
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your Shares, you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This circular is addressed to the Shareholders in connection to the SGM to be held at 16/F., Nan Fung Tower, 173 Des Voeux Road Central, Hong Kong on Friday, 12 August 2016 at 2:30 p.m..

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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 CHANGE OF COMPANY NAME;
AND
(2) NOTICE OF SPECIAL GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular.

A notice convening the SGM to be held at 16/F., Nan Fung Tower, 173 Des Voeux Road Central, Hong Kong on Friday, 12 August 2016 at 2:30 p.m. is set out on pages 5 to 6 of this circular. A form of proxy for use at the SGM is enclosed. Whether or not you are able to attend the SGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and deposit it with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof if you so wish.

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

CHARACTERISTICS OF GEM

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

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

“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “Hong Kong Jewellery Holding Limited” to “Yu Tak International Holdings Limited” and to adopt “御德國際控股有限公司” as the secondary name in Chinese of the Company to replace its existing secondary name in Chinese “香港珠寶控股有限公司”
“Company”	Hong Kong Jewellery Holding Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the GEM
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Notice of the SGM”	the notice convening the SGM set out on pages 5 to 6 of this circular
“SGM”	the special general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, to approve the Change of Company Name
“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

LETTER FROM THE BOARD



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:

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

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent non-executive Directors:

Mr. Lam Tin Faat
Ms. Lu Haina
Ms. 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

19 July 2016

To Shareholders

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME;
AND
(2) NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 15 July 2016 in relation to the proposed Change of Company Name. The purpose of this circular is to provide you with information relating to (i) the Change of Company Name; and (ii) the Notice of the SGM.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Hong Kong Jewellery Holding Limited” to “Yu Tak International Holdings Limited” (the “**Primary Name**”) and to adopt “御德國際控股有限公司” as the secondary name (the “**Secondary Name**”) in Chinese of the Company to replace its existing secondary name in Chinese “香港珠寶控股有限公司”.

LETTER FROM THE BOARD

Reasons for the Change of Company Name

The Board believes that the new English and Chinese names of the Company will provide the Company with a better identification and strengthen the Company's corporate image, which will benefit the Company's future business development. Therefore, the Board considers that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

Conditions of the Change of Company Name

The proposed Change of Company Name will be subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the SGM to approve the Change of Company Name; and
- (ii) the approval for the Change of Company Name having been granted by of the Registrar of Companies in Bermuda.

Subject to the satisfaction of the conditions set out above, the effective date of the Primary Name and the Secondary Name will take effect from the date on which the Registrar of Companies in Bermuda enters the Primary Name and the Secondary Name on the register maintained by the Registrar of Companies in Bermuda in place of the existing English name and secondary name in Chinese of the Company.

Upon the Primary Name and the Secondary Name becoming effective, the Company will carry out the necessary filing procedures with the Registrar of Companies in Hong Kong and the Shares will be traded on the Stock Exchange under the new names of the Company. The stock short name of the Company will also be changed accordingly. The Company may also change its website.

Effect of the Change of Company Name

The proposed Change of Company Name will not, by itself, affect any of the rights of the Shareholders. Save for the change of stock short name to be announced by the Company, the trading arrangements for the shares of the Company on the Stock Exchange will not be affected. All existing share certificates of the Company in issue bearing the Company's existing name shall continue to be evidence of legal title to the Shares and valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of existing share certificates of the Company for new share certificates under the new name of the Company. Upon the proposed Change of Company Name becoming effective, all new share certificates will be issued in the new names of the Company.

SGM

The SGM will be held at 2:30 p.m. on Friday, 12 August 2016 at 16/F., Nan Fung Tower, 173 Des Voeux Road Central, Hong Kong for the Shareholders to consider and, if thought fit, approve the Change of Company Name. The notice convening the SGM is set out on pages 5 to 6 of this circular.

LETTER FROM THE BOARD

A form of proxy for use at the SGM is enclosed. Whether or not you are able to attend the SGM, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

The Board is not aware of any requirement for any Shareholder to abstain from voting on the resolution to approve the Change of Company Name at the SGM. The special resolution proposed to be approved at the SGM will be taken by poll and an announcement will be made by the Company following the conclusion of the SGM to inform the Shareholders of the poll results.

The Company will make further announcement(s) regarding the effective date of the Change of Company Name and the change of the stock short names for trading in the Shares on the Stock Exchange as and when appropriate.

RECOMMENDATIONS

The Directors consider the Change of Company Name is in the interests of the Company and the Shareholders as a whole and accordingly recommend all the Shareholders to vote in favour of the resolution to be proposed at the forthcoming SGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.

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

NOTICE OF SGM



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 a special general meeting of Hong Kong Jewellery Holding Limited (the “**Company**”) will be held at 2:30 p.m. on Friday, 12 August 2016 at 16/F., Nan Fung Tower, 173 Des Voeux Road Central, Hong Kong for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as special resolution:

SPECIAL RESOLUTION

“**THAT**

- (a) subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, to change the English name of the Company from “Hong Kong Jewellery Holding Limited” to “Yu Tak International Holdings Limited” and to adopt “御德國際控股有限公司” as the secondary name in Chinese of the Company to replace its existing secondary name in Chinese “香港珠寶控股有限公司” (the “**Change of Company Name**”); and
- (b) the directors of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, including under seal where applicable and attend necessary registration and filing for and on behalf of the Company, as they may consider necessary or expedient in connection with the implementation of or giving effect to the Change of Company Name.”

Yours faithfully,

By order of the Board

Hong Kong Jewellery Holding Limited

Chong Yu Ping

Chairman

Hong Kong, 19 July 2016

NOTICE OF SGM

Notes:

- (1) Any Shareholder entitled to attend and vote at the SGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A Shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the SGM. A proxy need not be a Shareholder. In addition, a proxy or proxies representing either a Shareholder who is an individual or a Shareholder which is a corporation is entitled to exercise the same powers on behalf of the Shareholder which he/she or they represent as such Shareholder could exercise.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
- (3) The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM meeting or adjourned meeting thereof at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
- (4) Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the SGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the SGM 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, and 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.