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MING FUNG JEWELLERY GROUP LIMITED

明豐珠寶集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 860)

RESULTS OF THE OPEN OFFER

Financial adviser to the Company



Guotai Junan Capital Limited

Underwriter of the Open Offer



Guotai Junan Securities (Hong Kong) Limited

Reference is made to the prospectus of Ming Fung Jewellery Group Limited (the “**Company**”) dated 19 March 2014 (the “**Prospectus**”). Unless otherwise stated, capitalised terms used herein shall bear the same meanings as defined in the Prospectus.

RESULTS OF THE OPEN OFFER

The Board is pleased to announce that all the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement has not been terminated under its terms by the Underwriter. Accordingly, the Open Offer became unconditional.

At 4:00 p.m. on Wednesday, 2 April 2014, being the Latest Time for Acceptance, a total of 18 valid acceptances in respect of 1,357,615,330 Offer Shares provisionally allotted under the Open Offer were received, representing approximately 62.20% of the total number of the Offer Shares available for subscription under the Open Offer.

* *for identification purpose only*

UNDERWRITING ARRANGEMENTS

Based on the above results, the Open Offer was under-subscribed by 825,398,316 Offer Shares. In accordance with the terms of the Underwriting Agreement, the Underwriter has subscribed 825,398,316 Offer Shares.

SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company immediately before and after completion of the Open Offer is set out below:

| | Immediately before completion of the Open Offer | | Immediately after completion of Open Offer | |
|---|---|--------------|--|--------------|
| | <i>Number of Shares</i> | <i>%</i> | <i>Number of Shares</i> | <i>%</i> |
| <i>Director</i> | | | | |
| Mr. Wong Chi Ming, Jeffry (<i>Note 1</i>) | 295,025,799 | 6.76 | 295,025,799 | 4.50 |
| <i>Substantial Shareholders</i> | | | | |
| Hengdeli Holdings Limited (<i>Note 2</i>) | 666,666,667 | 15.27 | 1,000,000,000 | 15.27 |
| Underwriter | — | — | 825,398,316 | 12.60 |
| Public Shareholders | <u>3,404,334,827</u> | <u>77.97</u> | <u>4,428,616,824</u> | <u>67.63</u> |
| Total | <u>4,366,027,293</u> | <u>100</u> | <u>6,549,040,939</u> | <u>100</u> |

Notes:

1. The interest disclosed represents the 295,025,799 Shares held by Equity Base Holdings Limited, a company incorporated in the British Virgin Islands which is wholly owned by Mr. Wong Chi Ming, Jeffry by virtue Section 334(3) of the SFO. Ms. Liu Ching Han, Magda, the spouse of Mr. Wong Chi Ming, Jeffry is deemed to be interested in these shares under the SFO. All the interests disclosed above represent long positions in the shares of the Company.
2. Alpha Key Investments Limited is a controlled corporation of Hengdeli Holdings Limited which is deemed to be interested in the same parcel of shares. All the interests disclosed above represent long positions in the shares of the Company.

DESPATCH OF SHARE CERTIFICATES AND COMMENCEMENT OF DEALINGS IN THE OFFER SHARES

It is expected that the share certificates for the Offer Shares in respect of the valid acceptances of the Offer Shares under the Application Forms will be despatched to those relevant Shareholders' addresses (as shown on the register of members of the Company) by ordinary post on or before Thursday, 10 April 2014 at their own risks.

Dealings in the Offer Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Friday, 11 April 2014. The Shares will be traded in board lots of 30,000 Shares.

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

Hong Kong, 9 April 2014

As at the date hereof, the Company's executive directors are Mr. Wong Chi Ming, Jeffry and Mr. Yu Fei, Philip and independent non-executive directors are Ms. Chu Wai Fan, Mr. Tam Ping Kuen, Daniel and Mr. Jiang Chao.

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