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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: 08048)

**INSIDE INFORMATION
FURTHER ANNOUNCEMENT
IN RESPECT OF THE PROPOSED ACQUISITION**

This announcement is made by Hong Kong Jewellery Holding Limited (the “**Company**”) pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

Reference is made to the announcement of the Company dated 12 October 2015 (“**Announcement**”) relating to the entering into the Memorandum of Understanding (“**MOU**”) in respect of the Proposed Acquisition by the Company and ENCAP of certain equity interest in the Target Company owned by the Potential Vendor. Capitalised terms used herein and not defined specifically shall have the same meaning as in the Announcement unless the context otherwise requires.

As disclosed in the Announcement, the Proposed Acquisition is subject to, *inter alia*, the satisfaction of the due diligence exercises on the Target Company, and the negotiation and finalization of the terms and conditions of the Formal Agreement pertaining to the Proposed Acquisition. If no Formal Agreement in respect of the Proposed Acquisition has been entered into on or before 11 November 2015 or such later date as may be agreed in writing by the Parties thereto, the MOU shall, save for the binding provisions, be expired.

The Board wishes to announce that, as at the date of this announcement, no Formal Agreement in respect of the Proposed Acquisition has been entered into by the Parties to the MOU, nor could they reach any agreement to extend the effective date of the MOU.

Nonetheless, the Potential Vendor and the Potential Purchasers may further discuss and negotiate the Proposed Acquisition. The Company shall make further announcement if and when the Potential Vendor and the Potential Purchasers enter into any Formal Agreement in respect of the Proposed Acquisition.

Shareholders and potential investors of the Company should note that the Proposed Acquisition may or may not materialize, and the final structure and terms of the Proposed Acquisition, are yet to be finalised and may deviate from that set out in the MOU. Shareholders and potential investors of the Company should exercise caution when dealing in the Shares and other securities of the Company.

By Order of the Board
Hong Kong Jewellery Holding Limited
Li Xia
Chairman

Hong Kong, 11 November 2015

The Board comprises of:

Li Xia (Executive Director)

Chen Yin (Executive Director)

Lam Tin Faat (Independent Non-executive Director)

Lu Haina (Independent Non-executive Director)

Na Xin (Independent Non-executive Director)

This announcement will remain on the “Latest Company Announcements” page of the GEM website for at least seven days from the date of its posting and on the website of the Company at www.hkjewelry.net.