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**3D-GOLD JEWELLERY HOLDINGS LIMITED**  
**金至尊珠寶控股有限公司**

(formerly known as Hang Fung Gold Technology Limited

恆豐金業科技有限公司\*)

(Provisional Liquidators Appointed)

(Subject to Scheme of Arrangement)

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 870)**

**ANNOUNCEMENT**

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

Pursuant to the Exclusivity Agreement, the Investor and the Company may enter into an agreement in respect of the Subscription. An application will be made to the Executive for the Whitewash Waiver when required in due course.

King Bullion and the Investor entered into the Loan Agreement and King Bullion created the Share Charge in favour of the Investor.

The Investor agreed to make available to King Bullion a non-interest-bearing term loan facility of up to HK\$5 million and secured by the Share Charge to finance the working capital requirements of King Bullion.

As soon as reasonably practicable after the Obligations have been discharged, the Investor shall at the request and cost of Index High release and discharge (as appropriate) the Share Charge.

On 23 October 2009, the Resumption Proposal was submitted to the Stock Exchange. Further announcement(s) will be made in respect of any progress in this regard as and when required under the Takeovers Code and/or the Listing Rules.

**Investors and shareholders of the Company should note that the Company has not entered into any legally-binding documentation for the Subscription and even if and when any documentation is entered into, there is no assurance that the Subscription will complete.**

## **INTRODUCTION**

Reference is made to the Announcements. Capitalised terms used in this announcement bear the same meanings as defined in the Announcements unless the context requires otherwise.

Pursuant to the Exclusivity Agreement, the Investor and the Company may enter into an agreement in respect of the Subscription. An application will be made to the Executive for the Whitewash Waiver when required in due course.

## **LOAN AGREEMENT**

Pursuant to the Loan Agreement, the Investor agreed to finance King Bullion's working capital requirements and make advances to King Bullion from time to time up to and including 30 June 2010, in an aggregate amount not to exceed HK\$5 million. King Bullion shall repay the advances on 30 June 2010. Interest on any overdue amount of the Loan is payable by King Bullion at the best lending rate quoted by The Hongkong and Shanghai Banking Corporation Limited from time to time.

## **SHARE CHARGE**

Pursuant to the Share Charge, Index High charged in favour of the Investor, by way of first fixed legal charge, all the issued shares in King Bullion beneficially owned by Index High and all future shares, warrants, securities, rights, money, or property accruing, paid, offered or deriving therefrom.

As soon as reasonably practicable after the Obligations have been discharged, the Investor shall at the request and cost of Index High release and discharge (as appropriate) the Share Charge.

## **RESUMPTION PROPOSAL**

On 23 October 2009, the Resumption Proposal was submitted to the Stock Exchange. Further announcement(s) will be made in respect of any progress in this regard as and when required under the Takeovers Code and/or the Listing Rules.

**Investors and shareholders of the Company should note that the Company has not entered into any legally-binding documentation for the Subscription and even if and when any documentation is entered into, there is no assurance that the Subscription will complete.**

## **GENERAL**

To the best of the knowledge, information and belief of the Provisional Liquidators, and having made all reasonable enquiries, the Investor and its ultimate beneficial shareholders are third parties independent of the Company and the connected persons of the Company.

At the request of the Company, trading in the shares of the Company has been suspended since 2:30 p.m. on 30 September 2008 and shall remain suspended until further notice.

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.

## **DEFINITIONS**

“Announcements”	the announcements of the Company dated 6 February 2009, 5 March 2009, 17 March 2009, 6 April 2009, 5 May 2009, 4 June 2009, 17 June 2009, 3 July 2009, 3 August 2009, 4 September 2009 and 2 October 2009
“Company”	3D-GOLD Jewellery Holdings Limited (formerly known as Hang Fung Gold Technology Limited) (Provisional Liquidators Appointed) (Subject to Scheme of Arrangement), a company incorporated in Bermuda, the shares of which are listed on the main board of the Stock Exchange of Hong Kong Limited (“Stock Exchange”)
“Index High”	Index High Limited, a wholly-owned subsidiary of the Company incorporated under the laws of the British Virgin Islands which owns 100% of shares in King Bullion
“Investor”	China Gold Silver Group Company Limited, a subsidiary of Hong Kong Resources Holdings Company Limited (“HKRH”) (the shares of which are listed on the main board of the Stock Exchange), and owned as to 60% by HKRH, 30% by Mr. Liu Wang Zhi and 10% by Ace Captain Investments Limited which is wholly owned by Mr. Lee Ka Shing
“King Bullion”	Special Link Limited trading as King Bullion, a subsidiary of the Company incorporated in Hong Kong which is wholly owned by Index High
“Loan”	all monies owing by King Bullion to the Investor from time to time including but without limitation all advances, interest (if any) incurred thereon, fees and expenses
“Loan Agreement”	an agreement dated 15 October 2009 entered into between King Bullion and the Investor pursuant to which the Investor has agreed to provide a non-interest-bearing term loan facility of up to HK\$5 million to King Bullion secured by the Share Charge
“Obligations”	any and all obligations due or owing by King Bullion to the Investor under the Loan Agreement, the Share Charge and any other documents in respect of King Bullion’s obligations due to the Investor

“Resumption Proposal”	the resumption proposal dated 23 October 2009 submitted to the Stock Exchange (as may be supplemented or amended from time to time) together with all necessary applications for the resumption of trading of the shares of the Company on the Stock Exchange
“Share Charge”	a share charge dated 15 October 2009 created by Index High in favour of the Investor (by way of first fixed legal charge) in relation to all issued shares in King Bullion which Index High beneficially owns and all future shares, warrants, securities, rights, money, or property accruing, paid, offered or deriving therefrom
“Subscription”	the Investor’s subscription for and the issue and allotment of the new shares in the capital of the Company to the Investor, subject to satisfaction of the conditions, implementation of a capital restructuring and such other terms as the Company may agree

For and on behalf of  
**3D-GOLD Jewellery Holdings Limited**  
 (Provisional Liquidators Appointed)  
 (Subject to Scheme of Arrangement)  
 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, 2 November 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.*