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## **NOBLE CENTURY INVESTMENT HOLDINGS LIMITED**

**仁瑞投資控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 2322)**

### **SUPPLEMENTAL MEMORANDUM OF UNDERSTANDING**

This announcement is made by Noble Century Investment Holdings Limited (the “**Company**”) pursuant to Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Reference is made to the announcements (the “**Announcements**”) of the Company dated 22 November 2016 and 23 November 2016 respectively in relation to, among other matters, the non-legally binding memorandum of understanding (the “**MOU**”) dated 22 November 2016 in relation to the possible acquisition (the “**Acquisition**”) of not less than 51% of the issued share capital in ZhongTai Specialty Financing Holdings Limited (中泰創展控股有限公司) (the “**Target Company**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

#### **BACKGROUND**

Pursuant to the terms of the MOU, the Vendor agreed that it will not and will procure the Target Company and its subsidiaries and their directors, officers, employees, representatives and agent will not, directly or indirectly, for a period of three months from the date of the MOU (the “**Exclusivity Period**”), (i) solicit, initiate or encourage enquiries or offers from; or (ii) initiate or continue negotiations or discussions with or furnish any information to; or (iii) enter into any agreement or statement of intent or understanding with, any person or entity other than the Company with respect to the sale or other disposition of the equity interest in or the sale, subscription, or allotment of any part thereof or any other shares of the Target Company.

Further, pursuant to the terms of the MOU, it is also agreed that the parties to the MOU shall negotiate in good faith towards one another in ensuring the Agreement be entered into as soon as possible and in any event, on or before the date falling three months from the date of the MOU, or such later date as the parties to the MOU may agree (the “**Agreement Signing Date**”).

## **SUPPLEMENTAL MOU**

As additional time is required for the due diligence review on the Target Group, the Vendor and the Company entered into a supplemental memorandum of understanding (the “**Supplemental MOU**”) on 22 February 2017 to extend (a) the Exclusivity Period to a period of nine months from the date of the MOU; and (b) the Agreement Signing Date to a date on or before the date falling nine months from the date of the MOU, or such later date as the parties to the MOU may agree .

Save for the amendments contained in the Supplemental MOU as stated above and such other alterations (if any) as may be necessary to make the MOU consistent with the Supplemental MOU, all other terms and conditions of the MOU shall remain unchanged.

**The Acquisition may or may not proceed. Shareholders and investors are reminded to exercise caution when dealing in the Shares. The Acquisition, if materialises, may constitute a notifiable transaction for the Company under the Listing Rules. Should the Company enter into the Agreement or decide to terminate the MOU or there be any material development on the Acquisition, the Company will inform the Shareholders and investors by way of announcement(s) in accordance with the Listing Rules as and when appropriate.**

By order of the Board of  
**Noble Century Investment Holdings Limited**  
**Ms. Zheng Juhua**  
*Chairman*

Hong Kong, 22 February 2017

*As at the date of this announcement, the executive Directors are Ms. Zheng Juhua and Mr. Chan Chi Yuen; the independent non-executive Directors are Mr. Man Kwok Leung, Mr. Yu Pak Yan, Peter and Mr. Chi Chi Hung, Kenneth.*