



NOBLE CENTURY INVESTMENT HOLDINGS LIMITED

仁瑞投資控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 2322)

Form of Proxy for the Special General Meeting to be held on Tuesday, 4 March 2014 at 3:00 p.m.

I/We¹ _____ (name)
of _____ (address)
being the registered holder(s) of _____ ordinary shares² of HK\$0.05
each in the share capital of Noble Century Investment Holdings Limited (the “Company”), **HEREBY APPOINT THE
CHAIRMAN OF THE MEETING³** or _____ (name)
of _____ (address) as
my/our proxy to vote and act for me/us at the special general meeting of the Company to be held at 3/F, Nexxus Building,
77 Des Voeux Road, Central, Hong Kong on Tuesday, 4 March 2014 at 3:00 p.m. (and at any adjournment thereof) (the
“Meeting”) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice dated 29
January 2014 convening the said Meeting (“Notice”) to vote on my/our behalf in respect of the resolution as indicated
below, or if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To approve the Capital Reorganisation, details of which are set out in the circular of the Company dated 29 January 2014.		
2.	To approve the proposed amendments to the bye-laws of the Company, details of which are set out in the circular of the Company dated 29 January 2014.		
ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
3.	To approve the Bonus Issue on the basis of two (2) Bonus Shares for every one (1) fully-paid Rights Share taken up under the Rights Issue, details of which are set out in the circular of the Company dated 29 January 2014.		
4.	To approve the Rights Issue on the basis of one (1) Rights Share for every one (1) Share held on the Record Date, details of which are set out in the circular of the Company dated 29 January 2014.		

Dated this _____ day of _____ 2014

Signed⁵ _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of ordinary shares to which this form of proxy relates in the space provided. If no number is inserted, this form of proxy will be deemed to relate to all ordinary shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, strike out the words “**THE CHAIRMAN OF THE MEETING or**” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK (“✓”) THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK (“✓”) THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to complete any of the boxes will entitle your proxy to vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorized.
6. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the Register of Members.
7. To be valid, this form of proxy, together with any power of attorney Branch Registrar in (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s Branch Registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish and in such event, the instrument appointing the proxy shall be deemed to be revoked.