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## IMPORTANT

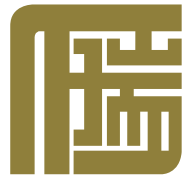
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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

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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)**

**PROPOSALS IN RELATION TO**  
**(1) RE-ELECTION OF DIRECTORS;**  
**(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;**  
**(3) REFRESHMENT OF THE 10% GENERAL LIMIT**  
**UNDER THE SHARE OPTION SCHEME;**  
**AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

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The Notice of Annual General Meeting of Noble Century Investment Holdings Limited to be held at Suite 2202, 22/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 26 August 2016 at 11:00 a.m. is set out on pages 14 to 17 of this circular. Whether or not you are able to attend the annual general meeting, please complete and return the enclosed form of proxy to the Company's Branch Registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the annual general meeting and voting in person should you so wish.

28 July 2016

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## DEFINITIONS

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

“10% General Limit”	the limit imposed under the rules of the Share Option Scheme on the maximum number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme, being 10% of the total issued Shares of the Company as at the date of adoption of the Share Option Scheme and thereafter, if refreshed, shall not exceed 10% of the total issued Shares of the Company as at the date of approval of the refreshed limit by the Shareholders
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Suite 2202, 22/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 26 August 2016 at 11:00 a.m.
“Annual Report”	the annual report of the Company for the year ended 31 March 2016
“Board”	the board of Directors of the Company
“Buyback Mandate”	mandate to repurchase up to a maximum of 10% of the total issued Shares of the Company as at the date of passing the relevant resolution no. 4 set out in Appendix III – Notice of AGM to this circular
“Bye-laws”	the bye-laws of the Company
“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
“Director(s)”	the directors of the Company
“Expired Share Option Scheme”	the share option scheme adopted by the Company pursuant to an ordinary resolution of the Shareholders passed on 25 March 2003 and expired on 24 March 2013
“Group”	the Company and all of its subsidiaries
“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

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## DEFINITIONS

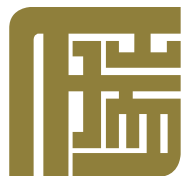
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“Issuance Mandate”	mandate to allot, issue or deal with new Shares not exceeding 20% of the total number of issued Shares of the Company as at the date of passing the relevant resolution no. 5 set out in Appendix III – Notice of AGM to this circular
“Latest Practicable Date”	26 July 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Option(s)”	the option(s) granted under the Share Option Scheme to subscribe for Shares in accordance with the terms thereof
“Proposed Refreshment”	the proposed refreshment of the 10% General Limit under the Share Option Scheme at the AGM
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	share(s) of HK\$0.10 each in the capital of the Company
“Share Option Scheme”	the existing share option scheme adopted by the Company pursuant to an ordinary resolution of the Shareholders passed on 2 September 2013
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers

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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

28 July 2016

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSALS IN RELATION TO**  
**(1) RE-ELECTION OF DIRECTORS;**  
**(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;**  
**(3) REFRESHMENT OF THE 10% GENERAL LIMIT**  
**UNDER THE SHARE OPTION SCHEME;**  
**AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting relating to (i) the re-election of Director; (ii) the granting of the Buyback Mandate to the Directors; (iii) the granting of the Issuance Mandate to the Directors; (iv) the extension of the Issuance Mandate by adding to it the number of Shares repurchased by the Company under the Buyback Mandate; and (v) the Proposed Refreshment.

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## LETTER FROM THE BOARD

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The notice of Annual General Meeting is set out in Appendix III to this circular and contains full text of all the resolutions to be proposed at the AGM.

### **PROPOSED RE-ELECTION OF DIRECTORS**

At each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office by rotation pursuant to the Company's Bye-law 87. Any director appointed by the Board to fill a casual vacancy shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting pursuant to the Company's Bye-law 86. In addition, the Listing Rules provide that every Director should be subject to retirement by rotation at least once every three years.

According to the above provisions, Ms. Zheng Juhua, being an executive Director, and Mr. Yu Pak Yan, Peter, being an independent non-executive Director, will retire by rotation at the Annual General Meeting pursuant to the Company's Bye-law 87 and the Listing Rules. All the retiring Directors, being eligible, offer themselves for re-election at the AGM. Details of the Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

### **GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES**

At the annual general meeting of the Company held on 24 August 2015, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares. Such mandates will lapse at the conclusion of the Annual General Meeting.

Ordinary resolutions will be proposed at the AGM to approve the granting of new general mandates, that is the Buyback Mandate to repurchase up to a maximum of 10% of the total number of issued Shares of the Company as at the date of passing the relevant resolution and the Issuance Mandate to allot, issue or deal with new Shares not exceeding 20% of the total number of issued Shares of the Company as at the date of passing the relevant resolution, to the Directors and to extend the Issuance Mandate by adding to it the number of Shares repurchased by the Company under the Buyback Mandate.

As at the Latest Practicable Date, the total number of issued Shares of the Company was 736,120,000 Shares of HK\$0.10 each. Subject to the passing of the resolutions approving the Buyback Mandate and Issuance Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed to repurchase a maximum of 73,612,000 Shares under the Buyback Mandate and to allot, issue or deal with 147,224,000 new Shares under the Issuance Mandate.

The Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in relevant resolution set out in the notice of AGM contained in Appendix III to this circular. In accordance with the Listing Rules, an explanatory statement containing the required information to enable Shareholders to make an informed decision on whether to vote for or against the granting of the Buyback Mandate is set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### REFRESHMENT OF THE 10% GENERAL LIMIT UNDER THE SHARE OPTION SCHEME

Under the rules of the Share Option Scheme:

- (1) the total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company is subject to the 10% General Limit; and
- (2) the total number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 30% of the total number of issued Shares from time to time ("**30% Overall Limit**").

Under the Listing Rules, the Company may seek approval from the Shareholders in general meeting for refreshing the 10% General Limit so that the total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company shall be re-set at 10% of the Shares in issue as at the date of approval of the limit as "refreshed". In this connection, options previously granted under the Share Option Scheme and any other share option schemes of the Company (including options outstanding, cancelled, lapsed or exercised) will not be counted for the purpose of calculating the 10% General Limit as "refreshed".

The Share Option Scheme was adopted by the Company pursuant to a Shareholders' resolution passed on 2 September 2013 and the original 10% General Limit is 72,400,000 Shares, being 10% of the issued Shares as at 2 September 2013.

The existing 10% General Limit is 33,760,000 Shares, being 10% of the issued Shares as at 2 September 2014, on which the 10% general limit under the Share Option Scheme was refreshed by the Company pursuant to an ordinary resolution of the Shareholders passed on 2 September 2014. As at the Latest Practicable Date, the total number of issued Shares of the Company was 736,120,000 Shares.

If the 10% General Limit is not refreshed, the Board can only grant share options entitling the holders thereof to subscribe for 33,760,000 Shares, representing approximately 4.6% of the total number of issued Shares of the Company as at the Latest Practicable Date, under the existing 10% General Limit.

The Directors consider that it is in the interests of the Company and the Shareholders as a whole to refresh the 10% General Limit so as to provide the Company with greater flexibility in granting Options to eligible participants under the Share Option Scheme, who, in the sole discretion of the Board, has contributed or may contribute to the growth and development of the Group or any entity in which the Group holds equity interest. For these reasons, the Directors will propose the passing of an ordinary resolution at the AGM for "refreshing" the 10% General Limit.

From the date of adoption of the Share Option Scheme to the Latest Practicable Date, no Option has been granted. During the term of the Expired Share Option Scheme, a total of 4,500,000 options were granted, of which 2,000,000 options had been exercised and the remaining 2,500,000 options were lapsed. As at the Latest Practicable Date, no option granted under the Expired Share Option Scheme to subscribe for Shares in accordance to the terms and condition thereof remains outstanding. On the basis of 736,120,000

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## LETTER FROM THE BOARD

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Shares being in issue as at the Latest Practicable Date and assuming that the total number of issued Shares of the Company will not change prior to the AGM, the total number of Shares which may be issued upon exercise of all share options that may be granted under the 10% General Limit as refreshed is 73,612,000 Shares. No Options may be granted if this will result in the number of Shares which may issue upon exercise of all options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company exceeds the 30% Overall Limit.

The refreshment of the 10% General Limit is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders at the AGM to approve the Proposed Refreshment; and
- (b) the Stock Exchange granting the listing of, and permission to deal in, such number of Shares, representing 10% of the total number of issued Shares as at the date of the AGM, which may fall to be allotted and issued pursuant to the exercise of the Options to be granted under the Share Option Scheme within the 10% General Limit so refreshed.

### APPLICATION FOR LISTING

Application will be made to the Stock Exchange for the listing of, and permission to deal in, such number of Shares, representing 10% of the total number of issued Shares as at the date of the AGM, which may fall to be issued pursuant to the exercise of the Options to be granted under the Share Option Scheme within the 10% General Limit so refreshed.

### 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.

### AGM

The AGM will be held at Suite 2202, 22/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 26 August 2016 at 11:00 a.m.. The AGM notice is set out on Appendix III to this circular.

A form of proxy for use at the AGM is enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at the Company's Branch Registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting. Completion and delivery of the form of proxy will not prevent you from attending and voting at the AGM.



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## LETTER FROM THE BOARD

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In accordance with Rule 13.39(4) of the Listing Rules, all resolutions proposed at the AGM will be taken by poll.

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, no Shareholder has a material interest that is required to abstain from voting on any of the resolutions to be proposed at the AGM.

### RECOMMENDATION

The Directors consider that the Buyback Mandate, the granting and the extension of the Issuance Mandate, the Proposed Refreshment and the re-election of Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions as set out in the notice of the AGM approving the Buyback Mandate, the granting and the extension of the Issuance Mandate, the Proposed Refreshment and the re-election of Directors.

### GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Directors proposed to be re-elected) and Appendix II (Explanatory Statement on the Buyback Mandate) to this circular.

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

*Details of the Directors who will retire and be proposed to be re-elected at the Annual General Meeting are provided below.*

**Ms. Zheng Juhua**, aged 44, is an Executive Director and the Chairman of the Board. Ms. Zheng conducts a property rental and investment business in Shenzhen, The People's Republic of China. She has over ten years of experience in securities investment in Hong Kong. Ms. Zheng is not related to any directors or senior management of the Company. Ms. Zheng has not held directorship with any listed companies in the last three years other than the Company.

Ms. Zheng holds 214,736,000 shares (representing approximately 29.17% of the total number of issued Shares of the Company) of the Company through (i) 211,792,000 shares were held by Superb Smart Limited, a corporation controlled by her; and (ii) 2,944,000 shares were held by Good Virtue Capital Limited, a corporation beneficially owned as to 70% by her and 30% by her son. Save as aforesaid, she does not have any interest in the securities of the Company within the meaning of Part XV of the SFO. Ms. Zheng has no fixed term of service with the Company, which will continue thereafter until terminated by either party giving not less than one month's prior notice. Her director's remuneration amounts to HK\$150,000 per month with a discretionary bonus, subject to review by the Board from time to time with reference to prevailing market rates for the nature of services rendered.

Save as disclosed above, Ms. Zheng does not (i) hold any other position in the Group; (ii) hold any other directorship in listed public companies in Hong Kong or overseas in the three years prior to the Latest Practicable Date; (iii) have other major appointments and professional qualifications; and (iv) have any relationship with other directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there is no other information discloseable nor is/was Ms. Zheng involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules and the Directors are not aware of any other matters regarding the re-election of Ms. Zheng that needs to be brought to the attention of the Shareholders.

**Mr. Yu Pak Yan, Peter**, aged 65, is an independent non-executive Director and the chairman of the Remuneration Committee of the Company since April 2011. He has over 28 years of experience in real estate and financial services industries. Mr. Yu has a Bachelor Degree in Management from Youngstown State University in Ohio, the United States and a Master of Science Degree in Financial Services from American College in Pennsylvania, the United States. Mr. Yu is a member of the Certified Commercial Investment Member Institute and was the first Chinese-American elected to the board of the San Francisco Association of Realtors. Mr. Yu worked in Pacific Union Real Estate Company in the United States between 1980 and 1995 and held senior positions in MetLife and New York Life Insurance Company in managing Asian customers in North America. Mr. Yu is not related to any directors, senior management or substantial or controlling shareholders the Company.

Mr. Yu is currently an executive director of Far East Holdings International Limited (stock code: 36) and an independent non-executive director of China Sandi Holdings Limited (stock code: 910) and Kingston Financial Group Limited (stock code: 1031). He was an executive director of Kong Sun Holdings Limited (stock code: 295) from August 2008 to September 2014 and an independent non-executive director of GET Holdings Limited (stock code: 8100) during the period from July 2010 to January 2014.

As at the Latest Practicable Date, Mr. Yu does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance). He has no fixed term of service with the Company, which will continue thereafter until terminated by either party giving not less than one month's prior notice. His director's remuneration amounts to HK\$12,500 per month, subject to review by the Board from time to time with reference to prevailing market rates for the nature of services rendered.

Save as disclosed above, Mr. Yu does not (i) hold any other position in the Group; (ii) hold any other directorship in listed public companies in Hong Kong or overseas in the three years prior to the Latest Practicable Date; (iii) have other major appointments and professional qualifications; and (iv) have any relationship with other directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there is no other information discloseable nor is/was Mr. Yu involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules and the Directors are not aware of any other matters regarding the re-election of Mr. Yu that needs to be brought to the attention of the Shareholders.

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## **APPENDIX II EXPLANATORY STATEMENT ON THE BUYBACK MANDATE**

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The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the granting of the Buyback Mandate.

### **STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES**

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution in a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

### **SHARE CAPITAL AND EXERCISE OF THE BUYBACK MANDATE**

Under the Buyback Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the total number of issued Shares of the Company as at the date of the passing of the relevant resolution granting the Buyback Mandate. The Company's authority is restricted to purchase in accordance with the Listing Rules. As at the Latest Practicable Date, there were in issue an aggregate of 736,120,000 Shares. Exercise in full of the Buyback Mandate, on the basis that no further Shares would be issued or repurchased prior to the date of the Annual General Meeting, would accordingly result in up to 73,612,000 Shares being repurchased by the Company. The Shares repurchased by the Company shall, subject to applicable law, be automatically cancelled upon such repurchase.

### **REASONS FOR REPURCHASE**

Although the Directors have no present intention of repurchasing any shares, they believe that the flexibility afforded by the Buyback Mandate would be beneficial to the Company and its shareholders. At any time in the future when shares are trading at a discount to their underlying value, the ability of the Company to repurchase shares will be beneficial to those shareholders who retain their investment in the Company since their percentage interest in the assets of the Company would increase in proportion to the number of shares repurchased by the Company.

### **FUNDING OF REPURCHASES**

In repurchasing shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum of Association and Bye-laws of the Company and all applicable laws, including the laws of Bermuda.

Bermuda law provides that the purchase of shares may only be effected out of the capital paid up on the shares to be repurchased, out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a new issue of shares of the Company made for the purpose of the repurchase. Any premium payable over the par value of the shares of the Company to be repurchased must be provided for out of the funds of the Company which would otherwise be available for dividend or distribution or out of the Company's share premium account before the shares are repurchased.

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## APPENDIX II EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

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There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the Annual Report of the Company for the year ended 31 March 2016) in the event that the Buyback Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company. The number of shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

### DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases under the Buyback Mandate in accordance with the Listing Rules and laws of Bermuda.

### EFFECT OF THE TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were directly or indirectly interested in 5% or more of the total number of issued Shares of the Company. Their respective interest as at the Latest Practicable Date is shown under the column "Before repurchase" while their respective interest in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the ordinary resolutions in relation to the Buyback Mandate to be proposed at the AGM (and assuming that the issued share capital of the Company remains unchanged up to the date of the AGM) is shown under the column "After repurchase".

	<b>Before repurchase</b>	<b>After repurchase</b>
Superb Smart Limited ( <i>Note (i)</i> )	28.77%	31.97%
Good Virture Capital Limited ( <i>Note (ii)</i> )	0.40%	0.44%
Sea Venture Investment Limited ( <i>Note (iii)</i> )	9.91%	11.01%
China Construction Bank Corporation ( <i>Note (iii)</i> )	9.91%	11.01%
CCB International Group Holdings Limited ( <i>Note (iii)</i> )	9.91%	11.01%
CCB Financial Holdings Limited ( <i>Note (iii)</i> )	9.91%	11.01%
CCB International (Holdings) Limited ( <i>Note (iii)</i> )	9.91%	11.01%
CCBI Investments Limited ( <i>Note (iii)</i> )	9.91%	11.01%
Central Huijin Investment Limited ( <i>Note (iii)</i> )	9.91%	11.01%
Ms. Zheng Juhua ( <i>Notes (i) &amp; (ii)</i> )	29.17%	32.41%

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## APPENDIX II EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

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*Notes:*

- (i) These represent 211,792,000 shares held by Superb Smart Limited, a company wholly and beneficially owned by Ms. Zheng Juhua, an executive Director.
- (ii) These represent 2,944,000 shares held by Good Virture Capital Limited, a company beneficially owned as to 70% by Ms. Zheng Juhua, an executive Director and 30% by her son.
- (iii) These represent 72,972,972 shares held by Sea Venture Investment Limited (“**Sea Venture**”), which is wholly-owned by CCBI Investments Limited.

Each of CCBI Investments Limited, CCB International (Holdings) Limited, CCB Financial Holdings Limited and CCB International Group Holdings Limited is wholly-owned by China Construction Bank Corporation.

Accordingly, each of CCBI Investments Limited, CCB International (Holdings) Limited, CCB Financial Holdings Limited, CCB International Group Holdings Limited and China Construction Bank Corporation is deemed to be interested in the relevant Shares under the SFO.

China Construction Bank Corporation is owned as to 57.31% by Central Huijin Investment Limited. Accordingly, Central Huijin Investment Limited is deemed to be interested in the relevant Shares under the SFO.

As at the Latest Practicable Date, Ms. Zheng Juhua, the Chairman and executive Director was beneficially interested in 214,736,000 Shares, representing approximately 29.17% in the total number of issued Shares of Company through her controlled corporations. On the basis that no Shares are allotted and issued or repurchased prior to the date of AGM, in the event that the Directors exercised in full the power to repurchase Shares under the Repurchase Mandate, the interest of Mr. Zheng Juhua would increase to approximately 32.41%. The Directors are not aware of any such consequences which would arise under the Takeovers Code as a result of any exercise of the Repurchase Mandate. In the event that any exercise of the Repurchase Mandate would, to the knowledge of the Directors, have such a consequence, the Directors have no present intention to exercise the Repurchase Mandate to such an extent as would trigger a mandatory offer obligation for any shareholder or group of shareholders.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in the amount of Shares held by the public being reduced to less than 25% of the total issued shares of the Company.

### DISCLOSURE OF INTEREST

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, nor any close associates of the Directors, have any present intention to sell Shares to the Company under the Buyback Mandate in the event that the Buyback Mandate is approved by the Shareholders.

As at the Latest Practicable Date, the Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares or that they have undertaken not to sell any Shares held by them to the Company in the event that the Buyback Mandate is approved by the Shareholders.

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## APPENDIX II EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

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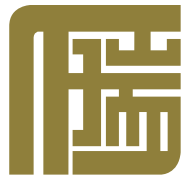
### SHARES REPURCHASES MADE BY THE COMPANY

No repurchase of Shares have been made by the Company (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

### MARKET PRICES OF SHARES

The highest and lowest market prices for Shares recorded on the Stock Exchange during each of the previous twelve months were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2015</b>		
June	2.39	1.80
July	2.74	1.00
August	2.75	1.71
September	1.99	1.75
October	3.71	1.98
November	3.89	3.50
December	3.78	3.44
<b>2016</b>		
January	4.30	3.50
February	6.78	3.81
March	6.84	6.27
April	6.53	5.92
May	6.49	5.41
June	5.46	5.06
July (up to the Latest Practicable Date)	5.24	4.31



**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 IS HEREBY GIVEN THAT** an annual general meeting (the “**Annual General Meeting**”) of Noble Century Investment Holdings Limited (the “**Company**”) will be held at Suite 2202, 22/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 26 August 2016 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company and of the auditors of the Company for the year ended 31 March 2016;
2.
  - (a) To re-elect Ms. Zheng Juhua as executive director of the Company;
  - (b) To re-elect Mr. Yu Pak Yan, Peter as independent non-executive director of the Company; and
  - (c) To authorise the board of directors of the Company to fix the remuneration of the directors;
3. To re-appoint Lau & Au Yeung C.P.A. Limited as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration;
4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase the Shares (the “**Shares**”) of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange and all applicable laws, be and is hereby generally and unconditionally approved;



- (b) the total number of issued Shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued Shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
  - (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meeting; and
    - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held.”;
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT**

- (a) pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Stock Exchange, the exercise by the directors (the “**Directors**”) of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which would or might require Shares to be allotted, issued or dealt with during or after the end of the Relevant Period (as defined below), be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to (i) a rights issue where Shares are offered or warrants, options or other securities giving rights to subscribe for Shares are offered or issued to shareholders on a fixed record date in proportion to their then holdings of shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong) or (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible grantee pursuant to the scheme of Shares or rights to acquire Shares, or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company, the total number of additional Shares to be allotted, issued, dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with shall not in total exceed 20% of the total number of issued Shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

- (b) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meeting; and
  - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held.”;
6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** the general mandate granted to the Directors pursuant to resolution no. 5 above and for the time being in force to exercise the powers of the Company to allot Shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the total number of issued Shares of the Company repurchased by the Company pursuant to the exercise by the Directors of the powers of the Company to purchase such number of Shares since the granting of such general mandate referred to in the above resolution no. 4, provided that such number of Shares shall not exceed 10% of the total number of issued Shares of the Company as at the date of passing of this resolution.”; and

7. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange granting the listing of, and permission to deal in, such number of Shares which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the Refreshed Scheme Mandate Limit (as defined below) under the share option scheme adopted by the Company pursuant to an ordinary resolution of the shareholders of the Company passed on 2 September 2013 (“**Share Option Scheme**”):

- (a) approval be and is hereby granted for refreshing the 10 per cent. limit under the Share Option Scheme (“**Refreshed Scheme Mandate Limit**”) provided that the total number of Shares which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme under the limit as refreshed hereby shall not exceed 10 per cent. of the total number of issued Shares as at the date on which this resolution is passed;
- (b) the overall limit on the number of Shares which may be issued upon the exercise of all options to be granted and yet to be exercised under the Share Option Scheme and other share option schemes of the Company must not exceed 30 per cent. of the total number of issued Shares from time to time; and

- (c) the Directors or a duly authorised committee thereof be and is/are hereby authorised: (i) at its/their absolute discretion, to grant options to subscribe for Shares within the Refreshed Scheme Mandate Limit in accordance with the rules of the Share Option Scheme, and (ii) to allot, issue and deal with Shares pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Mandate Limit.”

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

Hong Kong, 28 July 2016

*Notes:*

- (a) As at the date hereof, the Board comprises Ms. Zheng Juhua and Mr. Chan Chi Yuen as executive directors and Mr. Man Kwok Leung, Mr. Yu Pak Yan, Peter and Mr. Chi Chi Hung, Kenneth as independent non-executive directors.
- (b) Where there are joint registered holders of any share, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Annual General Meeting 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.
- (c) The Register of Members of the Company will be closed from Wednesday, 24 August 2016 to Friday, 26 August 2016 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to attend the Annual General Meeting, all transfers of shares of the Company accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company’s branch registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 23 August 2016.
- (d) A shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy need not be a shareholder of the Company. 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.
- (e) To be valid, a form of proxy and the instrument appointing the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be lodged with the Company’s Branch Registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting or the adjournment thereof.
- (f) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolutions set out in this Notice will be decided by poll at the meeting. Where the chairman in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted, such resolution will be decided by a show of hands.