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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 OF SPECIAL GENERAL MEETING

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

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.

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.

This notice, 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 notice 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 in this notice misleading.

This notice 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.