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HONG KONG JEWELLERY HOLDING LIMITED

香港珠寶控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 8048)

CHANGES OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBERS OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

The Board announces that with effect from 1 December 2014,

- (1) Mr. Fu Ping Man resigned as an independent non-executive Director and a member of audit committee, remuneration committee and nomination committee of the Company; and
- (2) Ms. Na Xin was appointed as an independent non-executive Director and a member of audit committee, remuneration committee and nomination committee of the Company.

RESIGNATION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”, each as the “**Director**”) of Hong Kong Jewellery Holding Limited (the “**Company**”) announces that Mr. Fu Ping Man (“**Mr. Fu**”) resigned as an independent non-executive Director and a member of audit committee, remuneration committee and nomination committee of the Company with effect from 1 December 2014 due to his other career commitments which require more of his time.

Mr. Fu has confirmed that he has no disagreement with the Board and that there is no matter in relation to his resignation which should be brought to the attention of the shareholders of the Company.

The Board would like to express its gratitude to Mr. Fu for his valuable contribution towards the Company during his tenure of service as an independent non-executive Director.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board is pleased to announce that Ms. Na Xin (“**Ms. Na**”) has been appointed as an independent non-executive Director and a member of audit committee, remuneration committee and nomination committee of the Company with effect from 1 December 2014.

Ms. Na Xin

Ms. Na, aged 33, was the chief operating officer of 深圳市九華彩珠寶首飾有限公司 (Shenzhen Jiuhua Cai Jewellery Co., Ltd), a company specialized in qualified jewellery trading business from 2008 to 2012. She was an assistant to chief executive officer for Little Sheep North America (Vancouver) Branch (小肥羊北美(溫哥華)分公司) from 2012 to 2013. Ms. Na completed her Bachelor’s degree in English in the School of Humanities and Social Science of Beijing Jiaotong University (formerly known as the Northern Jiaotong University) in 2003 and has been studying her Master degree in the School of International Trade and Economics of the University of International Business and Economics since September 2009.

Ms. Na has entered into a letter of appointment with the Company for an initial fixed term of one year from 1 December 2014 and automatically renewable for successive terms of one year subject to retirement by rotation and re-election at annual general meetings of the Company and in accordance with the by-laws of the Company. The director’s emolument of Ms. Na is HK\$120,000 per annum which has been determined by the Board with reference to her duties, responsibilities and experience, and the prevailing market conditions.

As at the date of this announcement, save as disclosed above, Ms. Na confirms as follows:

- (1) she does not have any relationship with any of the directors, senior management, substantial shareholders or controlling shareholders of the Company;
- (2) she does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong;
- (3) she does not hold other position in the Company and its subsidiaries;
- (4) she did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the preceding three years; and
- (5) she does not have any other matters that need to be brought to the attention of the shareholders of the Company nor does she have any other information that is required to be disclosed pursuant to any of the requirements under paragraphs (h) to (v) of Rule 17.50(2) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “**GEM Listing Rules**”).

The Board wishes to express its warmest welcome to Ms. Na for joining the Company.

By order of the Board
HONG KONG JEWELLERY HOLDING LIMITED
Li Xia
Chairman

Hong Kong, 1 December 2014

As at the date of this announcement, the Board comprises three executive Directors, namely, Li Xia, Lin Di and Chen Yin and three independent non-executive Directors, namely, Lam Tin Faat, Lu Haina and Na Xin.

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 or deceptive; and (2) there are no other matters the omission of which would make any statement herein or 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.