

**IMPORTANT**

**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 3/F, Nexxus Building, 77 Des Voeux Road, Central, Hong Kong on Tuesday, 2 September 2014 at 3:00 p.m. is set out on pages 13 to 16 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.

31 July 2014

<b>CONTENTS</b>
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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
<b>Appendix I — Directors Proposed to be Re-elected</b> .....	8
<b>Appendix II — Explanatory Statement on the Buyback Mandate</b> .....	10
<b>Appendix III — Notice of Annual General Meeting</b> .....	13

## DEFINITIONS

*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 total 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 Company’s issued share capital as at the date of adoption of the Share Option Scheme and thereafter, if refreshed, shall not exceed 10% of the Shares in issue as at the date of approval of the Proposed Refreshment by the Shareholders
“Annual General Meeting” “AGM”	the annual general meeting of the Company to be held at 3/F, Nexxus Building, 77 Des Voeux Road, Central, Hong Kong on Tuesday, 2 September 2014 at 3:00 p.m.
“Annual Report”	the annual report of the Company for the year ended 31 March 2014
“Board”	the board of Directors of the Company
“Business Day”	a day (other than a Saturday, a Sunday or a public holiday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“Buyback Mandate”	mandate to repurchase up to a maximum of 10% of the 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 which shares 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 a resolution of the Company 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

## DEFINITIONS

“Issuance Mandate”	mandate to allot, issue or deal with new Shares of an aggregate nominal amount of up to 20% of the 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”	25 July 2014, 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\$0.01 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Share Option Scheme”	the share option scheme of the Company adopted by the Company pursuant to an ordinary resolution of the Shareholders passed on 2 September 2013
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers



**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

Chen Shaohua

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM II

Bermuda

*Independent Non-executive Directors:*

Man Kwok Leung

Yu Pak Yan, Peter

Chi Chi Hung, Kenneth

*Head Office and Principal Place*

*of Business in Hong Kong:*

Room 1402, 14th Floor

China Resources Building

26 Harbour Road

Wanchai, Hong Kong

31 July 2014

*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 Directors; (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.

## **LETTER FROM THE BOARD**

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 less 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.

According to the above provisions, Executive Director Ms. Zheng Juhua and Independent Non-executive Director Mr. Man Kwok Leung will retire by rotation at the Annual General Meeting pursuant to the Company's Bye-law 87. 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 2 September 2013, 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 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 of an aggregate nominal amount of up to 20% of the 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 issued share capital of the Company was 3,376,000,000 Shares of HK\$0.01 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 337,600,000 Shares under the Buyback Mandate and to allot, issue or deal with 675,200,000 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.

## LETTER FROM THE BOARD

### 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 Shares in issue 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 existing 10% General Limit is 72,400,000 Shares, being 10% of the Shares in issue as at 2 September 2013, on which the Share Option Scheme was adopted by the Company pursuant to an ordinary resolution of the Shareholders. Pursuant to ordinary resolutions passed by the Shareholders of the Company at a special general meeting on 4 March 2014, the Company was authorised to issue (“**Rights Issue**”) 844,000,000 rights shares (“**Rights Shares**”) of HK\$0.01 each at the subscription price of HK\$0.18 on the basis of one Rights Share for every one Share held with issue of 1,688,000,000 bonus shares (“**Bonus Shares**”) on the basis of two Bonus Shares for every one Rights Share taken up under the Rights Issue (“**Bonus Issue**”). On 3 April 2014, the Company issued 2,532,000,000 new Shares comprise of 844,000,000 Rights Shares and 1,688,000,000 Bonus Shares. As at the Latest Practicable Date, the issued share capital of the Company was 3,376,000,000 Shares.

If the 10% General Limit is not refreshed, the Board can only grant share options entitling the holders thereof to subscribe for 72,400,000 Shares, representing approximately 2% of the issued share capital 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 an equity interest. For these reasons, the Directors will propose the passing of an ordinary resolution at the AGM for “refreshing” the 10% General Limit.

## **LETTER FROM THE BOARD**

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 3,376,000,000 Shares being in issue as at the Latest Practicable Date and assuming that the issued share capital 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 337,600,000 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 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 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 3/F, Nexxus Building, 77 Des Voeux Road, Central, Hong Kong on Tuesday, 2 September 2014 at 3:00 p.m.. The AGM notice is set out on Appendix III of this circular.



## LETTER FROM THE BOARD

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.

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 and the Proposed Refreshment 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 and the Proposed Refreshment.

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 42, 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 1,424,000,000 shares (representing approximately 42.18% of the issued share capital of the Company) of the Company through Superb Smart Limited, a corporation controlled by her. 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\$600,000 per annum, 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, 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. MAN Kwok Leung ("Mr. Man")**, aged 67, is an Independent non-executive Director and the chairman of the Nomination Committee of the Company. He is a solicitor of the High Court of Hong Kong and a civil celebrant of marriages. Mr. Man has extensive experience in the legal practice and was appointed by Xinhua News Agency as a district advisor between 1995 and 1997. He is currently a director of Apleichau Kai Fong Primary School, the deputy chairman of Apleichau Kai Fong Welfare Association, the secretary of Apleichau Promotion of Tourism Association and the honorary legal advisor of Junior Police Officers' Association. Mr. Man is not related to any directors, senior management or substantial or controlling shareholders of the Company.

Mr. Man is currently an independent non-executive director of Guocang Group Limited (stock code: 559), Kong Sun Holdings Limited (stock code: 295) and Climax International Company Limited (stock code: 439). He was an independent non-executive director of Hong Kong Life Sciences and Technologies Group Limited (stock code: 8085) during the period from November 2009 to September 2012.

As at the Latest Practicable Date, Mr. Man 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 amount to HK\$100,000 per annum, 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. Man 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. Man 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. Man that needs to be brought to the attention of the Shareholders.

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.

### **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 aggregate nominal amount of the issued share capital of the Company 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 3,376,000,000 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 337,600,000 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.

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 2014) 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 as a result of a repurchase of Shares, a substantial shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a shareholder, or group of shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of such increase, could increase, obtain or consolidate control of the Company or become obliged to make a mandatory offer in accordance with Rule 26 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 issued capital 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> )	42.18%	46.87%
Ms. Zheng Juhua ( <i>Note</i> )	42.18%	46.87%

*Note:* These represent 1,424,000,000 shares held by Superb Smart Limited, a company wholly and beneficially owned by Ms. Zheng Juhua, an executive Director.

On the basis that there is no change in the issued and fully paid up share capital of the Company prior to the AGM, in the event that the Directors exercise in full the Buyback Mandate, the interests of the above substantial Shareholder would be increased to such percentages shown in the last column above.

As at the Latest Practicable Date, Superb Smart Limited is interested in approximately 42.18% of the existing issued share capital of the Company. In the event that the Directors should exercise in full of the Buyback Mandate, the interests of Superb Smart Limited will be increased to 46.87% of the issued share capital of the Company and such increase would be treated as an acquisition for the purpose of Takeovers Code and give rise to an obligation to

make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no intention to repurchase Shares to such an extent that it will trigger any obligation to make a mandatory offer under the Takeovers Code.

### 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.

### 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>2013</b>		
June	0.145	0.120
July	0.173	0.124
August	0.154	0.121
September	0.161	0.121
October	0.175	0.133
November	0.140	0.115
December	0.124	0.083
<b>2014</b>		
January	0.091	0.083
February	0.095	0.082
March	0.138	0.086
April	0.095	0.068
May	0.087	0.067
June	0.081	0.071
July (up to the Latest Practicable Date)	0.092	0.073

**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 3/F, Nexxus Building, 77 Des Voeux Road, Central, Hong Kong on Tuesday, 2 September 2014 at 3:00 p.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 2014;
2.
  - (a) To re-elect Mr. Zheng Juhua as executive director of the Company;
  - (b) To re-elect Mr. Man Kwok Leung 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 nominal amount of Shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on 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 nominal amount 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 nominal amount of the share capital of the Company in issue on 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.”; and

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 nominal amount of Shares in the capital of the Company repurchased by the Company pursuant to the exercise by the Directors of the powers of the Company to purchase such Shares since the granting of such general mandate referred to in the above resolution no. 4, provided that such amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution.”

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 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**”), representing 10 per cent. of the issued share capital of the Company as at the date on which this resolution is passed, pursuant to the rules of the 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**”) 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 Shares in issue 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 Shares in issue 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 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.”

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

Hong Kong, 31 July 2014

*Notes:*

- (a) As at the date hereof, the Board comprises Ms. Zheng Juhua, Mr. Chan Chi Yuen and Mr. Chen Shaohua 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 Friday, 29 August 2014 to Tuesday, 2 September 2014 (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 Thursday, 28 August 2014.
- (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.