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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**

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The Board proposes to put forward to the Shareholders a proposal to effect the proposed Share Subdivision whereby 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. The Share Subdivision will become effective upon fulfillment of the conditions set out under the section headed “Conditions of the Share Subdivision” below.

All 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 be expected to result in any change in the relevant 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.

#### **GENERAL**

A circular containing, among other things, details of the Share Subdivision together with the notice of the SGM and related proxy form, will be despatched to the Shareholders on Thursday, 18 August 2016.

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## **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.

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.

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 date of this announcement, 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 date of this announcement 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 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 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.

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

As at the date of this announcement, 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.

### **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 4 August 2016, the market value per board lot of 8,000 existing Shares is HK\$40,640. 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. 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 date of this announcement, 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.

### **EXPECTED TIMETABLE**

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

Despatch of the circular in relation to the  
Share Subdivision together with the  
SGM notice and proxy form . . . . . On or before Thursday, 18 August 2016

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, which are included in this announcement.

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

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

All times and dates in this announcement refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above 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.

**GENERAL**

A circular containing, among other things, details of the Share Subdivision together with the notice of the SGM and related proxy form, will be despatched to the Shareholders on Thursday, 18 August 2016.

**DEFINITIONS**

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

|                 |   |
|-----------------|---|
| “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                                    |
| “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  |
| “HK\$”          | Hong Kong dollars, the lawful currency of Hong Kong   |
| “Hong Kong”     | Hong Kong Special Administrative Region of the People’s Republic of China   |
| “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)  |
| “Share Subdivision”   | the proposed subdivision of every one (1) 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 par value of HK\$0.02 each in the share capital of the Company upon completion of the Share Subdivision   |
| “%”                   | percentage or per cent   |

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

Hong Kong, 4 August 2016

*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.*