

THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Ming Fung Jewellery Group Limited (the “Company”), you should at once hand this Prospectus to the purchaser, the transferee or to the bank, licensed securities dealer, registered institution in securities, or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

A copy of each of the Prospectus Documents, together with the documents specified in the paragraph headed “Documents delivered to the Registrars of Companies” in Appendix III to this Prospectus has been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). Neither the Securities and Futures Commission nor the Registrar of Companies in Hong Kong takes any responsibility as to the contents of any of the Prospectus Documents.

Subject to the grant of the listing of and permission to deal in the Offer Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Hong Kong Exchanges Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

NOTICE TO THE SHAREHOLDER IN MAURITIUS

This Prospectus may be extended to the Shareholder residing in Mauritius for information only, it is not to be relied upon for sale or marketing of the Offer Shares in Mauritius.



MING FUNG JEWELLERY GROUP LIMITED

明豐珠寶集團有限公司*

(name to be changed to O Luxe Holdings Limited (奧立仕控股有限公司))

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 860)

**OPEN OFFER OF 1,634,514,070 OFFER SHARES
AT THE SUBSCRIPTION PRICE OF HK\$0.3 EACH
ON THE BASIS OF TWO OFFER SHARES FOR
EVERY CONSOLIDATED SHARE HELD ON THE RECORD DATE**

Financial adviser to the Company



國泰君安國際
GUOTAI JUNAN INTERNATIONAL

Guotai Junan Capital Limited

Underwriter of the Open Offer



國泰君安國際
GUOTAI JUNAN INTERNATIONAL

Guotai Junan Securities (Hong Kong) Limited

The Consolidated Shares have been dealt with in an ex-entitlement basis from Wednesday, 18 March 2015.

It should be noted that the Underwriting Agreement contains provisions granting the Underwriter the right to terminate the obligations of the Underwriter thereunder on the occurrence of certain events. These certain events are set out in the section headed “Termination of the Underwriting Agreement” on pages 7 and 8 of this Prospectus. If the Underwriting Agreement is terminated by the Underwriter or does not become unconditional on or before Friday, 17 April 2015, the Open Offer will not proceed.

The latest time for acceptance of and payment for the Offer Shares is at 4:00 p.m. on Tuesday, 14 April 2015. The procedure for application and payment for the Offer Shares are set out on pages 13 to 15 of this prospectus.

The Open Offer is conditional, inter alia, upon the fulfillment of the conditions set out under the paragraph headed “Conditions of the Open Offer” of this Prospectus. In particular, the Open Offer is subject to the Underwriters not terminating the Underwriting Agreement in accordance with the terms set out therein. Accordingly, the Open Offer may or may not proceed. Shareholders or other persons contemplating selling or purchasing Shares up to the date when the conditions of the Open Offer are fulfilled will bear the risk that the Open Offer may not become unconditional and may not proceed. Shareholders and the public are reminded to exercise caution when dealing in the securities of the Company.

* for identification purpose only

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DEFINITIONS

In this Prospectus, the following expressions have the meanings respectively set opposite them unless the context otherwise requires:

“2nd Announcement”	the announcement of the Company in relation to, among other things, the Supplemental Agreement and the revised expected timetable of the Open Offer dated 25 January 2015
“Announcement”	the announcement of the Company in relation to, among other things, the proposed Share Consolidation, the proposed Increase in Authorised Share Capital, the proposed Change in Board Lot Size and the proposed Open Offer dated 4 February 2015
“Application Form(s)”	the form(s) of application in respect of the Open Offer to be issued to the Qualifying Shareholders
“associate(s)”	the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday and Sunday) on which banks are generally open for business more than five hours in Hong Kong
“BVI”	British Virgin Islands
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“China” or “PRC”	the People’s Republic of China and for the purposes of this Prospectus only, exclude Hong Kong, Macau and Taiwan
“Circular”	the circular of the Company dated 27 February 2015 in relation to, amongst others, the proposed Share Consolidation, the proposed Increase in Authorised Share Capital, the proposed Change in Board Lot Size, the proposed Open Offer, the Underwriting Agreement and the respective transactions contemplated thereunder and the irrevocable undertaking given by Prestige Rich dated 4 February 2015 in favour of the Company in respect of the Prestige Rich Undertaken Shares
“Companies (WUMP) Ordinance”	Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32) of the Laws of Hong Kong

DEFINITIONS

“Company”	Ming Fung Jewellery Company Limited, a company incorporated in the Cayman Islands with limited liability, the Shares are listed on the main board of the Stock Exchange (stock code: 860) (the Company is registered in the Cayman Islands under the new name O Luxe Holdings Limited (奧立仕控股有限公司) as from 11 March 2015. The Company is now in the process of obtaining the Certificate of Registration of Change of Corporate Name of Non-Hong Kong Company from the Registrar of Companies in Hong Kong and will make further announcement when the change of name and change of stock short name of the Company take effect; for details, please refer to the announcement of the Company dated 16 January 2015)
“connected person(s)”	the meaning ascribed thereto under the Listing Rules
“Consolidated Shares”	ordinary share(s) of HK\$0.1 each in the share capital of the Company immediately following the Share Consolidation became effective on 17 March 2015
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting held at 10:00 a.m. on Monday, 16 March 2015 at which, the resolutions for approving, the Share Consolidation, the Increase in Authorised Share Capital, the Open Offer, the Underwriting Agreement and the transactions contemplated therein were duly passed
“Greater China Region”	include the mainland China, Macau and Hong Kong
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Increase in Authorised Share Capital”	the increase in the authorised share capital of the Company from HK\$100,000,000 to HK\$1,000,000,000 divided into 10,000,000,000 Shares of nominal value HK\$0.1 each by the creation of an additional 9,000,000,000 unissued Shares of nominal value HK\$0.1 each that took effect on 17 March 2015

DEFINITIONS

“Independent Shareholders”	any Shareholder other than controlling Shareholders (as defined in the Listing Rules) and their associates or, where there are no controlling Shareholders (as defined in the Listing Rules), the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates
“Last Trading Day”	4 February 2015, being the last trading day of the Shares on the Stock Exchange before the release of the Announcement
“Latest Practicable Date”	20 March 2015, being the latest practicable date prior to the printing of this Prospectus for ascertaining certain information contained herein
“Latest Time for Acceptance”	4:00 p.m. on Tuesday, 14 April 2015 (or such other date as the Underwriter may agree with the Company as the latest date for acceptance of, and payment for, the Offer Shares)
“Latest Time for Termination”	4:00 p.m. on the third Business Day after (but excluding) the Latest Time for Acceptance
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Non-Qualifying Shareholder(s)”	those Overseas Shareholder(s) whom the Directors, based on legal advice provided by the Company’s legal advisers, consider it necessary or expedient not to offer the Open Offer to such shareholders on account either of legal restrictions under the laws of the relevant place(s) or the requirements of the relevant regulatory body or stock exchange in that (those) place(s)
“Offer Share(s)”	1,634,514,070 Share(s) to be issued and allotted under the Open Offer
“Old Shares”	ordinary Shares of HK\$0.01 each in the share capital of the Company prior to the Share Consolidation becoming effective
“Open Offer”	the proposed issue by way of an open offer, subject to the fulfillment of certain conditions precedent, of 1,634,514,070 Offer Shares for subscription by the Qualifying Shareholders on the basis of two (2) Offer Shares for every Consolidated Share held by a Qualifying Shareholder on the Record Date at the Subscription Price payable in full on application and otherwise on the terms and subject to the conditions set out in the Underwriting Agreement and the Prospectus Documents

DEFINITIONS

“Overseas Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company at the close business on the Record Date and whose address(es) as shown on such register is (are) outside Hong Kong
“Posting Date”	26 March 2015 or such other date as the Underwriter may agree with the Company, as the date of despatch of the Prospectus Documents to the Qualifying Shareholders or the Prospectus for information only to the Non-Qualifying Shareholders (as the case may be)
“Prestige Rich”	Prestige Rich Holdings Limited, a company incorporated under the laws of BVI and wholly-owned by Mr. Zhang Jinbing, an executive Director and the chief executive officer of the Company, as at the Latest Practicable Date
“Prestige Rich Undertaken Shares”	449,081,544 Offer Shares to be allotted and issued to Prestige Rich and/or its nominee(s) as the entitlement of Prestige Rich under the Open Offer and undertaken to be taken up by Prestige Rich
“Prospectus”	this prospectus despatched to Shareholders containing details of the Open Offer
“Prospectus Documents”	the Prospectus and the Application Form
“Qualifying Shareholder(s)”	Shareholder(s), other than the Non-Qualifying Shareholder(s), whose name(s) appear(s) on the register of members of the Company on the Record Date
“Record Date”	Tuesday, 24 March 2015 (or such other date as the Underwriter may agree with the Company), as the date by reference to which entitlements to the Open Offer are expected to be determined
“Registrar”	Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Settlement Date”	Friday, 17 April 2015, being the third Business Day following (but excluded) the Latest Time for Acceptance (or such other time or date as the Underwriter and the Company may agree in writing) as the date for settlement of the Open Offer
“SFO”	The Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong

DEFINITIONS

“Share(s)”	the Old Shares or the Consolidated Shares, as the case may be
“Share Consolidation”	the consolidation of every 10 issued and unissued Old Shares into one Consolidated Share in the issued and unissued share capital of the Company that took effect on 17 March 2015
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	HK\$0.3 per Offer Share
“Substantial Shareholder”	means a person (including a holder of depositary receipts) who is entitled to exercise, or control the exercise of, 10% or more of the voting power at any general meeting of the Company
“Sub-Underwriter(s)”	the sub-underwriter(s) who has agreed to act as a sub-underwriter in relation to the Offer Shares pursuant to the sub-underwriting agreement with the Underwriter
“Supplemental Agreement”	the supplemental agreement dated 25 February 2015 entered into between the Company and the Underwriter which amended certain dates of the expected timetable of the Open Offer as referred to in the Underwriting Agreement
“Underwriter”	Guotai Junan Securities (Hong Kong) Limited, a licensed corporation to carry out business in type 1 (dealing in securities) and type 4 (advising on securities) regulated activities under the SFO
“Underwriting Agreement”	the underwriting agreement dated 4 February 2015 entered into between the Company and the Underwriter in relation to the underwriting arrangement in respect of the Open Offer which is supplemented and amended by the Supplemental Agreement
“Underwritten Shares”	1,185,432,526 Offer Shares underwritten by the Underwriter pursuant to the terms of the Underwriting Agreement
“%” or “per cent.”	percentage or per centum

EXPECTED TIMETABLE

2015
(Hong Kong time)

Despatch of the Prospectus Documents to Qualifying Shareholders and the Prospectus to Non-Qualifying Shareholder.	Thursday, 26 March
Latest time for Acceptance and payment for the Offer Shares	4:00 p.m. on Tuesday, 14 April
Latest time for Termination of the Underwriting Agreement by the Underwriter	4:00 p.m. on Friday, 17 April
Announcement of the results of the Open Offer	Wednesday, 22 April
Despatch of refund cheques if the Open Offer is terminated.	Thursday, 23 April
Designated broker ceases to stand in the market to provide marking services for the odd lots of Consolidated Shares.	4:00 p.m. on Thursday, 23 April

The following events are conditional on the fulfillment of the conditions for the Open Offer.

Despatch of Share certificates for the Offer Shares.	Thursday, 23 April
Expected first day of dealing in Offer Shares on the Stock Exchange	9:00 a.m. on Friday, 24 April

Notes:

- All times and dates in this Prospectus refer to Hong Kong local times and dates.
 - The latest time for acceptance of and payment for the Offer Shares will not take place at the Latest Time for Acceptance if there is a tropical cyclone warning signal number 8 or above, or a “black” rainstorm warning:
 - in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the Latest Time for Acceptance. Instead the latest time of acceptance of and payment for the Offer Shares will be extended to 5:00 p.m. on the same Business Day; and
 - in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the Latest Time for Acceptance. Instead of the latest time of acceptance of and payment for the Offer Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.
- If the latest time for acceptance of and payment for the Offer Shares does not take place on the Latest Time for Acceptance, the dates mentioned in this section headed “Expected Timetable” may be affected. An announcement will be made by the Company in such event as soon as practicable.
- The expected timetable for the Open Offer set out above is indicative only. The expected timetable is subject to change, and any such change will be announced in a separate announcement by the Company as and when appropriate.

TERMINATION OF THE UNDERWRITING AGREEMENT

TERMINATION OF THE UNDERWRITING AGREEMENT

It should be noted that the Underwriting Agreement contains provisions granting the Underwriter, by notice in writing, the right to terminate the Underwriter's obligations thereunder on the occurrence of certain events. The Underwriter may terminate the Underwriting Agreement on or before the Latest Time for Termination if prior to the Latest Time for Termination, any of the following happens:

- (1) any material breach of any warranties or the undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriter, or there has been a material breach on the part of the Company of any other provision of the Underwriting Agreement or any matter has arisen which would reasonably be expected to give rise to such a material breach or material claim in respect of the warranties or undertakings contained in the Underwriting Agreement; or
- (2) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) which would materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offer after the signing of the Underwriting Agreement; or
- (3) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring after the signing of the Underwriting Agreement or continuing after the signing of the Underwriting Agreement), of a political, military, financial, economic or other nature, or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which would materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
- (4) any materially adverse change after the signing of the Underwriting Agreement in the business or in the financial or trading position of the Group as a whole which is material in the context of the Open Offer; or
- (5) any event or circumstances in the nature of force majeure including but without limitation any act of God, war, riot, public disorder, civil commotion, fire, flood, terrorism or strike occurred after the signing of the Underwriting Agreement in or affecting Hong Kong, the PRC or other jurisdiction relevant to the Group or any member of the Group which would materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
- (6) the commencement by any third party of any litigation or claim against any member of the Group after the signing of the Underwriting Agreement which is or might be material to the Group taken as a whole; or
- (7) there occurs or comes into effect the imposition of any moratorium, suspension or material restriction on trading in the Shares generally on the Stock Exchange due to exceptional financial circumstances or otherwise; or

TERMINATION OF THE UNDERWRITING AGREEMENT

- (8) there is any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, imposition of economic sanctions on Hong Kong, the PRC or other jurisdiction relevant to the Group or any member of the Group); or
- (9) any statement contained in the Prospectus has become and been discovered to be untrue, incorrect, incomplete or misleading in any material aspect, or matters have arisen or have been discovered which would, if the Prospectus was to be issued at the time, constitute a material omissions therefrom,

the effect of which events and circumstances individually or in aggregate (in the reasonable opinion of the Underwriter after consultation with the Company): (i) is or would be reasonably likely to be materially adverse to, or prejudicially affects or would be reasonably likely to prejudicially affect, the Group as a whole or the Open Offer; or (ii) makes it inadvisable or inexpedient to proceed with the Open Offer, the Underwriter shall be entitled, by notice in writing to the Company served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

Upon giving of notice of termination pursuant to the Underwriting Agreement, all obligations of the Underwriter under the Underwriting Agreement shall cease and determine and save as provided in the Underwriting Agreement, the obligations of the parties to the Underwriting Agreement shall terminate forthwith provided that the Company shall remain liable to pay to the Underwriter such fees and expenses (but not the underwriting commission) referred to in the Underwriting Agreement. If the Underwriter exercises such right, the Open Offer will not proceed.



MING FUNG JEWELLERY GROUP LIMITED

明豐珠寶集團有限公司*

(name to be changed to O Luxe Holdings Limited (奧立仕控股有限公司))

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 860)

Executive Directors:

Mr. Wong Chi Ming, Jeffry (*Chairman*)
Mr. Zhang Jinbing (*Chief executive officer*)
Mr. Yu Fei, Philip

Independent non-executive Directors:

Ms. Chu Wai Fan
Mr. Tam Ping Kuen, Daniel
Dr. Willinge Garry Alides

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Room 1825, 18th Floor
Hutchison House
10 Harcourt Road, Central
Hong Kong

26 March 2015

To the Qualifying Shareholders and, for information only, the Non-Qualifying Shareholder(s)

Dear Sir or Madam,

**OPEN OFFER OF 1,634,514,070 OFFER SHARES
AT THE SUBSCRIPTION PRICE OF HK\$0.3 EACH
ON THE BASIS OF TWO OFFER SHARES FOR
EVERY CONSOLIDATED SHARE HELD ON THE RECORD DATE**

INTRODUCTION

With reference to the Announcement, the 2nd Announcement and the Circular, among other things, the Company entered into the Underwriting Agreement with the Underwriter on 4 February 2015 (as supplemented and amended by the Supplemental Agreement dated 25 February 2015), whereby the Company proposed to raise HK\$490.4 million, before expenses, by way of the Open Offer of 1,634,514,070 Shares at the Offer Price of HK\$0.3 per Offer Share on the basis of two Offer Shares for every Consolidated Share held on the Record Date.

All the relevant resolutions approving, inter alia, the Open Offer, were duly passed by the Independent Shareholders by way of poll at the EGM on Monday, 16 March 2015.

* for identification purpose only

LETTER FROM THE BOARD

The purpose of this Prospectus is to provide you with further information of the Open Offer, including the Underwriting Agreement, information on procedures for application and payment of the Offer Shares, and certain financial information and general information in respect of the Group.

TERMS OF THE OPEN OFFER

Issue Statistics

Basis of the Open Offer	:	Two (2) Offer Shares for every Consolidated Share held on the Record Date
Number of Shares in issue as at the Latest Practicable Date	:	817,257,035 Consolidated Shares
Number of Offer Shares	:	1,634,514,070 Offer Shares (assuming no further issue of new Shares on or before the Record Date) (<i>Note</i>)
Subscription Price	:	HK\$0.3 per Offer Share with nominal value of HK\$0.1 each
Underwriter	:	Guotai Junan Securities (Hong Kong) Limited
Number of shares in issue upon completion of the Open Offer	:	2,451,771,105 Shares
Funds raised before expenses	:	Approximately HK\$490.4 million

Note:

As at the Latest Practicable Date, the Company had no outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Shares. Assuming no further issue of new Shares or repurchase of Shares on or before the Record Date, the 1,634,514,070 Offer Shares represent approximately 200% of the Company's issued share capital as at the Latest Practicable Date, and approximately 66.7% of the Company's issued share capital as enlarged by the issue of the Offer Shares.

LETTER FROM THE BOARD

Subscription price

The Subscription Price for the Offer Shares is HK\$0.3 per Offer Share, payable in full upon acceptance of the relevant assured allotment under the Open Offer. The Subscription Price represents:

- (a) a discount of approximately 57.7% to the closing price of HK\$0.71 per Consolidated Share as quoted on the Stock Exchange on the Last Trading Day;
- (b) a discount of approximately 59.5% to the average closing price of approximately HK\$0.74 per Consolidated Share for the five consecutive trading days ended on the Last Trading Day;
- (c) a discount of approximately 31.8% to the theoretical ex-entitlement price of approximately HK\$0.44 per Consolidated Share based on the closing price of HK\$0.71 per Consolidated Share as quoted on the Stock Exchange on the Last Trading Day;
- (d) a discount of approximately 78.1% over the net asset value per Consolidated Share of approximately HK\$1.37 as at 30 September 2014 (based on the net asset value per Old Share of approximately HK\$0.137 as at 30 September 2014 according to the 2014 annual report of the Company and adjusted for the effect of the Share Consolidation); and
- (e) a discount of approximately 18.9% to the closing price of HK\$0.37 per Share as quoted on the Stock Exchange on the Latest Practicable Date.

Based on the Subscription Price of HK\$0.3 and assuming no change in the shareholding structure of the Company from the Latest Practicable Date to immediately after completion of the Open Offer, the gross proceeds to be raised by the Company from the Open Offer will amount to approximately HK\$490.4 million (before expenses). The net proceeds to be raised by the Company from the Open Offer will amount to approximately HK\$487.2 million (after expenses). The net price raised per Offer Share is estimated at approximately HK\$0.298.

The Subscription Price was determined after arm's length negotiation between the Company and the Underwriter with reference to the prevailing market price of the Shares and financial position of the Company. In particular, the Group recorded a gross loss in the financial year ended 30 September 2014 amounted to approximately HK\$862.5 million and a total loss attributable to the owners of the Company in the financial year ended 30 September 2014 amounted to approximately HK\$1,052.1 million, representing an increase in total loss of approximately 28.7% as compared to the financial year ended 30 September 2013. As all Qualifying Shareholders are entitled to subscribe for the Offer Shares in the same proportion to his/her/its existing shareholdings in the Company held on the Record Date, the Directors (including the independent non-executive Directors) consider that the discount of the Subscription Price would encourage the Qualifying Shareholders to take up their entitlements so as to maintain their shareholdings in the Company and participate in the future growth of

LETTER FROM THE BOARD

the Group, particularly in view that the trading liquidity of the Shares is thin. The Directors (including the independent non-executive Directors) consider the Subscription Price is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Basis of Assured Allotment

The basis of the assured allotment shall be two (2) Offer Shares for every Consolidated Share held by the Qualifying Shareholders on the Record Date at the Subscription Price. Application for all or any part of a Qualifying Shareholder's assured allotment should be made by completing the Application Form and lodging the same with a remittance for the Offer Shares being applied for.

Status of the Offer Shares

The Offer Shares, when allotted, issued and fully paid, shall rank pari passu in all respects with the then existing Shares in issue on the date of allotment of the Offer Shares, including the right to receive all dividends and distributions which may be declared, made or paid on or after such date.

Qualifying Shareholders

The Company will send the Prospectus Documents to the Qualifying Shareholders only and will send the Prospectus (but not the Application Forms) to the Non-Qualifying Shareholders for information only.

The Qualifying Shareholders may apply for any number of Offer Shares up to their maximum entitlements, which are equal to the number of Offer Shares allocated to them on an assured basis as shown on their Application Forms. The entitlement under the Open Offer is neither transferable nor capable of renunciation. There will not be any trading of nil-paid entitlements to the Offer Shares.

Overseas Shareholders and Non-Qualifying Shareholders

As at the close of business on the Latest Practicable Date, based on the register of members of the Company, the Company had 2 Overseas Shareholders whose addresses as shown on such register are in BVI and Mauritius. In compliance with Rule 13.36(2)(a) of the Listing Rules, the Board has made an enquiry as to whether the issue of Offer Shares may contravene the applicable securities legislation of BVI or Mauritius, as the case may be, or the requirements of the relevant regulatory bodies or stock exchanges.

The Directors have been advised that it is expedient to extend the Open Offer to the Overseas Shareholder in BVI as there are no legal restrictions prohibiting the Company from making the Open Offer in the BVI jurisdiction and no local legal or regulatory compliance is required to be attended by the Company in BVI. Accordingly, such Overseas Shareholder together with the Shareholders with registered addresses in Hong Kong are Qualifying Shareholders.

LETTER FROM THE BOARD

The Directors have also been advised that all offers and sales of securities in Mauritius must be registered with the Financial Services Commission in Mauritius. The Directors consider that it would be onerous for the Company to comply with all the legal requirements in Mauritius to extend the Open Offer to such Overseas Shareholder. The Company will send the Prospectus (but not the Application Form) to such Non-Qualifying Shareholder in Mauritius for information only.

The Offer Shares to which the Non-Qualifying Shareholders would have been entitled will be underwritten and taken up by the Underwriter.

Those Qualifying Shareholders who do not take up the Offer Shares to which they are entitled and the Non-Qualifying Shareholders should note that their shareholdings in the Company will be diluted upon completion of the Open Offer.

PROCEDURES FOR APPLICATION AND PAYMENT

Application for the Offer Shares

For Qualifying Shareholders only, the Application Form which accompanies this Prospectus entitles the Qualifying Shareholders to whom it is addressed to apply for the number of Offer Shares on an assured basis as shown therein subject to payment in full by the Latest Time for Acceptance. The Qualifying Shareholders should note that they may apply for any number of Offer Shares up to the maximum entitlements, being equal to the number of Offer Shares allocated to them on an assured basis set out in the Application Form.

If the Qualifying Shareholders wish to apply for all the Offer Shares allocated to them on an assured basis in the Application Form or wish to apply for any number less than their entitlements, they must complete, sign and lodge the Application Form in accordance with the instructions printed thereon, together with a remittance for the full amount payable in respect of such number of Offer Shares they have applied for with Tricor Tengis Limited, the Company's share registrar in Hong Kong, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by no later than 4:00 p.m. on Tuesday, 14 April 2015. All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "MING FUNG JEWELLERY GROUP LIMITED — PAL ACCOUNT" and crossed "ACCOUNT PAYEE ONLY". The Company will announce the result of the Open Offer on Wednesday, 22 April 2015.

It should be noted that unless the duly completed and signed Application Form, together with the appropriate remittance, have been lodged with the aforesaid share registrar by no later than 4:00 p.m. on Tuesday, 14 April 2015, the entitlements under the Open Offer and all rights in relation thereto shall be deemed to have been declined.

No application for excess Offer Shares

No application for excess Offer Shares will be available to any Qualifying Shareholders to apply for any Offer Share in excess of their respective assured entitlements since each Qualifying Shareholder will be given equal and fair opportunities to participate in the

LETTER FROM THE BOARD

Company's future development by subscribing for his/her/its assured entitlements under the Open Offer and if an application for excess Offer Shares is arranged, the Company would be required to put in additional efforts and costs to administer the excess application procedures, which is not cost-effective.

Any Offer Shares not taken up by Qualifying Shareholders, any Offer Shares created by aggregation of fractional Offer Shares and any Offer Shares which the Non-Qualifying Shareholders would otherwise have been entitled (if any) will be taken up by the Underwriter.

To facilitate the trading of odd lots (if any) of the Offer Shares arising from Open Offer, the Company has appointed the Underwriter to stand in the market to provide matching services for the odd lots of the Offer Shares on a best effort basis at the relevant market price per Offer Shares for the period from 9:00 a.m. on Tuesday, 31 March 2015 to 4:00 p.m. on Thursday, 23 April 2015 (both dates inclusive). Holders of odd lots of the Offer Shares who wish to take advantage of this matching service either to dispose of their odd lots Shares or to top up to board lots of 12,000 Shares, may contact Mr. Simon Lou of the Underwriter on 27/F, Low Block, Grand Millenium Plaza, 181 Queen's Road Central, Hong Kong or at telephone number (852) 2509 7519 during this period. Shareholders should note that the above matching services is on a best effort basis only and successful matching of the sale and purchase of odd lots of the Offer Shares is not guaranteed. Any Shareholder, who is in any doubt about the odd lot arrangement, is recommended to consult his/her/its own professional advisers.

Share Certificates and Refund Cheques for the Offer Shares

Subject to the fulfillment of the conditions precedent as set out in the paragraph headed "Conditions of the Open Offer" in this Prospectus, share certificates for all fully-paid Offer Shares are expected to be posted on or before Thursday, 23 April 2015 by ordinary mail to the Qualifying Shareholders who have validly accepted and applied for (where appropriate), and paid for the Offer Shares by 4:00 p.m. on Tuesday, 14 April 2015 at their own risk. If the Open Offer is terminated, refund cheques will be despatched on or before Thursday, 23 April 2015 by ordinary post at the respective Shareholders' own risk.

Fractions of the Offer Shares

Fractional entitlements to the Offer Shares will not be issued to the Qualifying Shareholders but will be aggregated and taken up by the Underwriter. The Company will not allot any fractions of the Offer Shares.

Application for listing

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Offer Shares. Dealings in the Offer Shares will be subject to the payment of stamp duty, Stock Exchange trading fee and any other applicable fees and charges in Hong Kong.

None of the securities of the Company is listed or dealt in on any other stock exchange other than the Stock Exchange and no such listing or permission to deal is proposed to be sought.

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Subject to the granting of listing of, and permission to deal in, the Offer Shares on the Stock Exchange, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

CONDITIONS OF THE OPEN OFFER

The Open Offer is subject to the Underwriting Agreement having become unconditional and not being terminated in accordance with its terms. In addition, the Open Offer is conditional upon the following conditions precedent being fulfilled:

- (a) the Share Consolidation and the Increase in Authorised Share Capital having become effective;
- (b) the passing of the relevant ordinary resolution to approve the Open Offer by the Independent Shareholders at the EGM in accordance with the Listing Rules;
- (c) the delivery to the Stock Exchange and the Registrar of Companies one copy of the Prospectus Documents each duly signed by two Directors (or by their authorised agents) in accordance with the relevant requirements under Section 342C of the Companies (WUMP) Ordinance and otherwise in compliance with the Listing Rules and the Companies (WUMP) Ordinance;
- (d) the posting of the Prospectus Documents to the Qualifying Shareholders and the posting of the Prospectus and a letter in the agreed form to the Non-Qualifying Shareholders;
- (e) the Listing Division of the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked listing of and permission to deal in the Consolidated Shares and the Offer Shares;
- (f) compliance by the Company with its obligations in connection with the making of the Open Offer and allotment and offer of the Offer Shares by the times specified in the Underwriting Agreement;
- (g) (i) the Shares remaining listed on the Stock Exchange at all times prior to the Settlement Date and the current listing of the Shares not having been withdrawn or the trading of the Shares not having been suspended for a consecutive period of more than three trading days (other than pending publications of announcements, circulars or the Prospectus in respect of the Open Offer); and (ii) no indication being received before 4:00 p.m. on the Settlement Date from the Stock Exchange to the effect that such listing may be withdrawn or objected to (or conditions will or may be attached thereto) (other than pending publications of announcements in respect of the Open Offer); and

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- (h) by the Latest Time for Termination, (i) no material breach of any of the warranties or the undertakings referred to in the Underwriting Agreement having come to the knowledge of the Underwriter; and (ii) a matter not having arisen which would reasonably be expected to give rise to a material breach or a material claim.

None of the conditions above can be waived. Up to the Latest Practicable Date, conditions (a) and (b) were satisfied. In the event that any of the conditions has not been satisfied and/or waived (where applicable) in whole or in part by the Underwriter pursuant to the terms of the Underwriting Agreement and being no later than 4:00 p.m. on the Settlement Date, all obligations and liabilities of the parties to the Underwriting Agreement shall cease and determine and no party thereto shall have any claim against the other parties save for any antecedent breach of the Underwriting Agreement.

If the Underwriting Agreement is terminated, the Open Offer will not proceed.

THE UNDERWRITING AGREEMENT

Date:	4 February 2015 (after trading hours) (as supplemented and amended by the Supplemental Agreement dated 25 February 2015)
Underwriter:	Guotai Junan Securities (Hong Kong) Limited, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Underwriter and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons (as defined in the Listing Rules)
Total number of Offer Shares being underwritten by the Underwriter:	The Underwriter has conditionally agreed pursuant to the Underwriting Agreement to underwrite the 1,185,432,526 Offer Shares (excluding the Prestige Rich Undertaken Shares) on a fully underwritten basis, subject to the terms and conditions of the Underwriting Agreement
Commission:	0.5% of the aggregate Subscription Price of the Underwritten Shares as determined on the Record Date

The commission rate was determined after arm's length negotiation between the Company and the Underwriter by reference to the size of the Open Offer and the current and expected market conditions. The Board considers the terms of the Underwriting Agreement including the commission rate are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The Offer Shares (excluding the Prestige Rich Undertaken Shares) will be fully underwritten by the Underwriter pursuant to the terms of the Underwriting Agreement. Upon completion of the Open Offer in accordance with the terms of the Underwriting Agreement, the public float requirement under the Listing Rules will be complied with.

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TERMINATION OF THE UNDERWRITING AGREEMENT

The Underwriting Agreement contains provisions entitling the Underwriter, by notice in writing, to terminate its obligations thereunder on the occurrence of certain events. If, prior to the Latest Time for Termination (i.e. 4:00 p.m. on Friday, 17 April 2015 pursuant to the expected timetable),

- (1) any material breach of any warranties or the undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriter, or there has been a material breach on the part of the Company of any other provision of the Underwriting Agreement or any matter has arisen which would reasonably be expected to give rise to such a material breach or material claim in respect of the warranties or undertakings contained in the Underwriting Agreement; or
- (2) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) which would materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offer after the signing of the Underwriting Agreement; or
- (3) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring after the signing of the Underwriting Agreement or continuing after the signing of the Underwriting Agreement), of a political, military, financial, economic or other nature, or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which would materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
- (4) any materially adverse change after the signing of the Underwriting Agreement in the business or in the financial or trading position of the Group as a whole which is material in the context of the Open Offer; or
- (5) any event or circumstances in the nature of force majeure including but without limitation any act of God, war, riot, public disorder, civil commotion, fire, flood, terrorism or strike occurred after the signing of the Underwriting Agreement in or affecting Hong Kong, the PRC or other jurisdiction relevant to the Group or any member of the Group which would materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
- (6) the commencement by any third party of any litigation or claim against any member of the Group after the signing of the Underwriting Agreement which is or might be material to the Group taken as a whole; or
- (7) there occurs or comes into effect the imposition of any moratorium, suspension or material restriction on trading in the Shares generally on the Stock Exchange due to exceptional financial circumstances or otherwise; or

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- (8) there is any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, imposition of economic sanctions, on Hong Kong, the PRC or other jurisdiction relevant to the Group or any member of the Group); or
- (9) any statement contained in the Prospectus has become and been discovered to be untrue, incorrect, incomplete or misleading in any material aspect, or matters have arisen or have been discovered which would, if the Prospectus was to be issued at the time, constitute a material omissions therefrom,

the effect of which events and circumstances individually or in aggregate (in the reasonable opinion of the Underwriter after consultation with the Company): (i) is or would be reasonably likely to be materially adverse to, or prejudicially affects or would be reasonably likely to prejudicially affect, the Group as a whole or the Open Offer; or (ii) makes it inadvisable or inexpedient to proceed with the Open Offer, the Underwriter shall be entitled, by notice in writing to the Company served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

Upon giving of notice of termination or pursuant to the Underwriting Agreement, all obligations of the Underwriter under the Underwriting Agreement shall cease and determine and save as provided in the Underwriting Agreement, the obligations of the parties to the Underwriting Agreement shall terminate forthwith provided that the Company shall remain liable to pay to the Underwriter such fees and expenses (but not the underwriting commission) referred to in the Underwriting Agreement. If the Underwriter exercises such right, the Open Offer will not proceed.

IRREVOCABLE UNDERTAKING BY PRESTIGE RICH

Prestige Rich is interested in 224,540,772 Shares, representing approximately 27.47% of the issued share capital of the Company as at the Latest Practicable Date. Prestige Rich has irrevocably undertaken to the Company that (i) from the date of the Underwriting Agreement and up to the Record Date, it shall not sell or transfer (or cause the same to be done) or otherwise dispose of (or permit any such action to occur) in respect of any interest in any Shares registered in its name; and (ii) subject to fulfillment of the conditions to the Underwriting Agreement, and the Underwriters not having terminated the Underwriting Agreement, Prestige Rich shall take up the Prestige Rich Undertaken Shares by no later than the Latest Time for Acceptance, which will be allotted and issued to Prestige Rich as its entitlement under the Open Offer in accordance with the Prospectus Documents.

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WARNING OF THE RISKS OF DEALING IN SHARES

The Consolidated Shares have been dealt in on an ex-entitlement basis commencing from Wednesday, 18 March 2015.

The Open Offer is conditional upon, inter alia, the fulfillment of the conditions precedent set out under the paragraph headed “Conditions of the Open Offer” in this Prospectus. Therefore, the Open Offer may or may not proceed. Any dealings in the Shares from the date of the Announcement up to the date on which all such conditions precedent are fulfilled will accordingly bear the risk that the Open Offer may not become unconditional or may not proceed. Any Shareholders or other persons contemplating dealings in the Shares are recommended to consult their own professional advisers. Shareholders and potential investors of the Company should therefore exercise extreme caution when dealing in the Shares.

SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company assuming that there is no change in the shareholding structure of the Company from the Latest Practicable Date to immediately after completion of the Open Offer:

	As at the Latest Practicable Date		Immediately after completion of Open Offer assuming all Qualifying Shareholders take up their respective entitlements under the Open Offer		The Underwriter takes up all the Offer Shares (excluding the Prestige Rich Undertaken Shares) in accordance with its underwriting commitment under the Underwriting Agreement (Note 3)	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
Mr. Zhang Jinbing (Note 1)	224,540,772	27.47	673,622,316	27.47	673,622,316	27.47
Hengdeli Holdings Limited (Note 2)	100,000,000	12.24	300,000,000	12.24	100,000,000	4.08
Underwriter and Sub-underwriters (Note 3)	—	0.00	—	0.00	1,185,432,526	48.35
Public Shareholders	<u>492,716,263</u>	<u>60.29</u>	<u>1,478,148,789</u>	<u>60.29</u>	<u>492,716,263</u>	<u>20.10</u>
TOTAL:	<u>817,257,035</u>	<u>100.00</u>	<u>2,451,771,105</u>	<u>100.00</u>	<u>2,451,771,105</u>	<u>100.00</u>

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Notes:

1. The interest disclosed represents the 224,540,772 Shares held by Prestige Rich. All the interests disclosed above represent long positions in the Shares.
2. The 100,000,000 Shares are held by Alpha Key Investments Limited, which is wholly-owned by Hengdeli Holdings Limited. Thus, Hengdeli Holdings Limited is deemed to be interested in the 100,000,000 Shares held by Alpha Key Investments Limited pursuant to the SFO.
3. This scenario is for illustration purpose only. The Underwriter shall not subscribe, for its own account, for such number of untaken Shares which will result in the shareholding of its and parties acting in concert with it (within the meaning of the Takeover Code) in the Company to own 30% or more of the voting rights of the Company upon completion of the Open Offer; and pursuant to the Underwriting Agreement, the Underwriter shall use its best endeavours to ensure that (i) each of the Sub-Underwriters and independent placees and/or subscribers procured by any of them shall be third party independent placees and/or subscribers procured by any of them shall be third party independent of, not acting in concert (within the meaning of the Takeovers Code) with and not connected with the Directors or Substantial Shareholders or their respective associates; and (ii) save for the Underwriter itself and its associates, each of the independent placees procured by the Sub-Underwriters shall not, together with any party acting in concert (within the meaning of the Takeovers Code) with them, hold 10% or more of the voting rights of the Company upon completion of the Open Offer.

The Company will take appropriate measures, including but not limited to making necessary placing arrangements, to ensure that not less than 25% of the Shares are held by the public at all times in order to comply with the minimum public float requirement under the Listing Rules.

REASONS FOR THE OPEN OFFER AND USE OF PROCEEDS

The Group is principally engaged in (i) the export of manufactured jewellery products and writing instruments; (ii) trading of jewellery products and watches; and (iii) mining, exploration and sale of gold resources.

Based on the Subscription Price of HK\$0.3 per Offer Share and assuming no change in the shareholding structure of the Company from the Latest Practicable Date to immediately after completion of the Open Offer, the gross proceeds to be raised by the Company from the Open Offer will amount to approximately HK\$490.4 million (before expenses). The net proceeds to be raised by the Company from the Open Offer will amount to approximately HK\$487.2 million (after expenses). The Group intends to apply the net proceeds from the Open Offer (i) as to approximately HK\$100 million for development of new jewellery products bearing the trademarks of Omas which include fine writing instruments and trendy handmade jewellery products targeted at young customers. Omas will position itself as a mid-range brand in the Greater China Region and plan to open 3 to 5 shops in the mainland China in the coming two years; (ii) as to approximately HK\$100 million for further expansion of existing distribution business which include the increase in marketing and customer service expenses in relation to the existing and newly acquired brands in the Greater China Region and Taiwan; (iii) as to approximately HK\$200 million for purchase of inventories in existing and newly acquired brands. The inventories include timepieces and accessories, jewellery products, writing instruments, eyewear frames, clothing and leather goods and other products bearing the trademarks of GUCCI, GIRARD-PERREGAUX and JEANRICHARD; and (iv) any remaining net proceeds will be for the general working capital of the Group to enhance financial position

LETTER FROM THE BOARD

and for future investments opportunities of the Group if suitable activities identified. As at the Latest Practicable Date, the Company was yet to identify any business and investment opportunities or engaged in any negotiations regarding such opportunities.

Having considered other fund raising alternatives for the Group (including but not limited to, bank borrowings and placing of new Shares or other convertible securities) and taking into account the benefits and cost of each of the alternatives, the Directors are of the view that the Open Offer allows the Group to strengthen its balance sheet without facing the increasing interest rates and to enlarge the capital base of the Company, which may facilitate long-term development of the Group. In addition, given the fluctuating financial performance of the Group, the Directors are of the view that it may be difficult to obtain bank borrowings/debt financing with terms which the management of the Group consider acceptable to the Group, and that incurring additional debts will increase the Group's liabilities burden. The Company is now moving ahead to restructure those existing business which are now operating at loss or at low profit margin, and at the same time seeking for investment opportunities.

The Company has also considered the possibility of rights issue instead of Open Offer which allows Shareholders to trade the nil-paid rights. However, given the additional administrative costs, underwriting commission, and expenses to be incurred by the Company in arranging trading arrangement of the nil-paid rights and additional time for trading of nil-paid rights shares, the Company considers that the Open Offer is more time saving and cost effective and a better option. If the Company is to carry out a rights issue instead of the Open Offer, it is estimated that additional cost and expenses of around HK\$2.58 million would be incurred. It is also estimated that additional time would be involved by the Company for arranging the nil-paid rights trading, reviewing relevant documents, liaising with the parties involved such as the Company's branch share registrar in Hong Kong, the Underwriter, financial printer and other professional advisers.

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Regarding the current structure of the Open Offer, the management of the Group has taken into account that the liquidity in the trading of Shares was thin. For illustrative purpose, a table showing the average daily volume of the Shares per month and the respective percentages of the average daily trading volume as compared to the then total number of issued Shares for the period from 5 February 2014 up to and including the Last Trading Day is set out as below:

	Total trading volume of the Shares	Number of trading days	Average daily trading volume of the Shares	Number of issued Shares as at the end of the month/ period	Percentage of average daily trading volume to total number of issued Shares as at the end of the month/ period (%)
2014					
February (since 5 February)	405,546,620	18	22,530,368	4,366,027,293	0.52
March	449,058,482	21	21,383,737	4,366,027,293	0.49
April	198,824,054	20	9,941,203	6,549,040,939	0.15
May	201,819,000	20	10,090,950	6,549,040,939	0.15
June	204,641,767	20	10,232,088	6,549,040,939	0.16
July	326,594,000	22	14,845,182	6,549,040,939	0.23
August	372,309,000	21	17,729,000	6,549,040,939	0.27
September	499,060,359	21	23,764,779	6,549,040,939	0.36
October	191,189,860	21	9,104,279	6,549,040,939	0.14
November	93,562,804	20	4,678,140	6,549,040,939	0.07
December	123,450,359	21	5,878,589	8,172,570,350	0.07
2015					
January	108,545,000	21	5,168,810	8,172,570,350	0.06
February (up to and including the Last Trading Day)	23,500,000	3	7,833,333	8,172,570,350	0.10

Source: The Stock Exchange

As shown in the above table, for the period from 5 February 2014 up to and including the Last Trading Day, the average daily trading volume of the Shares per month ranged from approximately 0.06% to approximately 0.52% of the then total number of issued Shares as at the end of the relevant month/period. The management of the Group is of the view that by increasing the Subscription Price and lowering the allotment ratio, the attractiveness of the Qualifying Shareholder to subscribe for the Offer Shares will decrease. Given that a deep discount of the Subscription Price (i) can provide an incentive for the Qualifying Shareholders to subscribe for the Offer Shares as the Company has funding needs to raise such amount of proceeds to finance the investments; and (ii) are not uncommon in the market practice, the management of the Group are of the view that the current structure of the Open Offer is fair

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and reasonable. Potential dilution to the shareholding interests may only happen to Qualifying Shareholders if they still choose not to subscribe for their full allotment entitlement of the Offer Shares.

The Company is of the view that it is in the interest of the Company and the Shareholders as a whole to raise the capital through the Open Offer since it offers the Qualifying Shareholders the opportunity to maintain their pro rata shareholding interests in the Company and continue to participate in the future growth and development of the Group should they wish to do so.

To the extent that the net proceeds to be used for general working capital are not applied immediately to the above purposes, the Group will deposit the net proceeds into short-term deposits/investments. The Group will only select investment products based on minimum exposure of investment risk and flexibility. The Group may also subscribe for investment products, preferably of principal guaranteed, with expected interest returns higher than that of ordinary bank deposits in the future. The investment period is normally restricted to not more than one year in order to keep the Group with adequate cash flow for flexibility.

FUND RAISING ACTIVITIES INVOLVING ISSUE OF SECURITIES IN THE PAST 12 MONTHS

The Company's equity fund raising exercises over the past 12-month period immediately preceding the date of the Announcement are set out below:

Date of Announcement	Fund raising activity	Net proceeds raised (approximately)	Proposed use of the net proceeds	Actual use of the net proceeds
26 February 2014 (completed on 9 April 2014)	Open offer of 2,183,013,646 Shares at the price of HK\$0.08 per Share	HK\$172.1 million	For general working capital of the Group	Approximately HK\$130 million was used for development of distribution business, and the remaining proceeds was used for general working capital of the Group

ADDITIONAL INFORMATION

Your attention is drawn to the information set out in the appendices to this Prospectus.

On behalf of the Board
Ming Fung Jewellery Group Limited
Mr. Wong Chi Ming, Jeffry
Executive Director

1. SUMMARY OF FINANCIAL INFORMATION OF THE GROUP

Financial information with respect to the profits and losses, financial record and position, set out as a comparative table and the latest published audited balance sheets together with the notes on the annual accounts of the Group for each of the three years ended 30 September 2012, 2013 and 2014 are disclosed on pages 29 to 96 of 2012 annual report, pages 28 to 88 of 2013 annual report and pages 27 to 88 of 2014 annual report of the Company respectively.

The said annual reports of the Company are available on both the website of The Stock Exchange (www.hkex.com.hk) and the website of the Company (www.mingfung.com).

2. MATERIAL ADVERSE CHANGE

As disclosed in the announcement of the Company dated 13 March 2015, it is expected that the Group will record an unaudited consolidated net loss for the six months ending 31 March 2015 which is primarily attributable to the significant decrease in turnover of the Group due to the slowdown of demand in the PRC luxury goods market.

Save as disclosed above, as at the Latest Practicable Date, the Directors are not aware of any material adverse change in the financial or trading position of the Group since 30 September 2014, the date to which the latest published audited consolidated financial statements of the Group were made up.

3. INDEBTEDNESS

As at the close of business on 31 January 2015, being the latest practicable date for the purpose of preparing this indebtedness statement prior to the printing of this Prospectus, the Group had outstanding secured bank loans of approximately HK\$81,702,000. The Group's secured bank loans were secured by financial guarantee given by the Company.

As at the close of business on 31 January 2015, the Group had no material contingent liabilities.

Foreign currency amounts have been translated into Hong Kong dollars at the rates of exchange prevailing at the close of business on 31 January 2015.

Save as aforesaid and apart from intra-group liabilities and normal trade payables in the ordinary course of the business, as at the close of business on 31 January 2015, the Group did not have other outstanding mortgages, charges, debentures or other loan capital, bank overdrafts or loans, other similar indebtedness, finance lease or hire purchase commitments, liabilities under acceptance or acceptance credits, guarantees or other material contingent liabilities.

4. WORKING CAPITAL

The Directors are of the opinion that after taking into account the estimated net proceeds from the Open Offer and the Group's internal resources, cash flow from operations and the available banking facilities, the Group will have sufficient working capital for its present requirements for at least the next twelve months following the date of this prospectus.

5. BUSINESS TREND AND FINANCIAL AND TRADING PROSPECTS

During the financial year ended 30 September 2014, the luxury goods market in the PRC continuously impacted by the decelerated customer spending momentum due to the frugality campaign in the PRC government. This has seriously affected the business of the Group's jewellery products. To avoid further slowdown of the inventory turnover, the management decided to sell the slow moving inventories by block with discount. In response to the severe market condition, the Group started to consolidate the business by disposing underperforming retail and gold mining business in Liaoning and Anhui Province during the year.

For the gold mining business, the production schedule of the Chi Feng gold mines of the Group has been delayed due to an extensive time has been spent on (i) reviewing and negotiating the construction cost of the infrastructure of the mining facilities with the PRC mining institution, and (ii) revision of production plan in compliance with the PRC safety regulation. The Group will continue to carry out such work as necessary to generate revenue contribution in the near future.

The Group has taken further steps to enhance the distributor business by acquiring Sinoforce Group Limited, which indirectly hold the exclusive distribution right of the Products bearing the trademarks of "GIRARD-PERREGAUX" and "JEANRICHARD" in the territories of the mainland China, Macau, Hong Kong and Taiwan (reserved areas as per the relevant distribution agreement excepted). The acquisition was completed on 18 December 2014. The Group's strategy managed to weather the downturn in the luxury goods market by focusing on the distributor business. Looking forward, the challenging environment in the PRC luxury goods market is expected to persist, the Group will continue to adopt stringent cost control measures and look for new opportunity to cope with existing market environment and constantly review the business strategy in a cautious manner.

APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

A. UNAUDITED PRO FORMA FINANCIAL INFORMATION OF ADJUSTED NET TANGIBLE ASSETS OF THE GROUP

The following is the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group (the “**Unaudited Pro Forma Financial Information**”) prepared by the Directors in accordance with Rule 4.29 of the Listing Rules to illustrate the effect of the Open Offer on the basis of two Offer Shares for every Consolidated Share held on the Record Date on the unaudited consolidated net tangible assets of the Group attributable to owners of the Company as if the Open Offer had taken place on 30 September 2014.

The Unaudited Pro Forma Financial Information of the Group is prepared based on the audited consolidated net tangible assets of the Group attributable to the owners of the Company derived from the audited consolidated statement of financial position of the Group as at 30 September 2014, as extracted from the published annual report of the Company for the year ended 30 September 2014 and is adjusted for the effect of the Open Offer.

The Unaudited Pro Forma Financial Information of the Group has been prepared for illustrative purpose only, based on the judgments, estimates and assumptions of the Directors, and because of its hypothetical nature, it may not give a true picture of the financial position of the Group had the Open Offer actually been completed as at 30 September 2014 or at any future date.

	Audited consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 September 2014 <i>HK\$'000</i> <i>(Note 1)</i>	Unaudited estimated net proceeds from the Open Offer <i>HK\$'000</i> <i>(Note 2)</i>	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company immediately after the completion of the Open Offer <i>HK\$'000</i>
Consolidated net tangible assets	<u>953,491</u>	<u>487,202</u>	<u>1,440,693</u>
Number of Consolidated Shares issued (<i>'000</i>)	<u>817,257</u>	<u>1,634,514</u>	<u>2,451,771</u>
Audited consolidated net tangible assets per Consolidated Share attributable to the owners of the Company prior to the completion of the Open Offer (<i>Note 3</i>)			<u>HK\$1.17</u>
Unaudited consolidated net tangible assets per Consolidated Share attributable to the owners of the Company immediately after the completion of the Open Offer (<i>Note 4</i>)			<u>HK\$0.59</u>

APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

Notes:

1. The audited consolidated net tangible assets of the Group attributable to the owners of the Company at 30 September 2014 is arrived at by deducting intangible assets of approximately HK\$111,118,000 and goodwill of approximately HK\$29,555,000 as at 30 September 2014 from the audited consolidated net assets of the Group attributable to the owners of the Company of HK\$1,094,164,000 as at 30 September 2014.
2. The unaudited estimated net proceeds from the Open Offer are approximately HK\$487,202,000 calculated based on the maximum number of 1,634,514,000 Offer Shares to be issued at the Subscription Price of HK\$0.3 per Offer Share, and after deduction of estimated related expenses of approximately HK\$3,152,000 attributable to the Open Offer.
3. The calculation of the audited consolidated net tangible assets of the Group attributable to the owners of the Company per Consolidated Share prior to the completion of the Open Offer is based on the audited consolidated net tangible assets of the Group attributable to the owners of the Company of approximately HK\$953,491,000 and 817,257,000 Consolidated Shares. The number of 817,257,000 Consolidated Shares is calculated based on the 8,172,570,000 Old Shares in issued as at 31 January 2015 and adjusted for the Share Consolidation of every ten issued and unissued Old Shares of HK\$0.01 each into one Consolidated Share of HK\$0.1. At 30 September 2014, the consolidated net tangible assets per Old Shares is HK\$0.117 and per the Consolidated Shares is HK\$1.17.
4. The calculation of the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company per Consolidated Share immediately after the completion of the Open Offer is based on the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company immediately after the completion of the Open Offer of HK\$1,440,693,000 and 2,451,771,000 Consolidated Shares in issue immediately following completion of the Open Offer which comprises 817,257,000 Consolidated Shares in issue as at 31 January 2015 and 1,634,514,000 Offer Shares to be issued. At the Latest Practicable Date, the Company had no outstanding convertible securities, options, warrants or derivatives in issue which confer any right to subscribe for, convert or exchange into Shares.
5. No adjustment has been made to reflect any trading result or other transaction of the Group entered into subsequent to 30 September 2014.

B. ASSURANCE REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is the text of a report received from the Company's reporting accountants, KTC Partners CPA Limited, Certified Public Accountants, Hong Kong, in respect of the Group's unaudited pro forma financial information for the purpose of incorporation in this prospectus.

KTC Partners CPA Limited

Certified Public Accountants (Practising)

和信會計師事務所有限公司

Tel 電話: (852) 2314 7999 Fax 傳真: (852) 2110 9498
E-mail 電子郵件: info@ktccpa.com.hk
Room 801 & 802A, 8/F., Tower 2, South Seas Centre,
75 Mody Road, Tsimshatsui East, Kowloon, Hong Kong
香港九龍尖沙咀東部麼地道75號南洋中心第2座8樓801及802A室

INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF PRO FORMA FINANCIAL INFORMATION

To the Directors of Ming Fung Jewellery Group Limited

We have completed our assurance engagement to report on the compilation of pro forma financial information of Ming Fung Jewellery Group Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) by the directors of the Company (the “**Directors**”) for illustrative purposes only. The pro forma financial information consists of the pro forma statement of adjusted consolidated net tangible assets of the Group as at 30 September 2014 and related notes as set out on pages 26 and 27 of Appendix II to the prospectus issued by the Company dated 26 March 2015 (the “**Prospectus**”). The applicable criteria on the basis of which the Directors have compiled the pro forma financial information are described on pages 26 and 27 of Appendix II to the Prospectus.

The pro forma financial information has been compiled by the Directors to illustrate the impact of the proposed open offer on the basis of two offer shares for every Consolidated Share of the Company held on the record date (the “**Open Offer**”) on the Group's financial position as at 30 September 2014 as if the proposed open offer had taken place at 30 September 2014. As part of this process, information about the Group's financial position has been extracted by the Directors from the Group's financial statements for the year ended 30 September 2014, on which an audit report has been published.

Directors' Responsibilities for the Pro Forma Financial Information

The Directors are responsible for compiling the pro forma financial information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and with reference to Accounting Guideline 7 Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars (“**AG 7**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”).

Reporting Accountants' Responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements (“**HKSAE**”) 3420 Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus issued by the HKICPA. This standard requires that the reporting accountant comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the pro forma financial information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 30 September 2014 would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant’s judgment, having regard to the reporting accountant’s understanding of the nature of the Group, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the pro forma financial information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the pro forma financial information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

KTC Partners CPA Limited

Certified Public Accountants

Chow Yiu Wah, Joseph

Practising Certificate Number: P04686

Hong Kong

26 March 2015

1. RESPONSIBILITY STATEMENT

This Prospectus, 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 Prospectus 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 Prospectus misleading.

2. SHARE CAPITAL

The authorised and issued share capital of the Company as at the Latest Practicable Date is as follows:

<i>Authorised:</i>	<i>HK\$</i>
<u>10,000,000,000</u> ordinary shares of HK\$0.1 each	<u>1,000,000,000.00</u>
<i>Fully paid Shares/Offer Shares in issue or to be issued:</i>	
817,257,035 Shares of HK\$0.1 each in issue as at the Latest Practicable Date	81,725,703.50
<u>1,634,514,070</u> Offer Shares to be issued	<u>163,451,407.00</u>
<u>2,451,771,105</u>	<u>245,177,110.50</u>

All the Offer Shares, when allotted and issued, shall rank pari passu with each other and in all respects with the existing Shares in all respects including the rights as to voting, dividends and return of capital.

The Shares in issue are listed on the Stock Exchange. No part of the share capital or any other securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares or any other securities of the Company to be listed or dealt in on any other stock exchange.

As at the Latest Practicable Date, the Company had no outstanding derivatives, options, warrants and conversion rights or other similar rights which were convertible or exchangeable into Shares.

3. DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at the Latest Practicable Date, the interests of the Directors and chief executives in the shares, underlying shares or debentures of the Company or any of our associated corporations (within the meaning of Part XV of the SFO), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO

(including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies as contained in Appendix 10 to the Listing Rules, were as follows:

Name of Director	Type of interests	Number of Issued Shares held	Number of Underlying Shares held	Total Interests	Approximate percentage of shareholding of the Company (%)
Mr. Zhang Jinbing	Corporate (<i>Note</i>)	224,540,772	—	224,540,772	27.47

Note: The interest disclosed represents the 224,540,772 Shares held by Prestige Rich. All the interests disclosed above represent long position in the Shares.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executives of the Company had any beneficial or deemed interests or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies as contained in Appendix 10 to the Listing Rules.

4. INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

So far as is known to the Directors and the chief executive of the Company, as at the Latest Practicable Date, the following persons had an interest or short position in the shares, underlying shares or debentures of the Company which would fall to be disclosed to the Company under provisions of Division 2 and 3 of Part XV of the SFO, or were directly or indirectly interested in ten per cent (10%) or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group:

Name of person/corporation	Type of interests	Number of Issued Shares held	Number of Underlying Shares held	Total Interests	Approximate percentage of shareholding of the Company (%)
Mr. Zhang Jinbing	Corporate (Note 1)	224,540,772	—	224,540,772	27.47
Hengdeli Holdings Limited	Corporate (Note 2)	100,000,000	—	100,000,000	12.24

Notes:

1. The interest disclosed represents the 224,540,772 Shares held by Prestige Rich. All the interests disclosed above represent long positions in the Shares.
2. The 100,000,000 Shares are held by Alpha Key Investments Limited, which is wholly-owned by Hengdeli Holdings Limited. Thus, Hengdeli Holdings Limited is deemed to be interested in the 100,000,000 Shares held by Alpha Key Investments Limited pursuant to the SFO.

Save as disclosed above, as at the Latest Practicable Date, none of the Director is a director or employee of the companies who are the Substantial Shareholders of the Company.

5. DIRECTORS' INTERESTS IN CONTRACTS AND ASSETS

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which have been, since 30 September 2014 (being the date up to which the latest published audited accounts of the Group were made up), (i) acquired or disposed of by; or (ii) lease to; or (iii) proposed to be acquired or disposed of by; or (iv) proposed to be leased to, any member of the Group.

As at the Latest Practicable Date, there was no contract or arrangement subsisting in which any Director was materially interested and which was significant in relation to the business of the Group.

6. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group which does not expire or is not terminable by such member of the Group within one year without payment of compensation (other than statutory compensation).

7. COMPETING INTEREST

As at the Latest Practicable Date, none of the Directors and his respective associates was interested in any business apart from the Group's business which competes or is likely to compete, either directly or indirectly, with the Group's businesses pursuant to Rule 8.10 of the Listing Rules.

8. LITIGATION

As at the Latest Practicable Date, neither the Company nor its subsidiaries, was engaged in any litigation or arbitration of material importance and no litigation or claim of material importance known to the Directors to be pending or threatened against any member of the Group.

9. EXPERT AND CONSENT

The following is the qualification of the expert who has been named in this Prospectus or has given opinion or letter contained in this Prospectus:

Name	Qualifications
KTC Partners CPA Limited ("KTC Partners")	Certified Public Accountants

KTC Partners has given and has not withdrawn its written consent to the issue of this Prospectus with the inclusion therein of its letter and/or references to its name, in the form and context in which it appears.

As at the Latest Practicable Date, KTC Partners was not beneficially interested in the share capital of any member of the Group nor has any right, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for securities in any member of the Group. In addition, KTC Partners does not have any interest, either directly or indirectly, in any assets which have been, since 30 September 2014 (being the date to which the latest published audited consolidated financial statements of the Group were made up), acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group.

10. EXPENSES

The expenses in connection with the Open Offer, including financial advisory fees, independent financial adviser fees, underwriting commission, printing, registration, translation, legal and accountancy charges are estimated to be approximately HK\$3.2 million, which are payable by the Company.

11. MATERIAL CONTRACT

The following contract (not being contracts in the ordinary course of business) have been entered into by the members of the Group within the two years immediately preceding the Latest Practicable Date:

- (i) the underwriting agreement dated 25 February 2014 entered into between the Company and Guotai Junan Securities (Hong Kong) Limited in respect of the open offer of the Company completed on 9 April 2014; and
- (ii) the Underwriting Agreement.

12. CORPORATE INFORMATION OF THE COMPANY AND THE PARTIES INVOLVED IN THE OPEN OFFER

Board of Directors	Executive Director	Address
	Mr. Wong Chi Ming, Jeffrey	Flat E, 17th Floor, Block 6, Phase 3, Belvedere Garden, Castle Peak Road, Tsuen Wan, New Territories, Hong Kong
	Mr. Zhang Jinbing	Flat G, 61/F, Star Sky, The Cullinan, 1 Austin Road West, Tsimshatsui, Kowloon, Hong Kong
	Mr. Yu Fei, Philip	Flat B, 22nd Floor, Tower 1, 23 Tai Hang Drive, The Legend, Tai Hang, Hong Kong

**Independent
non-executive Directors**

Ms. Chu Wai Fan
28B Tower, 2, Park Summit,
88 Beech Street, Tai Kok Tsui,
Kowloon, Hong Kong

Mr. Tam Ping Kuen, Daniel
Flat F, 21st Floor, Tower 2,
Sorrento, Tsimshatsui,
Kowloon, Hong Kong

Dr. Willinge Garry Alides
Unit E, 9th Floor, Tower 5,
The Long Beach,
8 Hoi Fat Road,
Kowloon, Hong Kong

**Authorised
representatives**

Mr. Wong Chi Ming, Jeffrey
Flat E, 17th Floor, Block 6,
Phase 3, Belvedere Garden,
Castle Peak Road, Tsuen Wan,
New Territories, Hong Kong

Mr. Lau Chun Pong
Flat D, 17 Floor,
Mount Sterling Mall 9,
Mei Foo Sun Chuen,
Kowloon, Hong Kong

Senior Management

Company Secretary

Mr. Lau Chun Pong
Flat D, 17 Floor,
Mount Sterling Mall 9,
Mei Foo Sun Chuen,
Kowloon, Hong Kong

**Senior Finance
Manager**

Mr. Gao Qiang
No. 12, Long Wei Road,
Xi Chong, Luen Jiao,
Shunde, Guangdong, China

**Assistant Financial
Controller**

Mr. Wong Kang Bor, Alex
Room B, 14 Floor,
50 Broadway Street,
Mei Foo Sun Chuen,
Kowloon, Hong Kong

Registered office	Cricket Square Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands
Head office and principal place of business in Hong Kong	Room 1825, 18th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong
Principal share registrar and transfer office in the Cayman Islands	Royal Bank of Canada Trust Company (Cayman) Limited 4th Floor, Royal Bank House, 24 Shedden Road, George Town, Grand Cayman KY1-1110, Cayman Islands
Branch share registrar and transfer office in Hong Kong	Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong
Underwriter	Guotai Junan Securities (Hong Kong) Limited 27/F, Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong
Financial Adviser to the Company	Guotai Junan Capital Limited 27/F, Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong
Auditors	KTC Partners CPA Limited, Room 501, 502 & 508, 5/F, Mirror Tower, 61 Mody Road, Tsimshatsui East, Hong Kong
Legal advisers to the Company in relation to the Open Offer	<i>As to Hong Kong law:</i> Stevenson, Wong & Co. 4th, 5th Floors and 1602, Central Tower, 28 Queen's Road Central, Hong Kong

As to Cayman Islands law:
 Conyers Dill & Pearman
 2901 One Exchange Square,
 8 Connaught Place,
 Central,
 Hong Kong

Principal bankers

Hang Seng Bank
 83 Des Voeux Road, Central,
 Hong Kong

Website

<http://www.mingfung.com>

13. BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT**Executive Directors**

Mr. Wong Chi Ming, Jeffrey, aged 58, is the Chairman of the Company and the Co-founder of the Group. Mr. Wong, with extensive experience in the jewellery industry in Hong Kong and extensive knowledge in the jewellery industry of the United States and Europe, is responsible for the overall strategic planning and policy making of the Group. He was appointed as a Director on 28 February 2002.

Mr. Zhang Jinbing, aged 43, is the chief executive officer of the Company. Mr. Zhang graduated from Guangzhou Foreign Language Institute (廣州外國語學院) with a bachelor's degree of arts in 1994. He is responsible for the overall management and operations of the Company and was appointed as a Director in January 2015.

Mr. Yu Fei, Philip, aged 57, is a Director of the Company. He obtained a Bachelor of Science degree from California State University, Los Angeles. Mr. Yu is responsible for the sales and marketing of the Group's products and has over 29 years of experience in trading businesses. He was appointed as a Director on 2 April 2004.

Independent Non-Executive Directors

Ms. Chu Wai Fan, aged 42, was appointed as an independent non-executive Director in June 2013. She graduated from University of Hong Kong and is an associate member of the Hong Kong Institute of Certified Public Accountants. She has over 15 years of experience in the field of tax, finance, accounting and auditing.

Mr. Tam Ping Kuen, Daniel, aged 51, joined the Company as an independent non-executive Director in May 2006. He is the Founder of Daniel Tam & Co., Certified Public Accountants (Practising). Mr. Tam holds a Master of Financial Economics degree from the University of London and is an associate member of Hong Kong Institute of Certified Public Accountants and a fellow member of Association of Chartered Certified Accountants.

Dr. Willinge Garry Alides, aged 65, was appointed as independent non-executive Director in January 2015. Dr. Willinge holds a bachelor of science degree from the University of Melbourne, a graduate diploma in Applied Finance and Investment from the Securities Institute of Australia, a graduate diploma in Corporate Governance from the University of New England/Australian Institute of Company Directors and a honorary degree of Doctor of Technology from Curtin University of Technology. He also graduated from the INSEAD Asian International Executive Program in 2004. Dr. Willinge is a fellow of the Australian Institute of Company Directors and a fellow of the Hong Kong Institute of Directors. He has over 40 years of experience in management in Hong Kong and overseas.

Senior Management

Mr. Lau Chun Pong, aged 41, is the financial controller of the Group. He joined the Group in 2008 and is responsible for the financial and accounting matters of the Group. Mr. Lau holds a bachelor of arts degree from University of California, Los Angeles and is an associate member of the Hong Kong Institute of Certified Public Accountants and American Institute of Certified Public Accountants. He has over 14 years of experience in the field of finance, accounting and auditing.

Mr. Gao Qiang, aged 50, is the senior finance manager of the Group. He joined the Group in 2008 and is responsible for the financial and accounting matters of the Group. He has over 20 years of experience in the field of finance and accounting.

Mr. Wong Kang Bor, Alex, aged 42, is the assistant financial controller of the Group. He joined the Group in 2008 and is responsible for the financial matters of the Group. Mr. Wong holds a bachelor of arts degree from San Francisco State University. He has over 14 years of experience in the field of finance and accounting.

14. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES

A copy of each of the Prospectus Documents and the written consent given by KTC Partners as referred to in the paragraph headed “Expert and Consent” in this Appendix III have been delivered to the Registrar of Companies pursuant to Section 342C of the Companies (WUMP) Ordinance.

15. LEGAL EFFECT

The Prospectus Documents and all acceptance of any offer or application contained in such documents are governed by and shall be construed in accordance with the laws of Hong Kong. Where an application is made in pursuance of any such documents, the relevant document(s) shall have the effect of rendering all persons concerned bound by the provisions, other than the penal provisions, of Sections 44A and 44B of the Companies (WUMP) Ordinance.

16. MISCELLANEOUS

- (i) The registered office of the Company is situated at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands and the head office and principal place of business of the Company is situated at Room 1825, 18th Floor Hutchison House, 10 Harcourt Road, Central, Hong Kong.
- (ii) The principal share registrar and transfer office of the Company in the Cayman Islands is Royal Bank of Canada Trust Company (Cayman) Limited at 4th Floor, Royal Bank House, 24 Shedden Road, George Town, Grand Cayman KY1-1110, Cayman Islands.
- (iii) The Hong Kong branch share registrar and transfer office of the Company is Tricor Tengis Limited, having its office situated at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (iv) Mr. Lau Chun Pong, the company secretary of the Company, is an associate member of the Hong Kong Institute of Certified Public Accountants.
- (v) As at the Latest Practicable Date, there was no restriction affecting the remittance of profits or repatriation of capital of the Company into Hong Kong from outside of Hong Kong.
- (vi) The English text of the Prospectus Documents shall prevail over their respective Chinese texts in the case of inconsistency.

17. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the principal place of business of the Company at Room 1825, 18th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong during normal business hours on any weekday other than public holidays, up to and including the Latest Time for Acceptance at 4:00 p.m. on Tuesday, 14 April 2015:

- (i) the memorandum and articles of association of the Company;
- (ii) the annual reports of the Company for the three financial years ended 30 September 2012, 2013 and 2014;
- (iii) the letter from KTC Partners CPA Limited regarding the unaudited pro forma financial information of the Group as set out in Appendix II to this Prospectus;
- (iv) the written consent referred to in the paragraph headed "Expert and Consent" in this Appendix III;
- (v) the material contract referred to in the paragraph headed "Material Contract" in this Appendix III;

- (vi) the circular dated 10 March 2015 entered into between the Company and Hengdeli Holdings Limited in respect of some continuing connected transactions of the Company; and
- (vii) this Prospectus.