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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional adviser.

**If you have sold** all your shares in Hong Kong Jewellery Holding Limited, you should at once hand this circular to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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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)**

**(1) PROPOSED RE-ELECTION OF  
DIRECTORS AT THE ANNUAL GENERAL MEETING,  
(2) PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES AND  
REPURCHASE SHARES  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this circular, 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 circular.

This circular, for which the directors (the “Directors”) of Hong Kong Jewellery Holding Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (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 the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, there are no other matters the omission of which would make any statement herein or this circular misleading.

This circular 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](http://www.hkjewelry.net).

31 March 2016

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risk of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting”	the annual general meeting of the Company to be held at 16th Floor, Nan Fung Tower, 173 Des Voeux Road Central, Hong Kong on Tuesday, 10 May 2016 at 2:00 p.m. or any adjournment thereof (as the case may be)
“associate(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company as amended, supplemented or substituted from time to time, and “Article(s)” shall mean an article of the Bye-Laws
“Company”	Hong Kong Jewellery Holding Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to issue further new Shares not exceeding 20% of the issued share capital of the Company at the date of the passing of such resolution
“Group”	the Company and all of its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23 March 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Notice of Annual General Meeting”	the notice convening the Annual General Meeting set out on pages 14 to 18 of this circular

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## DEFINITIONS

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“Ordinary Resolution(s)”	Ordinary resolution(s) to be proposed for the Shareholders’ approval at the Annual General Meeting
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase up to 10% of the issued share capital of the Company at the date of the passing of such resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission of Hong Kong as amended from time to time
“%”	per cent

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Chong Yu Ping (*Chairman*)  
Li Xia (*Chief Executive Officer*)  
Chen Yin

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Independent non-executive Directors:*

Lam Tin Faat  
Lu Haina  
Na Xin

*Head Office and Principal Place  
of Business in Hong Kong:*

Rm A & B, 17th Floor  
Fortune House  
61 Connaught Road Central  
Central, Hong Kong

31 March 2016

*To Shareholders of the Company*

Dear Sir or Madam,

**(1) PROPOSED RE-ELECTION OF  
DIRECTORS AT THE ANNUAL GENERAL MEETING,  
(2) PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES AND  
REPURCHASE SHARES  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting of the Company to be held on Tuesday, 10 May 2016 at 2:00 p.m. Ordinary Resolutions to be proposed include:

- (i) the re-election of Directors who are due to retire at the Annual General Meeting;
- (ii) the grant of the General Mandate; and

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## LETTER FROM THE BOARD

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(iii) the grant of the Repurchase Mandate.

### **PROPOSED RE-ELECTION OF DIRECTORS**

In accordance with Article no. 84 of the Bye-Laws of the Company, Mr. Chong Yu Ping, Ms. Li Xia and Ms. Na Xin will retire by rotation as at the Annual General Meeting and being eligible, have offered themselves for re-election.

Details of the Directors proposed to be re-elected are disclosed in Appendix II to this circular as required under the GEM Listing Rules.

Any Shareholder who wishes to nominate a person to stand for election as a Director of the Company at the Annual General Meeting must lodge with the Company at 16th Floor, Nan Fung Tower, 173 Des Voeux Road Central, Hong Kong within the period from Friday, 1 April 2016 to Thursday, 7 April 2016, both days inclusive, (i) his written nomination of the candidate, (ii) written confirmation from such nominated candidate of his willingness to be elected as Director, and (iii) the biographical details of such nominated candidate as required under Rule 17.50(2) of the GEM Listing Rules for publication by the Company.

### **PROPOSED GENERAL MANDATE TO ISSUE NEW SHARES**

A general mandate is proposed to be unconditionally given to the Directors to allot, issue and deal with new Shares not exceeding 20% of the issued share capital of the Company at the date of the resolution until the date of the next annual general meeting of the Company. The relevant resolution is set out as Ordinary Resolution no. 5 in the Notice of Annual General Meeting dated 31 March 2016.

As at the Latest Practicable Date, the Company has issued an aggregate of 1,188,460,000 Shares. Subject to the passing of the proposed resolution granting the General Mandate to the Directors and on the basis that no further Shares are issued and/or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed to issue a maximum of 237,692,000 Shares under the General Mandate.

### **PROPOSED GENERAL MANDATE TO REPURCHASE SHARES OF THE COMPANY**

At the last annual general meeting of the Company held on 8 May 2015, a general mandate was given to the Directors to exercise the power of the Company to repurchase shares of HK\$0.10 each. Such mandate will lapse at the conclusion of the forthcoming Annual General Meeting. It is therefore proposed to seek your approval of the Ordinary Resolution no. 6 as set out in the Notice of Annual General Meeting to give a fresh general mandate to the Directors to exercise the power of the Company to repurchase share(s).

The explanatory statement, required by the GEM Listing Rules to be sent to Shareholders of the Company (the "Shareholders") in connection with the proposed Repurchase Mandate is set out in the Appendix I to this circular. This provide requisite information to you for your consideration of the proposal to authorize the Directors to exercise the power of the Company to repurchase Share(s) up to a maximum of 10% of the issued share capital of the Company at the date of Ordinary Resolution no. 6.

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## **LETTER FROM THE BOARD**

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### **ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of the Company to be held at 16th Floor, Nan Fung Tower, 173 Des Voeux Road Central, Hong Kong on Tuesday, 10 May 2016 at 2:00 p.m. is set out in Appendix III to this circular.

A form of proxy for the Annual General Meeting is also enclosed. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the meeting. The completion of a form of proxy will not preclude you from attending and voting at the meeting in person.

An announcement will be made by the Company following the conclusion of the Annual General Meeting to inform you of the results of the Annual General Meeting.

### **VOTING AT THE ANNUAL GENERAL MEETING**

Pursuant to Article 66 of the Bye-Laws of the Company, a resolution put to the vote of a general meeting shall be decided by way of a poll.

### **RESPONSIBILITY STATEMENT**

This circular, 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 the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

As of the date hereof, the Board comprises three executive Directors, namely, Mr. Chong Yu Ping, Ms. Li Xia and Mr. Chen Yin and three independent non-executive Directors, namely, Mr. Lam Tin Faat, Ms. Lu Haina and Ms. Na Xin.

### **RECOMMENDATION**

The Board of Directors is of the opinion that the proposals referred to above are in the best interests of the Company and therefore recommend you to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### GENERAL

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
By order of the Board  
**Hong Kong Jewellery Holding Limited**  
**Chong Yu Ping**  
*Chairman*

*This is an explanatory statement given to all the Shareholders relating to a resolution to be proposed at the forthcoming Annual General Meeting authorising the Repurchase Mandate.*

*This explanatory statement contains all the information required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules which is set out as follows:*

## **1. EXERCISE OF THE REPURCHASE MANDATE**

Exercise in full of the Repurchase Mandate, on the basis of 1,188,460,000 Shares of HK\$0.10 each as at the Latest Practicable Date, could result in up to a maximum of 118,846,000 Shares i.e. up to a maximum of 10% of the shares of the Company in issue, being repurchased by the Company during the period from the passing of Ordinary Resolution no. 6 as set out in the notice of the Annual General Meeting up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable laws to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

## **2. REASONS FOR REPURCHASES**

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and its members. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per share.

## **3. FUNDING OF REPURCHASES**

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and bye-laws of the company and the Companies Act 1981 of Bermuda (the “Companies Act”). The Company may not purchase securities on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the profits that would otherwise be available for dividend or the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on repurchase may only be paid out of either the profits that would otherwise be available for dividend or out of the share premium or contributed surplus accounts of the Company.

## **4. GENERAL**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the 2014 annual report of the Company) in the event that the proposed purchases in the Repurchase Mandate were to be exercised in full at any time during the proposed purchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Group.

## 5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, they will exercise the power of the Company to make purchases in Repurchase Mandate pursuant to the proposed resolutions in accordance with the GEM Listing Rules, the memorandum of association and bye-laws of the Company and the applicable laws of Bermuda.

As at the Latest Practicable Date prior to the printing of this circular and to the best of the knowledge of the Directors who have made all reasonable enquiries, none of the Directors or their associates has a present intention, in the event that the resolution is approved by the shareholders, to sell Shares to the Company or has undertaken not to do so.

## 6. THE TAKEOVERS CODE

If as a result of a repurchase of Shares, a shareholder's proportionate interest in the voting rights of the Company increases, such increase may be treated as an acquisition for the purpose of the Hong Kong Code on Takeovers and Mergers (the "Code"). Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Code.

As at the Latest Practicable Date, the following Shareholders are interested in more than 10% of the total voting rights of the Shares then in issue and if the Repurchase Mandate were exercised in full, the percentage shareholding of the substantial shareholders of the Company before and after such repurchase would be as follows.

Substantial Shareholders	Shares held	% before Repurchase	% after Repurchase
Sino Eminent Limited <sup>#*</sup>	312,606,140	26.30	29.23
Shenzhen Yihua Jewelry Co., Ltd <sup>#*</sup>	312,606,140	26.30	29.23
Ocean Expert Investments Limited <sup>#*</sup>	312,606,140	26.30	29.23
Ms. LI Xia <sup>#*</sup>	312,606,140	26.30	29.23
Mr. CHONG Yu Ping <sup>#*</sup>	312,606,140	26.30	29.23
Confluence Holdings Limited <sup>#**</sup>	91,034,166	7.65	13.92
Mr. LIN Di <sup>#**</sup>	91,034,166	7.65	13.92
CK Hutchison Holdings Limited <sup>#***</sup>	143,233,151	12.05	13.39
Flourish Zone Limited <sup>#^</sup>	110,303,827	9.28	10.31
Mr. CHEN Yin <sup>#^</sup>	110,303,827	9.28	10.31
Alps Mountain Agent Limited <sup>#***</sup>	71,969,151	6.06	6.73
iBusiness Corporation Limited <sup>#***</sup>	67,264,000	5.66	6.29

# These shares have been disclosed in the 2015 annual report of the Company as substantial Shareholders' interests in the paragraph headed "Substantial Shareholders" under the "Directors' Report".

- \* Sino Eminent Limited, a company incorporated in the British Virgin Islands, is owned as to 25% by Ocean Expert Investments Limited and 75% by Shenzhen Yihua Jewelry Co., Ltd (“Shenzhen Yihua”), a company incorporated in the PRC which is held as to 80% by Mr. Chong Yu Ping. Accordingly, Mr. Chong Yu Ping is deemed to be interested in 312,606,140 shares held by Sino Eminent Limited by virtue of Sino Eminent Limited being controlled by Mr. Chong Yu Ping through his shareholding in Shenzhen Yihua. Ocean Expert Investments Limited is a limited company incorporated in the British Virgin Islands which is wholly owned by Ms. Li Xia. Ms. Li Xia is deemed to be interested in 312,606,140 shares held by Sino Eminent Limited by virtue of Sino Eminent Limited being controlled by Ms. Li Xia through her shareholding in Ocean Expert Investments Limited and through her acting as the sole director of Sino Eminent Limited.
  
- \*\* Confluence Holdings Limited is a company incorporated in the British Virgin Islands and wholly-owned by Mr. Lin Di. Accordingly, Mr. Lin Di is deemed to be interested in the 91,034,166 shares interested by Confluence Holdings Limited.
  
- \*\*\* CK Hutchison Holdings Limited (“CK Hutchison”) is entitled to exercise or control the exercise of one-third or more of the voting power at the general meetings of Alps Mountain Agent Limited (“Alps”) and iBusiness Corporation Limited (“iBusiness”). Accordingly, CK Hutchison is deemed to be interested in 143,233,151 shares of the Company of which 71,969,151 shares are held by Alps and 67,264,000 shares are held by iBusiness under the SFO.
  
- ^ Flourish Zone Limited is a company incorporated in the British Virgin Islands and wholly-owned by Mr. Chen Yin. Accordingly, Mr. Chen Yin is deemed to be interested in the 110,303,827 shares interested by Flourish Zone Limited.

In the event that the Directors shall exercise in full the Repurchase Mandate, the total interests of the above substantial Shareholders would be increased to approximately the percentage shown in the last column above and the substantial Shareholders will not be obliged to make a mandatory offer under Rules 26 and 32 of the Code in this respect.

However, as the minimum amount of Shares to be held by the public cannot be less than 25% of the issued share capital of the Company, the Directors will use their best endeavours to ensure that the Repurchase Mandate will not be exercised to the extent that the Company will infringe such minimum public float requirement.

## **7. PURCHASE, SALE OR REDEMPTION OF THE COMPANY’S LISTED SECURITIES**

During the previous six months preceding the Latest Practicable Date, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company’s listed securities.

## **8. CONNECTED PERSON**

No connected person (as defined in the GEM Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders and the Company authorised to make purchases of Shares.

**9. SHARE PRICES**

The highest and lowest prices at which the shares were traded on GEM during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2015</b>		
March	0.235	0.190
April	0.320	0.192
May	0.315	0.231
June	0.275	0.210
July	0.211	0.100
August	0.165	0.110
September	0.167	0.100
October	0.176	0.130
November	0.140	0.120
December	0.126	0.094
<b>2016</b>		
January	0.139	0.091
February	0.118	0.096
March (as at Latest Practical Date)	0.110	0.910

**10. PROXY**

A form of proxy for use at the Annual General Meeting is also enclosed. Whether or not you intend to attend the meeting, you are requested to complete and return the form of proxy to the Company's branch share registrar and transfer office of the Company in Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the Annual General Meeting should the Shareholders so desire.

*The followings are the details of the directors of the Company (the “Director(s)”) proposed to be re-elected at the Annual General Meeting:-*

**(i) Mr. Chong Yu Ping (Age 50)**

*Executive Director*

Mr. Chong Yu Ping (“Mr. Chong”), as known as Mr. Zhuang Ruping, aged 50, is a merchant, who has over 20 years of relevant experience in the jewellery and investment industry. From 1999 to 2011, Mr. Chong has been appointed as the general manager and executive director of a private company, Shenzhen Yihua Jewellery Limited\* (深圳市藝華珠寶首飾有限公司) and from 2011 to present, he is the director and legal representative of Shenzhen Yihua Jewellery Company Limited\* (深圳市藝華珠寶首飾股份有限公司) (“Shenzhen Yihua”), a company which is a substantial shareholder of the Company.

Mr. Chong was appointed as an executive Director and the Chairman of the Board of the Company on 17 February 2016. The Company had entered into a service contract with Mr. Chong for a term of three years which commenced on 17 February 2016. Mr. Chong is entitled to receive a directors’ emolument of HK\$50,000 per annum, which is determined with reference to his duties, responsibilities and experience and the then prevailing market conditions.

As Sino Eminent Limited (“Sino Eminent”), a substantial Shareholder of the Company and a company owned as to approximately 75% by Shenzhen Yihua, holds 312,606,140 Shares, representing approximately 26.30% of the issued share capital of the Company and Mr. Chong is a controlling shareholder of Shenzhen Yihua, holding approximately 80% of its issued share capital, Mr. Chong is deemed to be interested in the 312,606,140 Shares held. Save as disclosed above, Mr. Chong does not have any relationship with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. Mr. Chong does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there are no other matters concerning Mr. Chong that need to be brought to the attention of the Shareholders. Nor is there any information regarding Mr. Chong required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

**(ii) Ms. Li Xia (Age 42)**

*Executive Director*

Ms. Li Xia (“Ms. Li”) is an executive Director and the chief executive officer of the Company, who is responsible for leading the work of the Board and setting operation direction and investment strategies for the Company. Ms. Li served in Shanghai Shengqiu Investment Development Limited\* (上海盛久投資發展有限公司), and was appointed as executive vice president with her experience and strength in jewellery industry. Ms. Li was responsible for administration and human resource management, marketing operations and brand promotion. With her leadership, the company achieved a healthy growth. At the same time, Ms. Li also served as the special-commissioned jewellery operating adviser for Hangzhou Baidi Jewellery Company Limited\* (杭州百迪珠寶有限公司) to lead the company to achieve excellent results, which made her the veteran in the jewellery business. Ms. Li graduated from Central Luzon State University, Republic of the Philippines with a degree of Bachelor of Science in Business Administration.

Ms. Li is also a member of the Remuneration Committee and Nomination Committee of the Company. The Company had entered into a service contract with Ms. Li for a term of three years which commenced on 3 July 2015. Ms. Li is entitled to receive a directors' emolument of HK\$600,000 per annum, which is determined with reference to her duties, responsibilities and experience.

Ms. Li does not have any relationship with any other Directors, senior management, management Shareholders, substantial Shareholders or controlling Shareholders of the Company. Save as disclosed under "6. The Takeovers Code" in the Explanatory Statements that Ms. Li is deemed interested in 422,909,967 Shares of the Company as the sole shareholder of Ocean Expert Investments Limited, a substantial Shareholder of the Company, Ms. Li does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the Securities and Futures Ordinance. Ms. Li has not held any other directorships in any listed companies in the past three years.

Save as disclosed above, there are no other matters concerning Ms. Li that need to be brought to the attention of the Shareholders. Nor is there any information regarding Ms. Li required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

**(iii) Ms. Na Xin (Age 35)**

*Independent non-executive Director*

Ms. Na was appointed as an independent non-executive Director on 1 December 2014. Ms. Na was the chief operating officer of 深圳市九華彩珠寶首飾有限公司 (Shenzhen Jiuha 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.

Ms. Na is also a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. The Company had entered into a service contract with Ms. Na for a term of one year which commenced on 1 December 2015. Ms. Na is entitled to receive a directors' emolument of HK\$120,000 per annum, which is determined with reference to her duties, responsibilities and experience.

Ms. Na does not have any relationship with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. Ms. Na does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the Securities and Futures Ordinance. Ms. Na has not held any other directorships in any listed companies in the past three years.

Save as disclosed above, there are no other matters concerning Ms. Na that need to be brought to the attention of the Shareholders. Nor is there any information regarding Ms. Na required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “Annual General Meeting”) of Hong Kong Jewellery Holding Limited (the “Company”) will be held at 16th Floor, Nan Fung Tower, 173 Des Voeux Road Central, Hong Kong on Tuesday, 10 May 2016 at 2:00 p.m. for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “Director(s)”) and the independent auditors for the year ended 31 December 2015;
2.
  - (a) to re-elect Mr. Chong Yu Ping as an executive Director;
  - (b) to re-elect Ms. Li Xia as an executive Director;
  - (c) to re-elect Ms. Na Xin as an independent non-executive Director.
3. to authorise the Board of Directors (the “Board”) to fix the Directors’ remuneration;
4. To re-appoint the auditors of the Company and to authorise the Board to fix their remuneration;
5. By way of special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below and pursuant to the Rules, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue or deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;

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## NOTICE OF ANNUAL GENERAL MEETING

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(c) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined in this Ordinary Resolution); or (ii) any share option scheme or similar arrangement of the Company for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-Laws of the Company in force from time to time; or (iv) the exercise of rights of subscription or conversion under the terms of any warrants or convertible bonds issued by the Company or any securities which are convertible into shares of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue on the date of passing this Ordinary Resolution; and

(d) for the purpose of this resolution:

“Relevant Period” means the period from the date of passing this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company, the Companies Act 1981 of Bermuda (as amended) or any other applicable law to be held; and
- (iii) the passing of an ordinary resolution by the members of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution;

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrant, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors of the Company to holders of shares in the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of shares as at that date (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

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6. By way of special business, to consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

**“THAT:**

- (a) the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined in this resolution) of all powers of the Company to purchase its own shares, subject to paragraph (b) below, be and is hereby generally and unconditionally approved;
  - (b) the aggregate nominal amount of shares of the Company which may be purchased by the Company on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchase pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
  - (c) or the purpose of this resolution, “Relevant Period” means the period from the date of passing this resolution until whichever is the earliest of:–
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company, the Companies Act 1981 of Bermuda (as amended) or any other applicable law to be held; and
    - (iii) the passing of an ordinary resolution by the members of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution.”
7. By way of special business, to consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

**“THAT** the general mandate granted to the Directors of the Company pursuant to the Ordinary Resolution no. 5 above and for the time being in force to exercise the powers of the Company to allot, issue or deal with unissued shares of the Company and to make or grant offers, agreements and options which would or might require the exercise of such power, be and is hereby extended by the aggregate nominal amount of shares in the share capital of the Company repurchased by the Company since the granting of such general mandate pursuant to

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the exercise by the Directors of the Company of the powers of the Company to purchase such shares, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution.”

By Order of the Board  
**Hong Kong Jewellery Holding Limited**  
**Chong Yu Ping**  
*Chairman*

Hong Kong, 31 March 2016

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head Office and Principal Place of Business in Hong Kong:*

Rm A & B, 17th Floor  
Fortune House  
61 Connaught Road Central  
Central, Hong Kong

*Notes:*

1. A form of proxy for use at the Annual General Meeting or any adjournment thereof is enclosed.
2. A member of the Company entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint one or more proxy(ies) to attend and, subject to the Articles of the Bye-Laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must present in person at the Annual General Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
3. In order to be valid, a form of proxy and the 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 with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the Annual General Meeting, if he/she so wish.
4. In relation to the proposed Ordinary Resolution no. 5 above, approval is being sought from the members for the grant to the Directors of a general mandate to authorise the allotment and issue of shares pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited. The directors have no immediate plans to issue any new securities of the Company pursuant to the said general mandate other than shares which may fall to be issued upon the exercise of any options granted under the share option scheme of the Company or any scrip dividend scheme.

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5. If two or more persons are joint holders of a share of the Company, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s). 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. As at the date of this notice, the Board comprises three executive Directors, namely, Mr. Chong Yu Ping, Ms. Li Xia and Mr. Chen Yin and three independent non-executive Directors, namely, Mr. Lam Tin Faat, Ms. Lu Haina and Ms. Na Xin.
7. A circular containing, inter alia, details of the proposed general mandate to issue and repurchase shares of the Company and the proposed repurchase mandate and information of the retiring Directors who are proposed to be re-elected at the Annual General Meeting, will be dispatched to the shareholders of the Company.
8. Shareholders of the Company or their proxies shall produce documents of their proof of identity when attending the meeting.
9. If Typhoon Signal no. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the Annual General Meeting, the meeting will be postponed. The Company will post an announcement on the website of Company at [www.hkjewelry.net](http://www.hkjewelry.net) and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.