

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution 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 the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

This circular is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities in the Company.

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 as 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.



NOBLE CENTURY INVESTMENT HOLDINGS LIMITED

仁瑞投資控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 2322)

PLACING OF NEW SHARES UNDER SPECIFIC MANDATE

Placing Agent



KINGSTON SECURITIES

A notice convening a special general meeting (the “SGM”) of the Company to be held at Suite 2202, 22/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 1 February 2016 at 10:00 a.m. is set out on pages 14 to 15 of this circular.

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 form of proxy in accordance with the instructions printed thereon and return the same to 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 but in any event not less than 48 hours before the time appointed for 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, and in such event, the form of proxy shall be deemed to be revoked.

15 January 2016

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Notice of SGM	14

DEFINITIONS

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

“associates”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday, public holiday, or days on which a typhoon signal No. 8 or black rainstorm signal is hoisted or remains hoisted in Hong Kong between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon) on which banks are generally open for business in Hong Kong
“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
“connected person(s)”	Has the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the board of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third party(ies) independent of, not connected or acting in concert (as defined in the Hong Kong Code on Takeovers and Mergers) with any directors, chief executive or substantial shareholder(s) of the Company or its subsidiaries and their respective associates (as defined under as defined under the Listing Rules)
“Latest Practicable Date”	13 January 2016, being the latest practicable date for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placee(s)”	any professional, institutional or other investor(s) or any of their respective subsidiaries or associates procured by the Placing Agent to subscribe for any of the Placing Shares pursuant to the Placing Agent’s obligations under the Placing Agreement
“Placing”	the placing of up to 250,000,000 Placing Shares on a best effort basis pursuant to the terms of the Placing Agreement

DEFINITIONS

“Placing Agent”	Kingston Securities Limited, a licensed corporation to carry on business in type 1 regulated activity (dealing in securities) under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Placing Agreement”	the conditional placing agreement entered into between the Company and the Placing Agent dated 15 December 2015 in relation to the Placing
“Placing Price”	HK\$2.00 per Placing Share
“Placing Share(s)”	up to 250,000,000 new Share(s) to be placed pursuant to the Placing Agreement
“SGM”	the special general meeting of the Company to be held and convened for the Shareholders to approve the Placing and the transactions contemplated thereunder
“Share(s)”	ordinary share(s) of HK\$0.10 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Specific Mandate”	the mandate to allot and issue the Placing Shares to be sought at the SGM
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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:

Ms. ZHENG Juhua (*Chairman*)

Mr. CHAN Chi Yuen (*Chief Executive Officer*)

Independent non-executive Directors:

Mr. MAN Kwok Leung

Mr. YU Pak Yan, Peter

Mr. CHI Chi Hung, Kenneth

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

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

Suite 1402, 14/F

China Resources Building

26 Harbour Road

Wanchai, Hong Kong

15 January 2016

To the Shareholders

Dear Sir or Madam,

PLACING OF NEW SHARES UNDER SPECIFIC MANDATE

INTRODUCTION

Reference is made to the announcement of the Company dated 15 December 2015 (the “**Announcement**”). As disclosed in the Announcement, the Company has on 15 December 2015 (after trading hours) entered into the conditional Placing Agreement with the Placing Agent, pursuant to which the Company has conditionally agreed to allot and issue up to 250,000,000 Placing Shares in accordance with the terms of the Placing Agreement. The Placing Agreement is conditional upon, among others, the passing by the Shareholders of all necessary resolution(s) to approve the Placing Agreement and the transactions contemplated thereunder.

The purpose of this circular is to provide you with the information relating to the Placing Agreement and the Placing and the notice of SGM.

LETTER FROM THE BOARD

THE PLACING AGREEMENT

Date

15 December 2015 (after trading hours)

Issuer

The Company

Placing Agent

Kingston Securities Limited

The Company has conditionally agreed to place through the Placing Agent, on a best effort basis, up to 250,000,000 Placing Shares to independent Placees. The terms of the Placing Agreement were arrived at after arm's length negotiations between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing market condition. The Directors are of the view that the terms of the Placing Agreement are fair and reasonable based on current market conditions.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Placing Agent and its associates are Independent Third Parties. As at the Latest Practicable Date, the Placing Agent and its associates were not interested in any Share.

Placees

The Placing Agent will, on a best effort basis, place the Placing Shares to, as currently expected, not fewer than six Placees (who are independent professional, institutional or other investors), who and whose ultimate beneficial owner(s) are Independent Third Parties. The Placing Agent will use its best endeavour to ensure that none of the Placees will be allotted and issued with Placing Shares to the extent that any Placee (together with parties acting in concert with him/her/it) will become a substantial shareholder (as defined under the Listing Rules) of the Company as a result of the Placing.

Number of Placing Shares

Assuming that there will be no change in the issued share capital of the Company between the Latest Practicable Date and the completion of the Placing, the maximum number of 250,000,000 Placing Shares under the Placing represent (i) approximately 51.43% of the existing issued share capital of the Company of 486,120,000 Shares; and (ii) approximately 33.96% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares. The aggregate nominal value of the maximum number of Placing Shares under the Placing will be HK\$25,000,000.

Ranking of Placing Shares

The Placing Shares under the Placing will rank, upon issue, *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Placing Shares.

LETTER FROM THE BOARD

Placing Price

The Placing Price is HK\$2.00 per Placing Share. In line with the market practice, the Company will bear all costs and expenses of the Placing. Based on the estimated expenses for the Placing, the net Placing Price is approximately HK\$1.98 per Placing Share.

The Placing Price of HK\$2.00 per Placing Share represents:

- (i) a discount of approximately 44.44% to the closing price of HK\$3.60 as quoted on the Stock Exchange on 15 December 2015, being the date of the Placing Agreement;
- (ii) a discount of approximately 45.50% to the average closing prices of approximately HK\$3.67 per Share as quoted on the Stock Exchange for the last five consecutive trading days prior to the date of the Placing Agreement;
- (iii) a discount of approximately 43.82% to the closing price of HK\$3.56 as quoted on the Stock Exchange on the Latest Practicable Date; and
- (iv) a premium of approximately 3.45 times of the net asset value per Share of approximately HK\$0.58 per Share based on the unaudited consolidated net asset value of approximately HK\$280,418,000 as at 30 September 2015 and 486,120,000 Shares in issue as at the Latest Practicable Date.

The Placing Price of the Placing was determined with reference to the prevailing market price of the Shares and the financial position of the Group and was negotiated on an arm's length basis between the Company and the Placing Agent. While the Placing Price represents a substantial discount to the current market price per Share, the Placing Price also represents a significant premium over the net asset value per Share. The Board is of the view that the market price per Share shall be subject to market fluctuations. In light of the uncertainty of the future economic development and market volatility, it is prudent and in the interests of the Company to strengthen its financial position in order to meet future challenges. As such, it would be fair and reasonable and in the interests of the Company and its Shareholders as a whole to carry out fund raising exercise when the market price represents a significant premium over the net asset value per Share. While the value of the Company may not necessarily be equivalent to the net asset value of the Company, the net asset value of the Company provides a yardstick to consider whether the Placing Price is fair and reasonable. The market price per Share may also not necessarily reflect the actual value of the Company as the market price would be subject to various factors such as market demand, market fluctuations and economic environment. The Board considers that it would be detrimental to the existing Shareholders' interests to carry out fundraising exercise if the Placing Price would be equivalent or below the net asset value per Share as it would create significant dilutive effect to the existing Shareholders' interests. The Directors consider that the terms of the Placing are on normal commercial terms and are fair and reasonable based on the current market conditions. Hence, the Placing is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Specific Mandate to allot and issue the Placing Shares

The Placing Shares will be issued under the Specific Mandate to be sought and approved by the Shareholders at the SGM.

Application for listing of Placing Shares

Application will be made by the Company to the Stock Exchange for the grant of the listing of, and permission to deal in, the Placing Shares.

Conditions of the Placing Agreement

Completion of the Placing Agreement is conditional upon:

- (i) the Stock Exchange granting or agreeing to grant (subject to allotment and/or despatch of certificates for the Placing Shares) the listing of, and permission to deal in, the Placing Shares under the Placing;
- (ii) the passing of resolution(s) by the Shareholders to approve the Placing Agreement and the transactions contemplated thereunder, including the grant of the Specific Mandate for the allotment and issue of the Placing Shares, at the SGM; and
- (iii) the obligations of the Placing Agent under the Placing Agreement becoming unconditional and not being terminated in accordance with the terms of the Placing Agreement, including provisions regarding force majeure events.

As at the Latest Practicable Date, none of the conditions of the Placing Agreement have been fulfilled yet.

Completion of the Placing

Completion of the Placing, in any event, will take place within four business days after the fulfillment of the conditions as set out in paragraph headed “Conditions of the Placing Agreement” above or such other date to be agreed between the Company and the Placing Agent in writing (the “**Completion Date**”). If the above conditions are not satisfied and/or waived (other than condition (i) above, which cannot be waived) in whole or in part by the Placing Agent on or before 5:00 p.m. on the date falling on the 30th day after the date of SGM (the “**Long Stop Date**”), the Placing will be terminated and the Placing will not proceed and all obligations and liabilities of the parties under the Placing Agreement will forthwith cease and determine and no party will have any claim against the others (save for any antecedent breaches thereof).

Termination and force majeure

The Placing Agent may terminate the Placing Agreement by notice in writing prior to 9:00 a.m. on the Completion Date, if in the reasonable opinion of the Placing Agent, the success of the Placing would be materially and adversely affected by any force majeure events:

LETTER FROM THE BOARD

- (a) the introduction of any new laws or regulations or any change in existing laws or regulations (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may, in the absolute opinion of the Placing Agent, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
- (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before and/or after the date of the Placing Agreement) of a political, military, financial, economic, currency (including a change in the system under which the value of the Hong Kong currency is linked to the currency of the United States of America) or other nature (whether or not sui generis with any of the foregoing), or in the nature of any local, national, international outbreak or escalation of hostilities or armed conflict, or affecting local securities market or the occurrence of any combination of circumstances (inclusive of any pandemics or epidemics) which may, in the absolute opinion of the Placing Agent, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or adversely prejudices the success of the placing of the Placing Shares to potential investor(s) or otherwise makes it inexpedient or inadvisable for the Company or the Placing Agent to proceed with the Placing; or
- (c) any change in market conditions or combination of circumstances in Hong Kong (including without limitation suspension or material restriction on trading in securities) occurs which affect the success of the Placing (such success being the placing of the Placing Shares to potential investor(s)) or otherwise in the absolute opinion of the Placing Agent makes it inexpedient or inadvisable or inappropriate for the Company or the Placing Agent to proceed with the Placing.

If, at or prior to 9:00 a.m. on the Completion Date;

- (a) the Company commits any material breach of or omits to observe any of the obligations or undertakings expressed or assumed under the Placing Agreement; or
- (b) any suspension in the trading of the Shares on the Stock Exchange for more than ten consecutive trading days save for the purposes of clearing of the announcement(s) and/or circular(s) relating to the Placing Agreement; or
- (c) the Placing Agent shall become aware of the fact that any of the representations or warranties contained in the Placing Agreement was, when given, untrue or inaccurate or would in any respect be untrue or inaccurate, if repeated, the Placing Agent shall determine that any such untrue representation or warranty represents or is likely to represent a material adverse change in the financial or trading position or prospects of the Group taken as a whole or will otherwise likely to have a material prejudicial effect on the Placing,

the Placing Agent shall be entitled (but not bound) by notice in writing to the Company to elect to treat such matter or event as releasing and discharging the Placing Agent from its obligations under the Placing Agreement.

LETTER FROM THE BOARD

Upon giving of notice pursuant to the paragraph above, all obligations of the Placing Agent under the Placing Agreement shall cease and determine and no party shall have any claim against any other parties in respect of any matter or thing arising out of or in connection with the Placing Agreement, save for any antecedent breaches.

The Directors are not aware of the occurrence of any of such events as at the Latest Practicable Date.

The Placing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

REASONS FOR THE PLACING AND USE OF PROCEEDS

The Group is principally engaged in vessel chartering, trading, money lending and finance leasing. The Group also decides to further develop its trading and finance leasing business.

Finance Leasing Business

As a financing method that integrates leasing-assets into financing, finance lease has been comparatively mature and rapidly developed in Europe and America, with a finance leasing penetration rate of approximately 20%. As compared with the current leasing penetration rate of only approximately 5% in the PRC, there will be tremendous room for development in the future. The “One-Belt-One-Road” strategy in the PRC will continue to drive the development of the global economy, representing a new and open door opportunity for global development of financial leasing industry. This would allow the enterprises to introduce advanced equipment from overseas and increase import demand to promote industrial upgrade, in turn offering opportunities for the finance leasing industry in the PRC. As the finance leasing business require high volume of cash for operation, thus the Group intend to pay up the outstanding registered capital of US\$22 million approximately HK\$171.6 million of the leasing subsidiary.

Trading Business

Refined petroleum products

The Group will engage in sell of refined petroleum products in the PRC through wholesale networks. In the first half of 2015, the domestic market demand for refined products showed a tendency to grow at a low to medium rates, the demand for gasoline kept growing relatively fast, and the demand for diesel continued to shrink. The domestic refining capacity continued to improve and market resources were generally sufficient, with a relatively excessive resource of diesel. The Group is optimistic in development of refined petroleum products in the PRC.

LETTER FROM THE BOARD

Seafood product

The Group plans to import the seafood in Hong Kong and distribute it to the PRC. The principal seafood to be traded by the Group includes fish, lobster, crab and abalone. Due to the increased population, growing affluence and consumer acceptance of farmed seafood, which in turn the PRC become the leading market of seafood. The Group believes that the demand for seafood in the PRC is continuing to strengthen.

Electronic products

In recent years, the PRC's electronic information industry has made great strides. The industrial scale continues to grow and the PRC is one of the leading export countries in the world. The technology innovation make the progress of the internationalization of electronic products will be accelerated.

As at the Latest Practicable Date, save as disclosed above and (i) in the announcements of the Company dated 7 July 2014, 7 January 2015, 7 July 2015 and 7 January 2016 respectively in relation to the negotiation with an independent third party in relation to a possible subscription and/or acquisition of 51% equity shares in a trading company; (ii) the Group is in negotiations with independent third parties in relation to a disposal of a subsidiary which main asset is a vessel and possible acquisition two vessels for replacement which, if materialized, would constitute a discloseable transaction, and (iii) the Group is in negotiations with third parties in relation to possible acquisition of a company holding securities licenses, the Company does not have any particular business and development/investment opportunities or engaged in any negotiations as at the Latest Practicable Date.

Reference is made to the announcement of the Company dated 7 January 2016 in relation to the entering into of the third supplemental MOU. As disclosed in the announcement, it is the intention of the Company to review the updated financial information of the target group for the year ended 31 December 2015 first before determining whether to further proceed with the acquisition and/or subscription. Further announcement(s) will be made by the Company as and when appropriate in compliance with the Listing Rules.

It is expected that the maximum gross proceeds and net proceeds from the Placing will be approximately HK\$500 million and HK\$494.4 million respectively. The net proceeds from the Placing are intended to be used for the following purpose:

- (a) approximately HK\$171.6 million, i.e. 34.71% of the net proceeds is expected to be used for the business operations in respect of the finance leasing business of the Group;
- (b) approximately HK\$280.0 million, i.e. 56.63% of the net proceeds is expected to be used for the business operations in respect of the trading business of the Group; and
- (c) approximately HK\$42.8 million, i.e. 8.66% of the net proceeds is expected to be used as the general working capital of the Group.

LETTER FROM THE BOARD

It is currently expected that:

- (a) approximately HK\$140 million, i.e. 28.32% of the net proceeds to be used for the business operations in respect of the refined petroleum trading business of the Group; and
- (b) approximately HK\$140 million, i.e. 28.32% of the net proceeds to be used for the business operations in respect of the seafood and electronic products trading business of the Group.

However, the actual allocation of the amount of the proceeds for the trading business will be interchangeable and will be subject to the trading products market situation and the Group may revise the allocation from time to time depending upon the market situation and demands and supplies.

As the Group is a new participant to tap into the refined petroleum, seafood and electronic products trading market, the trading subsidiaries are still in the course of arranging to obtain the banking facilities to finance the business operations. Furthermore, the credit period obtained from the suppliers is shorter than the credit period provided to the customers. As such the trading subsidiaries have to use its internal fund to settle the purchase amount before receiving the settlement from the customers.

The Directors are of the view that the Placing can strengthen the financial position of the Group and provide funding to the Group to meet any future development opportunities and obligations. The Placing also represents a good opportunity to broaden the Shareholders' base and the capital base of the Company.

The Company has considered various ways of raising funds and believes that the Placing represents the preferred way to raise capital for the Group while broadening its shareholder and capital base. In comparison with debt financing exercises such as bank borrowings, such debt financing will increase the gearing ratio of the Company and the Company will also have to bear the corresponding interest expenses. While the Placing would have dilution impact on the shareholdings of the existing Shareholders, it is contemplated that the dilution impact would be relatively mild in comparison with other equity fund raising alternatives such as open offer or rights issue. Moreover, the Company would encounter difficulties to have securities firms to act as underwriter for open offer or rights issue under the current market circumstances unless the offer price per Share would be comparable with the net asset value per Share, which would be significantly below the Placing Price.

The Directors (including the independent non-executive Directors) consider that the terms and conditions of the Placing Agreement are fair and reasonable and are on normal commercial terms and the Placing is in the interest of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

EQUITY FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

Save as disclosed below, the Company had not conducted any equity fund raising activity in the past 12 months immediately preceding the Latest Practicable Date.

Date of announcement	Event	Net proceeds	Intended use of proceeds	Actual use of proceeds
17 April 2015	Placing of 67,520,000 new Shares under general mandate	Approximately HK\$65.5 million	To be used for the business operation in respect of the leasing business of the Group	Used as intended
17 September 2015	Placing of 81,000,000 new Shares under general mandate	Approximately HK\$134.1 million	To be used for the business operations in respect of the leasing and trading business of the Group and general working capital of the Company	Fully applied for the trading business of the Group

EFFECTS ON SHAREHOLDING STRUCTURE

To the best of the Directors' knowledge, information and belief after having made all reasonable enquires, the existing shareholding structure of the Company and the effect on the shareholding structure of the Company upon completion of the Placing (subject to completion of the Placing and assuming that there is no other change in the shareholding structure of the Company before the allotment and issue of the Placing Shares under the Placing) are set out below:

Shareholders	Issued share capital as at the Latest Practicable Date		Upon Completion of the Placing	
	<i>No. of Shares</i>	<i>Approximate Percentage</i>	<i>No. of Shares</i>	<i>Approximate Percentage</i>
Superb Smart Limited (<i>Note 1</i>)	142,400,000	29.29%	142,400,000	19.34%
Good Virtue Capital Limited (<i>Note 2</i>)	2,944,000	0.61%	2,944,000	0.40%
<i>Public Shareholders</i>				
Placees (<i>Note 3</i>)	—	—	250,000,000	33.96%
Other Public Shareholders	<u>340,776,000</u>	<u>70.10%</u>	<u>340,776,000</u>	<u>46.30%</u>
Total	<u>486,120,000</u>	<u>100.00%</u>	<u>736,120,000</u>	<u>100%</u>

Notes:

1. Superb Smart Limited is wholly owned by Ms. Zheng Juhua, an executive Director.

LETTER FROM THE BOARD

2. The 2,944,000 Shares comprise 2,060,800 Shares beneficially held by Ms. Zheng Juhua, an executive Director, and 883,200 Shares held by Mr. Lau Hoi Pang, who is the son of Ms. Zheng Juhua.
3. Pursuant to the Placing Agreement, the Placing Agent will use its best endeavour to ensure that none of the Placees will be allotted and issued with Placing Shares to the extent that any Placee (together with parties acting in concert with him/her/it) will become a substantial shareholder (as defined under the Listing Rules) of the Company as a result of the Placing.
4. The aggregate percentages above may not add up to 100% due to rounding.

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 Group. 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.

SGM

A notice convening the SGM of the Company to be held at Suite 2202, 22/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 1 February 2016 at 10:00 a.m. is set out on pages 14 to 15 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

A form of proxy for the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to 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 but in any event not less than 48 hours before the time appointed for 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, and in such event, the form of proxy shall be deemed to be revoked.

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, no Shareholders have a material interest in the Placing Agreement which is different from other Shareholders, accordingly no Shareholders is required to abstain from voting on the resolution approving the Placing Agreement and the transactions contemplated thereunder.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider the Placing Agreement and the allotment and issue of the Placing Shares and the transactions contemplated thereunder are in the interests of the Company and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the proposed resolution as set out in the notice of SGM approving the Placing and the transactions contemplated thereunder.

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



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 “**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 Monday, 1 February 2016 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the conditional placing agreement dated 15 December 2015 (the “**Placing Agreement**”) and entered into between the Company as issuer and Kingston Securities Limited as placing agent (the “**Placing Agent**”) in relation to the placing of up to 250,000,000 shares (the “**Placing Shares**”) of HK\$0.10 each in the share capital of the Company in accordance with the terms and conditions of the Placing Agreement at the placing price of HK\$2.00 per Placing Share (a copy of which is produced to the Meeting marked “A” and signed by the Chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) conditional upon, among others, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the new Placing Shares to be allotted and issued under the Placing Agreement, the allotment and issue of the Placing Shares to the relevant placee(s) in accordance with the terms and conditions of the Placing Agreement be and are hereby approved and the board of directors (the “**Directors**”) of the Company be and is hereby granted with a specific mandate to allot and issue the Placing Shares to the relevant placee(s); and

NOTICE OF SGM

- (c) any one Director of the Company be and is hereby authorised to do all such things and acts as he may in his discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the Placing Agreement and the transactions contemplated thereunder, including but not limited to the execution all such documents under seal where applicable, as he considers necessary or expedient in his opinion to implement and/or give effect to the issue and allotment of the Placing Shares and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”

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

Hong Kong, 15 January 2016

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*
Suite 1402, 14/F
China Resources Building
26 Harbour Road
Wanchai, Hong Kong

Notes:

1. 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.
2. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notially certified copy of such power or authority, shall be delivered to 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 not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
5. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
6. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.