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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

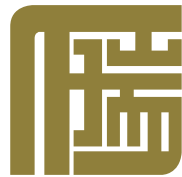
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**If you are in any doubt** about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Noble Century Investment Holdings Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation 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 circular.

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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)**

**PROPOSED SHARE SUBDIVISION;  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening the special general meeting (the “**SGM**”) of the Company to be held at Suite 2202, 22nd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 5 September 2016 at 11:00 a.m. is set out on pages 10 to 11 of this circular. A form of proxy for use at the SGM is also enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.noblecentury.hk](http://www.noblecentury.hk).

Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

This circular will remain on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) on the “Latest Company Announcements” page for at least seven days from the date of its posting and the Company’s website at [www.noblecentury.hk](http://www.noblecentury.hk).

18 August 2016

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“Announcement”	the announcement of the Company dated 4 August 2016 in relation to the Share Subdivision
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday or Sunday) on which banks in Hong Kong are open for business throughout their normal business hours
“CCASS”	The Central Clearing and Settlement System established and operated by HKSCC
“Company”	Noble Century Investment Holdings Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the Stock Exchange
“Directors”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“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
“Latest Practicable Date”	15 August 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	the special general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Share Subdivision and the transactions contemplated thereunder
“Share(s)”	ordinary share(s) in the issued and unissued capital of the Company, the par value of which being of HK\$0.10 each prior to the Share Subdivision
“Shareholder(s)”	holder(s) of the Share(s)

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## DEFINITIONS

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“Share Subdivision”	the proposed subdivision of every one (1) existing issued and unissued Share of par value of HK\$0.10 each into five (5) Subdivided Shares of par value of HK\$0.02 each
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	ordinary share(s) of HK\$0.02 each in the share capital of the Company upon completion of the Share Subdivision
“%”	Percentage or per cent

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## EXPECTED TIMETABLE

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*The expected timetable relating to the Share Subdivision and the associated trading arrangement are as follows:*

Latest time for lodging proxy form for the SGM  
(not less than 48 hours prior to time of the SGM) . . . . . 11:00 a.m. on Saturday,  
3 September 2016

Expected date and time of the SGM . . . . . 11:00 a.m. Monday, 5 September 2016

Announcement of poll results of the SGM . . . . . Monday, 5 September 2016

**The following events are conditional on the fulfillment of the conditions for the implementation of the Share Subdivision as set out in the section headed “Conditions of the Share Subdivision” in the Letter from the Board contained in this circular.**

Effective date of the Share Subdivision . . . . . Tuesday, 6 September 2016

Free exchange of existing share certificates  
for new share certificates commences . . . . . Tuesday, 6 September 2016

Dealing in Subdivided Shares commences . . . . . 9:00 a.m. Tuesday, 6 September 2016

Original counter for trading in existing Shares  
(in board lots of 8,000 existing Shares) closes . . . . . 9:00 a.m. Tuesday, 6 September 2016

Temporary counter for trading in Subdivided Shares in  
board lots of 40,000 Subdivided Shares (in form of the  
existing share certificates in green colour) opens . . . . . 9:00 a.m. Tuesday, 6 September 2016

Original counter for trading in Subdivided Shares  
(in board lots of 8,000 Subdivided Shares in the form  
of new share certificates in silver grey colour) re-opens . . . . . 9:00 a.m. Wednesday,  
21 September 2016

Parallel trading in existing Shares and Subdivided Shares  
(in form of existing share certificates in green colour and  
new share certificate in silver grey colour) begins . . . . . 9:00 a.m. Wednesday,  
21 September 2016

Temporary counter for trading in Subdivided Shares  
in board lots of 40,000 Subdivided Shares (in form  
of existing share certificates in green colour) closes . . . . . 4:00 p.m. Wednesday, 12 October 2016

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## EXPECTED TIMETABLE

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Parallel trading in existing Shares and Subdivided

Shares (in form of existing share certificates in green  
colour and new share certificates in silver grey colour) ends . . . . . 4:00 p.m. Wednesday,  
12 October 2016

Free exchange of existing share certificates for

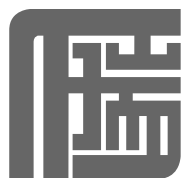
new share certificates in silver grey colour ends . . . . . 4:30 p.m. Friday, 14 October 2016

*Note:* All times and dates in this circular refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above and in this circular are indicative only and may be extended or varied by the Company. Any changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Zheng Juhua (*Chairman*)

Chan Chi Yuen

*Independent non-executive Directors:*

Man Kwok Leung

Yu Pak Yan, Peter

Chi Chi Hung, Kenneth

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM II

Bermuda

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

Suite 2202, 22nd Floor

China Resources Building

26 Harbour Road

Wanchai, Hong Kong

18 August 2016

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSED SHARE SUBDIVISION;  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

As disclosed in the Announcement, the Board proposes to put forward the Share Subdivision involving subdivision of every one (1) existing issued and unissued Share of par value of HK\$0.10 each in the share capital of the Company into five (5) Subdivided Shares of par value of HK\$0.02 each.

The purpose of this circular is to provide you with, among other things, information relating to (i) the Share Subdivision; and (ii) the notice of the SGM at which an ordinary resolution will be proposed to approve the Share Subdivision.

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## LETTER FROM THE BOARD

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### **PROPOSED SHARE SUBDIVISION**

The Board proposes that every one (1) existing issued and unissued Share of par value of HK\$0.10 each in the share capital of the Company will be subdivided into five (5) Subdivided Shares of par value of HK\$0.02 each. No fractional Subdivided Shares will arise.

### **Conditions of the Share Subdivision**

The Share Subdivision is conditional upon (i) the passing of an ordinary resolution to approve the Share Subdivision by the Shareholders at the SGM; and (ii) the Listing Committee of the Stock Exchange granting approval to the listing of, and permission to deal in, the Subdivided Shares.

Assuming all the conditions are fulfilled, the Share Subdivision will become effective on the Business Day following the passing of the ordinary resolution at the SGM, which is expected to be held on Monday, 5 September 2016.

### **Effect of the Share Subdivision**

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$100,000,000 divided into 1,000,000,000 Shares of par value of HK\$0.10 each, of which 736,120,000 Shares have been issued and are fully paid or credited as fully paid. Assuming that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the SGM, immediately after the Share Subdivision becoming effective, the authorised share capital of the Company will become HK\$100,000,000 divided into 5,000,000,000 Subdivided Shares of par value of HK\$0.02 each, of which 3,680,600,000 Subdivided Shares of par value of HK\$0.02 each will be in issue which are fully paid or credited as fully paid following the Share Subdivision becoming effective.

Upon the Share Subdivision becoming effective, the Subdivided Shares will rank *pari passu* with each other in all respects with the Shares in issue prior to the Share Subdivision and the Share Subdivision will not result in any change in the rights of the Shareholders.

Upon the Share Subdivision becoming effective, the board lot size for trading on the Stock Exchange will remain unchanged with 8,000 Subdivided Shares for each board lot.

### **Free exchange of Subdivided Shares' certificates and trading arrangement**

Subject to the Share Subdivision becoming effective, which is expected to be on Tuesday, 6 September 2016, Shareholders may, during the period from Tuesday, 6 September 2016 to Friday, 14 October 2016 (both days inclusive) between 9:00 a.m. and 4:30 p.m. on any Business Day, submit share certificates for the existing Shares in green colour to the Company's Hong Kong branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, to exchange, at the expense of the Company, for new share certificates of the Subdivided Shares in silver grey colour. Thereafter, each share certificate for the existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each new share certificate for cancellation, whichever the number of certificates issued or cancelled is higher. Nevertheless, the share certificates for the existing Shares will



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## LETTER FROM THE BOARD

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continue to be good evidence of legal title and may be exchanged for new share certificates for the Subdivided Shares at any time at the expenses of the Shareholders after Friday, 14 October 2016 but are not accepted for trading, settlement and registration upon completion of the Share Subdivision.

It is expected that the new share certificates of the Subdivided Shares will be available for collection within a period of ten (10) Business Days after submission of the share certificates of the existing Shares.

### **Securities convertible or exchangeable into Shares**

As at the Latest Practicable Date, the Company does not have any options outstanding under any share option scheme of the Company or any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares.

### **Listing application**

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Subdivided Shares.

Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided 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 Subdivided 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.

No part of the equity or debt 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 in is being currently proposed to be sought from any other stock exchanges.

### **Reasons for the Share Subdivision**

Upon the proposed Share Subdivision becoming effective, the par value of each share of the Company will decrease and the total number of shares of the Company in issue will increase. The Share Subdivision will result in a downward adjustment to the trading price of the shares of the Company. Based on the closing price of HK\$5.08 per Share as quoted on the Stock Exchange on the 4 August 2016, the market value per board lot of 8,000 existing Shares is HK\$40,640 and the estimated market value per board lot of 8,000 Subdivided Shares will theoretically be reduced to HK\$8,128 immediately upon the Share Subdivision becoming effective. Based on the closing price of HK\$4.85 per Share as quoted on the Stock Exchange on the Latest Practicable Date, the market value per board lot of 8,000 existing Shares is HK\$38,800 and the estimated market value per board lot of 8,000 Subdivided Shares will theoretically be reduced to HK\$7,760 immediately upon the Share Subdivision becoming effective. The Board believes that the Share Subdivision will lower the market value of each board lot of Subdivided Shares and thus lower the monetary hurdle of trading of the Shares by investors, hence improving the liquidity in trading of the Subdivided Shares. The Board also believes that the Share Subdivision will keep the par value of the Subdivided Shares at a lower level that can facilitate the Company's future fund raising activities. As at the

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## LETTER FROM THE BOARD

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Latest Practicable Date, no plan or proposal has been made nor any written agreement been entered into in respect of any fund raising activity. In view of the above, the Board considers that the Share Subdivision is beneficial to the Company and the Shareholders as a whole.

Other than the relevant expenses, including but not limited to professional fees and printing charges incurred, the implementation of the Share Subdivision will have no effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, business, operations, management or financial position of the Company or the interests of the Shareholders. The Directors believe that the Share Subdivision will not have any material adverse effect on the financial position of the Group.

### WARNING

**Shareholders and potential investors should be aware of and take note that the Share Subdivision is conditional upon satisfaction of the conditions precedent set out in the paragraph headed “Conditions of the Share Subdivision” above in this circular. Accordingly, the Share Subdivision may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.**

### THE SGM

The Share Subdivision will be conditional, among other matters, upon the passing by the Shareholders of the ordinary resolution at the SGM.

Set out on pages 10 to 11 of this circular is a notice convening the SGM to be held at Suite 2202, 22nd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 5 September 2016 at 11:00 a.m.. Ordinary resolution will be proposed at the SGM to consider, and thought fit, to approve the Share Subdivision and the transactions contemplated thereunder.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to be proposed at the SGM to approve the Share Subdivision.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the Share Subdivision is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolution at the SGM to approve the Share Subdivision.

### RESPONSIBILITY STATEMENT

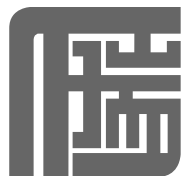
This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular 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 circular misleading.

Yours faithfully,  
For and on behalf of the Board  
**Noble Century Investment Holdings Limited**  
**Zheng Juhua**  
*Chairman*

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## NOTICE OF SGM

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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)

#### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “SGM”) of Noble Century Investment Holdings Limited (the “Company”) will be held at Suite 2202, 22nd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 5 September 2016 at 11:00 a.m., for the purpose of considering and, if thought fit, passing with or without modification, the following resolution of the Company:

#### ORDINARY RESOLUTION

“**THAT** subject to and conditional upon, among others, the granting by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) the listing of, and permission to deal in, the Subdivided Shares (as defined below), with effect from the first business day which is a settlement day for the trading of the shares of the Company on the Stock Exchange immediately following the date on which this resolution is passed by the shareholders of the Company, each of the issued and unissued ordinary shares of HK\$0.10 each in the share capital of the Company be and is hereby subdivided (the “**Share Subdivision**”) into five (5) ordinary shares of HK\$0.02 each (the “**Subdivided Shares**”), and that any director of the Company be and is hereby authorised to sign and execute such documents, instruments and agreements and to do all such acts and things deemed by the directors of the Company in his/her absolute discretion to be incidental to, ancillary to or in connection with any of the foregoing as he/she considers necessary, desirable or expedient in connection with the implementation of or giving effect to any of the foregoing, including but not limited to, the cancellation of any existing share certificates and to issue new share certificates in respect of the Subdivided Shares to holders of the existing shares of the Company pursuant to the Share Subdivision.”

By Order of the Board  
Noble Century Investment Holdings Limited  
**Zheng Juhua**  
*Chairman*

Hong Kong, 18 August 2016

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## NOTICE OF SGM

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*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM II  
Bermuda

*Head office and principal place*

*of business in Hong Kong:*  
Suite 2202, 22nd Floor  
China Resources Building  
26 Harbour Road  
Wanchai, Hong Kong

*Notes:*

- (1) As at the date of this notice, the executive directors of the Company are Ms. Zheng Juhua and Mr. Chan Chi Yuen; the independent non-executive directors of the Company are Mr. Man Kwok Leung, Mr. Yu Pak Yan, Peter and Mr. Chi Chi Hung, Kenneth.
- (2) A member entitled to attend and vote at the SGM is entitled to appoint one or more proxy to attend and vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (3) A form of proxy for use at the SGM is enclosed with the circular of the Company dated 18 August 2016. Whether or not you intend to attend the SGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he/she/it so wish.
- (4) In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
- (5) In the case of joint holders of shares, any one of such joint holders may vote at the SGM, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.