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(formerly known as Hang Fung Gold Technology Limited

恆豐金業科技有限公司\*)

(Provisional Liquidators Appointed)

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 870)**

## **ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE CODE ON TAKEOVERS AND MERGERS**

As at the date hereof, the Initial Condition to the Agreement has not yet been fulfilled. The Company is working closely with the Investor and its parent company, Hong Kong Resources Holdings Company Limited, in respect of the transactions contemplated under the Agreement.

Reference is made to the announcements of 3D-GOLD Jewellery Holdings Limited (formerly known as Hang Fung Gold Technology Limited) (Provisional Liquidators Appointed) (the "**Company**") dated 6 February 2009 and 17 March 2009 relating to the proposed restructuring of the Company (the "**Announcements**"). Terms used herein have the same meanings as those defined in the Announcements unless the context otherwise requires.

As at the date hereof, the Initial Condition to the Agreement has not yet been fulfilled. The Company is working closely with the Investor and its parent company, Hong Kong Resources Holdings Company Limited ("**HKRH**"), in respect of the transactions contemplated under the Agreement.

The Investor has informed the Company that at the special general meeting held on 29 June 2009, the shareholders of HKRH approved the entering into of the Agreement (as supplemented by the Supplemental Deed) by the Investor and the transactions contemplated thereunder on the basis of Completion with Share Transfer. The Provisional Liquidators are looking into some technical requirements in relation to Completion with Share Transfer and may proceed to

Completion with Share Transfer after clarifying and complying with the necessary requirements. The Subscription Agreement has not been entered into.

The Bermuda Scheme was approved by the Creditors of the Company as set out in the Company's announcement dated 26 June 2009. The Bermuda Court sanctioned the Bermuda Scheme on 26 June 2009. Petitions were filed with the Hong Kong Court on 26 and 29 June 2009 seeking sanction of the Hong Kong Scheme and those petitions have been listed for hearing on 7 July 2009. Further announcement(s) in respect of any progress to the proposed restructuring of the Company will be made as and when required under the Takeovers Code and/or the Listing Rules.

As at the date of this announcement, the board of directors of the Company comprises three executive directors, namely Ms. Chan Yam Fai, Jane, Ms. Ng Yee Mei and Mr. Yeung Hon Yuen.

For and on behalf of  
**3D-GOLD Jewellery Holdings Limited**  
(Provisional Liquidators Appointed)  
Darach Haughey  
Yeung Lui Ming  
Edmond Wah Bon Ching

*Joint and Several Provisional Liquidators  
Acting as agents for and on behalf of  
3D-GOLD Jewellery Holdings Limited  
without personal liability*

Hong Kong, 3 July 2009

*\* For identification purposes only*

*The Provisional Liquidators jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any of the statements in this announcement misleading.*