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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)

DISCLOSEABLE TRANSACTION

On 28 December 2015, Noble Century Leasing, an indirect wholly-owned subsidiary of the Company, entered into the Agreement with Shenzhen Xintian pursuant to which Shenzhen Xintian has agreed to sell and Noble Century Leasing has agreed to purchase the Property for a total consideration of RMB65,794,034 (equivalent to approximately HK\$78,326,000).

As the one of the percentage ratios calculated in accordance with the Listing Rules is more than 5% but less than 25%, the Acquisition constitutes a discloseable transaction on the part of the Company under Chapter 14 of the Listing Rules.

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THE AGREEMENT

Date: 28 December 2015

Parties:

Vendor: Shenzhen Xintian

Purchaser: Noble Century Leasing, an indirect wholly-owned subsidiary of the Company

Shenzhen Xintian is a company established in the PRC and is principally engaged in property development, management and leasing business in Shenzhen, PRC. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Shenzhen Xintian and its ultimate beneficial owners are Independent Third Parties.

Noble Century Leasing is a company established in the PRC and is principally engaged in finance leasing in the PRC.

Assets to be acquired

Pursuant to the Agreement, Shenzhen Xintian has agreed to sell and Noble Century Leasing has agreed to purchase the Property.

Consideration

The consideration of RMB65,794,034 (equivalent to approximately HK\$78,326,000) for the sale and purchase of the Property shall be payable by Noble Century Leasing to Shenzhen Xintian in the following manner:

- (i) a non-refundable deposit of RMB5,000,000 (equivalent to approximately HK\$5,952,000) shall be payable in cash on 29 December 2015; and
- (ii) the balance of RMB60,794,034 (equivalent to approximately HK\$72,374,000) shall be payable in cash on 30 December 2015.

The consideration was determined with reference to the preliminary market value of comparable properties in the same location in Futian district, Shenzhen, PRC. The consideration was arrived at after arm's length negotiations between the parties to the Agreement.

Unconditional Agreement

The Agreement is unconditional and Shenzhen Xintian and Noble Century Leasing are obliged to proceed with completion of the Acquisition in accordance with the terms thereof.

Tax, duties and fee

The deed tax, stamp duty, registration fee and stamps in relation to the Acquisition amount to RMB2,014,488 (equivalent to approximately HK\$2,398,000), which shall be borne by Noble Century Leasing absolutely.

Deliver vacant possession of the Property

Pursuant to the Agreement, a sale and purchase contract shall be entered into between the parties on 30 December 2015. The date on which Shenzhen Xintian shall deliver vacant possession of the Property will be agreed in the sale and purchase contract, which Noble Century Leasing expects such date to be a date soon after the signing of the sale and purchase contract. The Property will be delivered to Noble Century Leasing on an "as is" basis.

INFORMATION ON THE PROPERTY

The Property located at 17th Floor, Tower B, Block 1, Xintian Century Business Centre, Second Street West, Shisha North, Futian District, Shenzhen, PRC. The gross floor area of the Property is 1,582.35 square metres.

REASONS FOR THE ACQUISITION

The Group is principally engaged in vessel chartering, trading, money lending and finance leasing businesses.

The Property is intended to be used by the Group as its office premises. The Acquisition will allow the Group an opportunity to cope with its future expansion of the business. In this relation, the Directors consider that it is in the interests of the Group to acquire the Property as office premises in order to achieve considerable rental saving.

LISTING RULES IMPLICATIONS

As the one of the percentage ratios calculated in accordance with the Listing Rules is more than 5% but less than 25%, the Acquisition constitutes a discloseable transaction on the part of the Company under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

“Acquisition”	the acquisition of the Property by Noble Century Leasing pursuant to the terms of the Agreement
“Agreement”	the building purchase agreement dated 28 December 2015 and entered into between Shenzhen Xintian and Noble Century Leasing in respect of the sale and purchase of the Property
“Board”	the board of Directors
“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 director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and its connected persons of the Company (as defined under the Listing Rules)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Noble Century Leasing”	仁瑞(深圳)融資租賃有限公司 (Noble Century (Shenzhen) Finance Leasing Limited*), a company established in the PRC and an indirect wholly-owned subsidiary of the Company
“PRC”	the People’s Republic of China, but excluding, for the purposes of this Announcement, Hong Kong, the Macau Special Administrative Region and Taiwan
“Property”	the property located at 17th Floor, Tower B, Block 1, Xintian Century Business Centre, Second Street West, Shisha North, Futian District, Shenzhen, PRC
“Shareholder(s)”	holders of the Shares
“Share(s)”	ordinary share(s) of HK\$0.10 each in issued share capital of the Company
“Shenzhen Xintian”	深圳市新天時代投資有限公司 (Shenzhen Xintian Shidai Investment Company Limited*), a company established in the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	renminbi, the lawful currency of the PRC

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

Hong Kong, 28 December 2015

For the purpose of this announcement, unless otherwise indicated, conversion of RMB into HK\$ is calculated at the approximate exchange rate of RMB0.84 to HK\$1.00. This exchange rate is for illustration purpose only and does not constitute a representation that any amounts have been, could have been, or may be exchanged at this or any other rate at all.

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.

* For identification purpose only