)
(Stock code: 8048)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Hong Kong Jewellery Holding Limited (the “**Company**”) will 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, with or without amendments, passing the following ordinary resolutions:

ORDINARY RESOLUTIONS

“**THAT**

- (1) 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**”):
- (a) the Master Agreement I and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
 - (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
 - (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; and

* *For identification purposes only*

(2) 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**”):

- (a) the Master Agreement II and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (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
- (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.”

By Order of the Board
HONG KONG JEWELLERY HOLDING LIMITED
Yip Tin Hung
Executive Director

Hong Kong, 25 October 2013

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head office and principal place of business in Hong Kong:
5/F., 663 King’s Road
North Point
Hong Kong

Notes:

1. The register of members of the Company will be closed from Thursday, 7 November 2013 to Friday, 8 November 2013, both days inclusive, during which period no transfer of shares will be registered. The record date will be Friday, 8 November 2013. For the purpose of ascertaining the members’ entitlement to the attendance of the Meeting, all share transfers documents accompanied by the relevant share certificates must be lodged with the Company’s 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 later than 4:30 p.m. on Wednesday, 6 November 2013.
2. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote in his/her/ its stead. A proxy need not be a member of the Company.

3. To be valid, the form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the Company's 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 fixed for holding the Meeting (or at any adjournment thereof).
4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting or at any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders are present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. Resolutions as set out in this notice will be taken by poll at the Meeting.

As at the date of this announcement, the Board comprises four executive Directors, namely, Li Xia, Lin Di, Chen Yin and Yip Tin Hung and three independent non-executive Directors, namely, Lam Tin Faat, Lu Haina and Fu Ping Man.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:- (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; and (2) there are no other matters the omission of which would make any statement in this announcement misleading.

This announcement will remain on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcement" page for at least seven days from the date of its publication and the Company's website at www.hkjewelry.net.