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**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 stockbroker, or other licensed securities dealer, bank manager, solicitors, 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 accompanying form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

### **PROPOSED CHANGE OF AUDITOR AND NOTICE OF SPECIAL GENERAL MEETING**

A letter from the board of directors of the Company is set out on pages 1 to 3 of this Circular.

A notice convening the Special General Meeting (“SGM”) of Noble Century Investment Holdings Limited (the “Company”) to be held at 3/F, Nexxus Building, 77 Des Voeux Road, Central, Hong Kong on 3 May 2013 (Friday) at 4:00 p.m. is set out on page 4 of this circular.

Whether or not you propose to attend the meeting, you are advised to complete the form of proxy enclosed in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as practicable but in any event no less than 48 hours before the time appointed for holding such meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting (as the case may be) should you so wish.

*This circular will remain on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and the Company’s website at [www.noblecentury.hk](http://www.noblecentury.hk).*

18 April 2013

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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*

Ms. Zheng Juhua (*Chairman*)

Mr. Chan Chi Yuen

Mr. Chen Shaohua

*Registered office*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Independent Non-executive Directors*

Mr. Man Kwok Leung

Mr. Yu Pak Yan, Peter

Mr. Chi Chi Hung, Kenneth

*Head Office and Principal Place  
of Business in Hong Kong:*

Units 1310–13, 13th Floor

113 Argyle Street, Mongkok

Kowloon, Hong Kong

18 April 2013

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CHANGE OF AUDITOR  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

On 15 April 2013, the Board of Directors (the “Board”) of Noble Century Investment Holdings Limited (the “Company”) announced that PricewaterhouseCoopers (“PwC”) resigned as one of the joint auditors of the Company with effect from 15 April 2013. The Board has proposed to appoint Lau & Au Yeung C.P.A. Limited (“Lau & Au Yeung”), being the other joint auditors of the Company, as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company.

The purpose of this circular is to provide you with details of the change of auditor and to give you the notice convening a special general meeting at which an ordinary resolution will be proposed to be considered, and if thought fit, approve the appointment of Lau & Au Yeung as the auditor of the Company.

## LETTER FROM THE BOARD

### PROPOSED CHANGE OF AUDITOR

On 15 April 2013, the Board announced that PwC resigned as one of the joint auditors of the Company with effect from 15 April 2013. The resignation was due to the fact that PwC and the Board could not reach a consensus on the audit fees for the year ended 31 March 2013.

The Board has proposed to appoint Lau & Au Yeung, being the other joint auditors, as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company, subject to the appointment being approved by the shareholders (the "Shareholders") of the Company at a special general meeting (the "SGM").

The Company is incorporated under the laws of Bermuda and to the knowledge of the Board there is no requirement under the laws of Bermuda for the resigning auditor to confirm whether or not there is any circumstance connected with their resignation which they consider should be brought to the attention of the shareholders of the Company. PwC has therefore not issued such confirmation.

The Board confirms that there is no disagreement between the Company and PwC and there are no circumstances in respect of the change of the auditor that should be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its gratitude to PwC for their professional services and support rendered to the Company in the past years.

Further announcement will be made once the appointment of Lau & Au Yeung as the auditor of the Company has been approved by the Shareholders.

### SGM

A notice convening the SGM to be held on 3 May 2013 (Friday) at 4:00 p.m. is set out on page 4 of this circular. The resolution to be proposed at the SGM will be voted on by poll.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you intend to attend and vote at such meeting, you are advised to complete the form of proxy enclosed in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event no less than 48 hours before the time appointed for holding such meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting (as the case may be) should you so wish.

### RECOMMENDATION

The Board considers the ordinary resolution relating to the proposed appointment of Lau & Au Yeung as the auditor of the Company as referred to in this circular is in the best interests of the Company and the Shareholders as a whole and so recommend the Shareholders to vote in favour of the ordinary resolution at the SGM.

## LETTER FROM THE BOARD

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited 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.

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

**NOTICE OF SPECIAL GENERAL MEETING**



**NOBLE CENTURY INVESTMENT HOLDINGS LIMITED**

**仁瑞投資控股有限公司**

*(Incorporated in Bermuda with limited liability)*

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**NOTICE IS HEREBY GIVEN** that a special 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 3 May 2013 (Friday) at 4:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

**ORDINARY RESOLUTION**

“**THAT** Lau & Au Yeung C.P.A. Limited be and is hereby appointed as the auditor of the Company and to hold office until the conclusion of the next annual general meeting, and the Directors of the Company be and are hereby authorised to fix the remuneration of the appointed auditor.”

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

Hong Kong, 18 April 2013

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

*Principal Office:*  
Units 1310–13, 13th Floor  
113 Argyle Street, Mongkok  
Kowloon, Hong Kong

## NOTICE OF SPECIAL GENERAL MEETING

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or, if he is the holder of two or more shares, more than one, proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the form of proxy, together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority must be deposited with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong no less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Completion and return of the accompanying form of proxy will not preclude members of the Company from attending and voting in person at the aforesaid meeting or any adjournment thereof should they so wish.
4. The voting on the proposed resolution at the SGM will be conducted by way of poll.