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## SHARE SALE AGREEMENT

On 7 September 2011, the Vendors, Resources Rich and Mr. Chan entered into the Share Sale Agreement, pursuant to which the Vendors have conditionally agreed to sell and Resources Rich has conditionally agreed to purchase the Sale Shares, being the aggregate interest of 197,142,000 Shares held by the Vendors, representing approximately 72.56% of the entire issued share capital of the Company as at the date of the Share Sale Agreement, at an aggregate consideration of HK\$242,484,660, representing HK\$1.23 per Sale Share. The Share Sale Agreement is conditional upon, among other things, the completion of the Group Reorganisation. Please refer to the sub-section headed "Conditions precedent" under the section headed "Share Sale Agreement" in this joint announcement for further details of the conditions of the Share Sale Agreement.

## GROUP REORGANISATION

Pursuant to the Group Reorganisation:

- (i) the Remaining Group Entities will transfer all their equity interests in the PRC Entities to the Privateco Group and enter into agreements to assign certain trademarks which



The Guangzhou Sinoble Lease Agreement and the Guangzhou Yizuan Lease Agreement will be entered into as part of the Group Reorganisation, the completion of which is among one of the pre-conditions for Share Sale Completion. Each of the Guangzhou Sinoble Lease Agreement and the Guangzhou Yizuan Lease Agreement will constitute a special deal under the Takeovers Code and require the consent of the Executive. Such consent, if granted, will be subject to the joint independent financial advisers' opinion that the respective terms of each of the Guangzhou Sinoble Lease Agreement and the Guangzhou Yizuan Lease Agreement are fair and reasonable and the approval by the Independent Shareholders by way of poll at the EGM.

The transactions contemplated under the Dormitory Lease Agreement will, upon the completion of the Distribution In Specie, constitute continuing conn

**POSSIBLE UNCONDITIONAL VOLUNTARY CASH OFFER FOR THE PRIVATECO SHARES**

Upon completion of the Distribution In Specie, Investec will, on behalf of First Prospect and pursuant to the Takeovers Code, make the Privateco Offer to the Privateco Shareholders to acquire all the Privateco Shares (other than those to be owned or agreed

## A. SHARE SALE AGREEMENT

### Date

7 September 2011

### Parties

- (i) First Prospect (as vendor), a company incorporated in the BVI and wholly owned by Mr. Chan who is an executive Director and the controlling Shareholder;
- (ii) Barton (as vendor), a company incorporated in the BVI and wholly owned by Mr. Yau;
- (iii) Ms. Chiu (as vendor), the spouse of Mr. Chan;
- (iv) Mr. Yau (as vendor and also the guarantor to Barton);
- (v) Mr. Chan (as the guarantor to First Prospect and Ms. Chiu); and
- (vi) Resources Rich (as purchaser).

Mr. Chan, through First Prospect, is the controlling Shareholder, who together with Ms. Chiu hold an aggregate of 172,902,000 Shares as at the date of this joint announcement, representing approximately 63.64% of the existing entire issued share capital of the Company.

As at the date of this joint announcement, Mr. Yau together with Barton beneficially hold 24,240,000 Shares, representing approximately 8.92% of the existing entire issued share capital of the Company. Save for the aforesaid, Mr. Yau is a third party independent of and not connected with the Company and its connected persons (as defined in the Listing Rules).

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, each of Resources Rich, its ultimate beneficial owners and parties acting in concert with it is a third party independent of and not connected with the Company and its connected persons (as defined in the Listing Rules).

### Subject matter

The Vendors have conditionally agreed to sell and Resources Rich has conditionally agreed to purchase the Sale Shares, being 197,142,000 Shares, representing approximately 72.56% of the entire issued share capital of the Company as at the date of the Share Sale Agreement, at an aggregate consideration of HK\$242,484,660, representing HK\$1.23 per Sale Share.

### Consideration

The aggregate consideration for the Sale Shares is HK\$242,484,660, representing HK\$1.23 per Sale Share, which was determined after arm's length negotiations between the Vendors and Resources Rich taking into account the growth potential of the Remaining Group and the fact that Resources Rich can obtain a controlling interest in the Company.

The consideration with an amount of HK\$212,667,000 payable by Resources Rich to First





(iv) the legality, validity and completeness of the Group Reorganisation; and (v) any other matters as required by Resources Rich, in each case relating to the PRC laws only;

- (f) all necessary approvals and consents (including the Bermuda Monetary Authority's approval relating to the Distribution In Specie) in respect of the Share Sale Agreement and the transactions contemplated thereunder required by any member of the Group and the Vendors being obtained;
- (g) no indication from the SFC having received by Resources Rich that the offer price under the Listco Share Offer would exceed HK\$1.23;
- (h) the warranties given by the Vendors and Mr. Chan remaining true and accurate in all material respects and not misleading in any material respect as at the date of Share Sale Completion by reference to the facts and circumstances subsisting as at the date of Share Sale Completion; and
- (i) the Share Charge having been duly executed by First Prospect.

Resources Rich shall be entitled to waive the conditions precedent set out above (except the conditions (b), (c) and (f) which are incapable of being waived) above by serving a

## B. GROUP REORGANISATION

Pursuant to the Group Reorganisation:

- (i) the Remaining Group Entities will transfer all their equity interests in the PRC Entities to the Privateco Group and enter into agreements to assign certain trademarks which are currently held by the Remaining Group Entities to the Privateco Group;
- (ii) the Remaining Group will cease its PRC jewelry retail business by terminating its retail consignment arrangements at a jewelry shopping centre in the PRC and the franchise agreement with a PRC jewelry company and transferring its inventory for the D Businesses to the Privateco Group;
- (iii) there will be internal transfer of interests in non-PRC entities in the Group as a result of which Remaining Holdco will hold the Remaining Group Entities and Privateco will hold other existing members of the Group;
- (iv) the operations of the Remaining Group and the Privateco Group will be delineated by, among others, the Remaining Group entering into employment contracts with those employees who will be transferred from the Privateco Group to the Remaining Group and a subcontracting agreement with an existing independent subcontractor;
- (v) the Remaining Group will enter into lease agreements with a company beneficially wholly owned by Mr. Yau and the Privateco Group respectively as outlined in the section headed "Special Deals/Exempt Continuing Connected Transactions" of this joint announcement;
- (vi) all the existing corporate guarantees given by the Remaining Group for the banking facilities taken out by the Privateco Group will be released and the banking facility of which Guangzhou Sinoble is the borrower will be cancelled, each conditional only upon the Share Sale Completion; and
- (vii) the outstanding intra-group balances between the Remaining Group and the Privateco Group will be settled before Share Sale Completion and completion of the Distribution In Specie.

There is no condition precedent to the completion of the Group Reorganisation.

## C. SHARE PREMIUM AND RESERVE APPLICATION

Subject to the Shareholders' approval on the Share Premium and Reserve Application having been obtained at the EGM, the Directors will be authorised to apply the entire amount standing to the credit of the share premium account of the Company from time to time, which amounted to approximately HK\$79.8 million as at 31 March 2011, for the implementation of part of the Distribution In Specie.

#### D. DISTRIBUTION IN SPECIE

Upon the completion of the Group Reorganisation, the Company will distribute all of its Privateco Shares in specie to the Shareholders whose names appear on the register of members of the Company on the Record Date (being a date falling before the date of Share Sale Completion, which is to be fixed for determining entitlements to the Distribution In Specie) on the following basis:

for every Share held . . . . . one Privateco Share

The Company will announce the Record Date in accordance with Rule 13.66 of the Listing Rules as and when appropriate.

The Distribution In Specie will be effected by distribution from the entire amount standing to the credit of the share premium account and the reserve account of the Company and the amount to be distributed will be equivalent to the carrying amount of the Privateco Group which will be ascertained immediately prior to Share Sale Completion.

The Privateco Shares when issued will rank **pari passu** in all respects with each other. No application will be made for the listing of, and permission to deal in, the Privateco Shares on the Stock Exchange or any other stock exchange.

As a result of the Distribution In Specie, Privateco and its subsidiaries will cease to be subsidiaries of the Company, and the Remaining Group will carry on the Remaining Businesses, being design, manufacturing and wholesale of jewelry products in the PRC.

Under the Share Sale Agreement, each of First Prospect, Mr. Chan and Ms. Chiu undertakes to procure the Company to complete the Distribution In Specie immediately after Share Sale Completion and further undertakes to procure that immediately upon the completion of the Distribution In Specie, First Prospect (or its financial advisers) will make the Privateco Offer to the Privateco Shareholders in accordance with the Takeovers Code. The Listco Offers will be made after Share Sale Completion while the Privateco Offer will be made after the completion of the Distribution In Specie. Arrangements will be made such that the Distribution In Specie will follow immediately after Share Sale Completion to the extent practicable, in which case the Listco Offers and the Privateco

None of the above conditions can be waived.

The Vendors, Resources Rich and their respective associates and parties acting in concert will abstain from voting on the relevant resolution regarding the Distribution In Specie and the Share Premium and Reserve Application, which will be taken by poll at the EGM.

Completion of the Distribution In Specie will not take place unless all the above conditions precedent of the Distribution In Specie have been fulfilled. Subject to Share Sale Completion and completion of the Distribution In Specie, First Prospect will make the Privateco Offer.

Group structure before and after the Group Reorganisation

The chart below shows in summary the group structure of the Company as at the date of

The chart below shows in summary the respective group structure of the Privateco Group and the Remaining Group immediately after completion of the Group Reorganisation, Share Sale Completion (which is conditional on completion of the Group Reorganisation) and completion of the Distribution In Specie (which is conditional on completion of the Group Reorganisation and Share Sale Completion), but before commencement of the Privateco Offer and the Listco Offers (assuming no other changes in the shareholding structure of the Group during this period):

The Listco Offers and the Privateco Offer will provide a cash exit to any Shareholder who wishes to realize all or part of his/her/its interests in the Company and in Privateco following Share Sale Completion at a premium of approximately 50.43% over the closing price of the Shares of HK\$1.15 as quoted on the Stock Exchange on the Last Trading Day. As such, the Board considers that it is in the interests of the Independent Shareholders to provide them with an opportunity to consider and, if thought fit, approve the resolution for the Distribution In Specie at the EGM.

#### **Information on the Distributed Businesses and the Remaining Businesses**

The Group is principally engaged in the design, manufacturing and trading of fine jewelry products. Its principal customers are located in the US, Europe, Middle East, Asia-Pacific region and the PRC. The Group is also engaged in retail of fine jewelry in the US, Spain and the PRC.

The Distributed Businesses to be operated by the Privateco Group will consist principally of the design, manufacturing and wholesale of fine jewelry products in various countries other than the PRC and retail of fine jewelry in the US and Spain. Pursuant to the Group Reorganisation, the PRC Entities will be transferred to the Privateco Group and it will continue to operate jewelry retail business in the PRC until it is completely wound down by the end of 2011.

The Remaining Group will mainly comprise the Company's 100% interest in Remaining Holdco and the Remaining Group Entities, which will be principally engaged in the design, manufacturing and wholesale of fine jewelry products in the PRC.

#### **E. SPECIAL DEALS/EXEMPT CONTINUING CONNECTED TRANSACTIONS**

To rationalise the tenancy arrangements between the Privateco Group and the Remaining Group and to delineate the premises at which the businesses of the Privateco Group and the Remaining Group will be operated, (i) Guangzhou Sinoble (a member of the Remaining Group) and Italina (a company beneficially wholly owned by Mr. Yau) will enter into the Guangzhou Sinoble Lease Agreement; (ii) Guangzhou Yizuan (a member of the Privateco Group) and Italina will enter into the Guangzhou Yizuan Lease Agreement; and (iii) Guangzhou Sinoble and Guangzhou Yizuan will enter into the Dormitory Lease Agreement, respectively.

There is also subsisting a lease agreement dated 15 July 2010 between Guangzhou Sinoble and a company beneficially wholly owned by Mr. Chan in respect of certain premises with a construction area of 742 square meters

Set out below are the key terms of each of the Guangzhou Sinoble Lease Agreement, the Guangzhou Yizuan Lease Agreement and the Dormitory Lease Agreement:

**(1) Guangzhou Sinoble Lease Agreement**

Lessor:	Italina, a company beneficially wholly owned by Mr. Yau
Lessee:	Guangzhou Sinoble, a wholly-owned subsidiary of the Remaining Group
Property:	certain premises with a construction area of 370 square meters situated at Shawan Town, Pan Yu, Guangzhou, the PRC for manufacturing purpose
Term:	From 1 September 2011 to 30 April 2021 (both days inclusive)
Rent:	RMB15 per square meter per month for the first 20-month lease term which will be increased by RMB1 per square meter every two years thereafter  The rent was determined after arm's length negotiation and with reference to the prevailing market rent.
Deposits:	RMB16,650
Management fee:	RMB1.32 per square meter per month

**(2) Guangzhou Yizuan Lease Agreement**

Lessor:	Italina, a company beneficially wholly owned by Mr. Yau
Lessee:	Guangzhou Yizuan, a wholly-owned subsidiary of the Privateco Group
Property:	certain premises with a construction area of 8,066.2 square meters situated at Shawan Town, Pan Yu, Guangzhou, the PRC for manufacturing purpose
Term:	From 1 September 2011 to 30 April 2021 (both days inclusive)
Rent:	RMB15 per square meter per month for the first 20-month lease term, which will be incre

Completion. Each of the Guangzhou Sinoble Lease Agreement and the Guangzhou Yizuan Lease Agreement will constitute a special deal under the Takeovers Code and require the consent of the Executive. Such consent, if granted, will be subject to the joint independent financial advisers' opinion that the respective terms of each of the Guangzhou Sinoble Lease Agreement and the Guangzhou Yizuan Lease Agreement are fair and reasonable and the approval by the Independent Shareholders by way of poll at the EGM.

**(3) Dormitory Lease Agreement**

Lessor: Guangzhou Sinoble, a member of the Remaining Group



to acquire all the issued Shares (other than those already owned or agreed to be acquired by Resources Rich and parties acting in concert with it) and to cancel the outstanding Share Options on the following basis:

for each Share held . . . . . HK\$1.23 in cash

for cancellation of Share Option carrying right

to subscribe for one Option Share . . . . . HK\$0.01 in cash

The making of the Listco Offers is subject to Share Share Completion which in turn is subject to a number of conditions precedent as referred to in the paragraph headed "Conditions precedent" in the section headed "A. Share Sale Agreement" above and therefore is a possibility only and it may or may not proceed.

In the event that the Listco Offers are made, they will be unconditional cash offers.

As at the date of this joint announcement, there are 271,700,000 Shares in issue and outstanding Share Options conferring the rights to the holders of the Share Options to subscribe for an aggregate of 2,110,000 Option Shares at HK\$1.27 per Option Share. As the exercise price of the Share Options is higher than the offer price of the Listco Share Offer, the cash payment under the Listco Option Offer for the cancellation of the outstanding Share Options will be a nominal amount of HK\$0.01 for Share Option carrying right to subscribe for one Option Share. As at the date of this joint announcement, save for the outstanding Share Options to subscribe for 2,110,000 Option Shares under the share option scheme of the Company approved and adopted on 26 February 2007, the Company has no other outstanding securities, options, warrants or

Share Option carrying right to subscribe for one Option Share) will be subject to the Listco Offers and the Listco Offers are valued at an aggregate amount of approximately HK\$91,725,440.

In the event that all outstanding Share Options (excluding the Share Options held by Mr. Chan to subscribe for 200,000 Option Shares, in respect of which Mr. Chan has irrevocably undertaken not to exercise the subscription rights attached thereto prior to the close of the Listco Share Offer and not to accept the Listco Option Offer) have been exercised in full, 76,468,000 Shares will be subject to the Listco Share Offer and the Listco Share Offer is valued at HK\$94,055,640 based on the Listco Share Offer price of HK\$1.23 per Share.

### **Financial resources**

The amount of the funds required for the acquisition of the Sale Shares and the full acceptance of the Listco Offers by Resources Rich will be financed by the personal resources of Mr. Hu Yangjun and Mr. Hu Yishi. Optima Capital is satisfied that there are sufficient financial resources available to Resources Rich to satisfy the amount of funds required for the acquisition of the Sale Shares and full acceptance of the Listco Offers.

### **Payments**

Payment in cash in respect of acceptance of the Listco Offers will be made as soon as possible but in any event within 10 days of the date of which the relevant documents of title are received by Resources Rich or its agent acting on its behalf to render each such acceptance complete and valid.

### **Stamp duty**

The ad valorem stamp duty payable by the accepting Shareholders in connection with the Listco Offers amounting to HK\$1.00 for every HK\$1,000 or part thereof of the consideration or the then market price of the Shares (whichever is higher) will be payable by the accepting Shareholders and will be deducted by Resources Rich from the consideration payable to them on acceptance of the Listco Offers. Resources Rich will then pay the stamp duty on behalf of the accepting Shareholders.

### **Other arrangements**

Resources Rich confirms that as at the date of this announcement, save for the Share Sale Agreement and the Share Charge as disclosed in this joint announcement, none of Resources Rich, its ultimate beneficial owners, or parties acting in concert with any of them owned or had control or direction over any voting rights or rights over the Shares or convertible securities, options, warrants or derivatives of the Company as at the date of this joint announcement.

Save for the entering into of the Share Sale Agreement and the Share Charge, none of Resources Rich, its ultimate beneficial owners, or parties acting in concert with it or any of them had dealt in any shares, convertible securities, options, warrants or derivatives of the Company during the six-month period immediately preceding 1 September 2011 (being the date of commencement of the offer period for the Listco Offers) and up to the date of this joint announcement. None of Resources Rich, its ultimate beneficial owners, or parties acting in concert with any of them had entered into any agreements in relation to the issue of any convertible securities, options, warrants or derivatives of the Company.

Resources Rich confirms that, save for the Share Sale Agreement and the Share Charge,

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If, at the close of the Listco Offers, less than the minimum prescribed percentage applicable to the Company, being 25% of the Shares, are held by the public, or if the Stock Exchange believes that:

- a false market exists or may exist in the trading of the Shares; or
- there are insufficient Shares in public hands to maintain an orderly market,

the Stock Exchange will consider exercising its discretion to suspend dealings in the Shares.

#### G. POSSIBLE UNCONDITIONAL VOLUNTARY CASH OFFER FOR THE PRIVATECO SHARES

Based on the current shareholding structure of the Company, First Prospect and parties acting in concert with it will be interested in a total of 172,902,000 Privateco Shares, representing approximately 63.64% of the issued share capital of Privateco following the Distribution In Specie. Given that the Privateco Shares will not be listed on the Stock Exchange or other stock exchange, it will be difficult, if not impossible, for holders of the Privateco Shares to liquidate their holdings in the Privateco Shares. First Prospect considers, in these circumstances, that it is appropriate to provide the Privateco Shareholders with an opportunity to realise their holdings in the Privateco Shares by making the Privateco Offer on a voluntary basis pursuant to the Takeovers Code.

After Share Sale Completion and the Distribution In Specie, Investec will, on behalf of First Prospect and pursuant to the Takeovers Code, make the Privateco Offer to the Privateco Shareholders to acquire all the Privateco Shares (other than those to be owned or agreed to be acquired by First Prospect and parties acting in concert with it) on the following basis:

for each Privateco Share held . . . . . HK\$0.50 in cash

\* The number of the Privateco Shares to be in issue will be equal to the total number of the Shares in issue on the Record Date. The Company will announce the Record Date in accordance with Rule 13.66 of the Listing Rules as and when appropriate.

As the Privateco Offer will only be made following Share Sale Completion and the completion of the Distribution In Specie, which is subject to a number of conditions precedent to the Share Sale Agreement, the making of the Privateco Offer may or may not





- a premium of approximately 21.78% over the audited consolidated net asset value of the Company of approximately HK\$1.01 per Share as at 31 March 2011 based on the annual report of the Company for the year ended 31 March 2011.

## I. FINANCIAL INFORMATION OF THE GROUP

Set out below is the turnover, profit before income tax and profit attributable to owners of the Company for each of the two years ended 31 March 2011 as extracted from the annual report of the Company for the financial year ended 31 March 2011:

	For the year ended 31 March	
	2011	2010
	HK\$'000	HK\$'000
	(Audited)	(Audited)
Turnover	643,399	521,328
Profit before income tax	10,178	7,921
Profit attributable to owners of the Company	7,613	3,140

The audited equity attributable to owners of the Company as at 31 March 2011 was approximately HK\$275.3 million, representing approximately HK\$1.01 per Share based on 271,700,000 Shares in issue.

Further financial information on the Remaining Group and the Privateco Group will be set out in the Circular to be despatched to the Shareholders.

## J. GENERAL

### EGM

The EGM will be held for the purpose of considering and, if thought fit, approving the resolutions in respect of the Share Premium and Reserve Application, the Distribution In Specie, the Special Deals and the respective transactions contemplated thereunder by the Independent Shareholders by way of poll at the EGM. First Prospect, Barton, Ms. Chiu, Mr. Yau, Resources Rich, their respective associates and parties acting in concert will abstain from voting on the relevant resolution(s) at the EGM.

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## Dealings disclosure

The associates (as defined in the Takeovers Code) of the Company, Privateco, Barton, First Prospect, Ms. Chiu, Mr. Yau and Resources Rich (including their respective shareholders having interests of more than 5% of the relevant securities) are reminded to disclose their dealings in the relevant securities in the Company (as defined in Note 4 to Rule 22 of the Takeovers Code) under Rule 22 of the Takeovers Code.

**Responsibilities of stockbrokers, banks and other intermediaries**sh3inh0uld,(ed)-308.7659eTJ-22.5

## DEFINITIONS

Unless the context requires otherwise, the following expressions shall have the following meanings in this joint announcement:

“acting in concert” has the meaning defined in the Takeover Code

“associate(s)” has the meaning ascribed thereto under the Listing Rules

“Dormitory Lease Agreement”	the lease agreement to be entered into between Guangzhou Sinoble (as landlord) and Guangzhou Yizuan (as tenant) in respect of the leasing of a staff dormitory, which is owned by Guangzhou Sinoble and currently leased to the staff of the Privateco Group, pursuant to the Group Reorganisation
“EGM”	the extraordinary general meeting of the Company to be held to consider and, if thought fit, approve the resolution(s) in respect of the Share Premium and Reserve Application, the Distribution In Specie, the Special Deals and the respective transactions contemplated thereunder
“Executive”	the Executive Director of the Corporate Finance Division of the SFC and any delegate of the Executive Director
“First Prospect”	First Prospect Holdings Limited, a company incorporated in the BVI with limited liability which is wholly owned by Mr. Chan as at the date of this joint announcement
“Group”	the Company and its subsidiaries as at the date of this joint announcement
“Group Reorganisation”	the proposed reorganisation of the Group, details of which are set out in the section headed “Group Reorganisation” in this joint announcement
“Guangzhou Sinoble”	廣州億恒 有限公司 (translated as Guangzhou Sinoble Jewelry Limited), a company established in the PRC and a member of the Remaining Group
“Guangzhou Sinoble Lease Agreement”	

“Independent Board Committee”	an independent committee of the Board comprising all independent non-executive Directors, namely Mr. Chan Cheong Tat, Mr. Tang Chiu Ming Frank and Mr. Yu Ming Yang, established for the purpose of advising the Independent Shareholders in respect of the Distribution In Specie, the Special Deals, the Listco Offers and the respective transactions contemplated thereunder
“Independent Shareholder(s)”	Shareholder(s) other than First Prospect, Barton, Ms. Chiu, Mr. Yau, Resources Rich and their respective associates and parties acting in concert
“Investec”	Investec Capital Asia Limited, a corporation licensed to conduct Type

“Mr. Yau”	Mr. Yau Siu Ying John, who owns the entire issued share capital of Barton, being one of the Vendors of the Sale Shares and also the guarantor of Barton under the Share Sale Agreement
“Ms. Chiu”	Ms. Chiu Nga Fong Marisa, being the spouse of Mr. Chan and one of the Vendors of the Sale Shares under the Share Sale Agreement
“Optima Capital”	Optima Capital Limited, a corporation licensed to conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO and the financial adviser to Resources Rich
“Option Share(s)”	2,110,000 new Shares to be issued upon exercise of the outstanding Share Options with an exercise price of HK\$1.27 per Share
“PRC”	the People’s Republic of China, which for the purpose of this joint announcement excludes Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“PRC Entities”	億 有限公司 (translated as Shanghai Yixuan Jewelry Limited), 廣州 有限公司 (translated as Guangzhou Huifu Jewelry Limited), 東 億 有限公司 (translated as Shangdong Jiayi Jewelry Limited), 隍 有限公司 (translated as Shanghai Chenghuang Jewelry Limited) and 州 隍 有限公司 (translated as Hangzhou Chenghuang Jewelry Limited), 100%, 51%, 30%, 20% and 33% equity interests of which are attributed to the Group respectively as at the date of this joint announcement
“Privateco”	a company to be incorporated in Bermuda with limited liability pursuant to the Group Reorganisation for the purpose of holding the Distributed Businesses and a wholly-owned subsidiary of the Company immediately prior to completion of the Distribution In Specie
“Privateco Group”	Privateco and its subsidiaries
“Privateco Offer”	the unconditional voluntary cash offer to be made by Investec on behalf of First Prospect to acquire all the Privateco Shares (other than those owned or agreed to be acquired by First Prospect and parties acting in concert with it)
“Privateco Offer Document”	the offer and response document (in either composite or separate form) and the form of acceptance and transfer to be despatched to the Privateco Shareholders pursuant to the Privateco Offer
“Privateco Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Privateco
“Privateco Shareholder(s)”	holder(s) of the Privateco Shares
“Record Date”	a date to be fixed for determining entitlements of the Shareholders to the Distribution In Specie, which shall be a date falling before the date of Share Sale Completion

“Remaining Businesses”	the Group’s business of jewelry manufacturing and wholesale operation in the PRC after the Group Reorganisation and the Distribution In Specie
“Remaining Group”	the Company, Remaining Holdco and the Remaining Group Entities upon completion of the Group Reorganisation and the Distribution In Specie
“Remaining Group Entities”	Sinoble Jewelry Limited, Trendy Jewelry Limited (in the process of deregistration under section 291AA of the Companies Ordinance (Cap. 32, Laws of Hong Kong)) and Guangzhou Sinoble
“Remaining Holdco”	First Corporate International Limited, a company incorporated in the BVI with limited liability
“Report”	the report to be provided by an independent accountant to be engaged jointly by First Prospect and Resources Rich to review the Completion Accounts
“Resources Rich”	Resources Rich Capital Limited, a company incorporated in the BVI with limited liability
“Sale Shares”	the aggregate interest of 197,142,000 Shares held by the Vendors as at the date of the Share Sale Agreement
“SFC”	Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 in the share capital of the Company
“Share Charge”	a share charge executed by First Prospect(4(yS[-1(e)-)-75i3oits’)77F3ehas5T

“Special Deals”

collectively, the Guangzhou Sinoble Lease Agreement and the Guangzhou Yizuan Lease Agreement, which will constitute special



As at the date of this joint announcement, the board of directors of Resources Rich comprises two directors, namely Mr. Hu Yangjun and Mr. Hu Yishi.

The directors of Resources Rich jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Vendors and the Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge,