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## **LARRY JEWELRY INTERNATIONAL COMPANY LIMITED**

**俊文寶石國際有限公司**

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 8351)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of Larry Jewelry International Company Limited (the “**Company**”) will be held at Units 01-02, 5th Floor, Soundwill Plaza, 38 Russell Street, Causeway Bay, Hong Kong on Monday, 14 May 2012 at 4:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. “**THAT** the Subscription Agreement (as defined and described in the circular of the Company dated 25 April 2012, a copy of which is produced to this meeting and marked “A” and signed by the chairman of this meeting for identification purpose (the “**Circular**”)), a copy of which is produced to this meeting and marked “B” and signed by the chairman of this meeting for identification purpose, and all the transactions contemplated under or incidental to the Subscription Agreement be and are hereby approved, confirmed and ratified and that the Directors (as defined in the Circular) be and are hereby authorised on behalf of the Company:
  - (i) to sign, seal, execute, perfect and deliver all such documents and do all such deeds, acts, matters and things as they may in their discretion consider necessary or desirable for the purpose of or in connection with the implementation of the Subscription Agreement and all transactions contemplated thereunder;
  - (ii) to allot and issue the Subscription Shares (as defined in the Circular) in accordance with the terms of the Subscription Agreement, such Subscription Shares to be allotted and issued credited as fully paid and ranking *pari passu* in all respects with all the Shares (as defined in the Circular) then in issue;
  - (iii) to exercise or enforce all of the rights of the Company under the Subscription Agreement; and
  - (iv) to complete the Subscription Agreement in accordance with its terms.”

2. “**THAT** the Placing Agreement (as defined and described in the Circular), a copy of which is produced to this meeting and marked “C” and signed by the chairman of this meeting for identification purpose, and all the transactions contemplated under or incidental to the Placing Agreement be and are hereby approved, confirmed and ratified and that the Directors be and are hereby authorised on behalf of the Company:
- (i) to sign, seal, execute, perfect and deliver all such documents and do all such deeds, acts, matters and things as they may in their discretion consider necessary or desirable for the purpose of or in connection with the implementation of the Placing Agreement and all transactions contemplated thereunder;
  - (ii) to allot and issue the Placing Shares (as defined in the Circular) in accordance with the terms of the Placing Agreement, such Placing Shares to be allotted and issued credited as fully paid and ranking pari passu in all respects with all the Shares then in issue;
  - (iii) to exercise or enforce all of the rights of the Company under the Placing Agreement; and
  - (iv) to complete the Placing Agreement in accordance with its terms.”

By Order of the Board  
**Larry Jewelry International Company Limited**  
**Tsang Po Yee Pauline**  
*Executive Director*

Hong Kong, 25 April 2012

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Head office and principal place of business in Hong Kong:*  
Units 01–02  
5th Floor  
Soundwill Plaza  
38 Russell Street  
Causeway Bay  
Hong Kong

*Notes:*

- (1) A shareholder entitled to attend and vote at the meeting may appoint one or more than one proxy to attend and to vote instead of him. A proxy need not be a shareholder of the Company.
- (2) In the case of joint holders of any share, any one of such persons may vote at the said meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders is present at the said meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- (3) In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's share registrar in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the meeting or any adjournment thereof (as the case may be) should you so wish.
- (4) A form of proxy for use at the meeting is enclosed with the Circular.

*As at the date of this notice, the Board comprises Ms. Tsang Po Yee Pauline as executive director, Mr. Chan Man Fai Joe as Chairman and non-executive director, Mr. Tam B Ray Billy and Mr. Lam Kin Kok as non-executive Directors, and Mr. Seto Man Fai, Mr. Ho Hin Hung Henry and Mr. Wong Tat Tung as independent non-executive Directors.*

*This notice will remain on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for 7 days from the date of its publication and on the website of the Company at [www.larryjewelryinternational.com](http://www.larryjewelryinternational.com).*