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## IMPORTANT

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**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; AND (2) 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 Suite 2202, 22nd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 7 September 2018 at 3 p.m. is set out on pages 8 to 9 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.

30 July 2018

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## DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Suite 2202, 22nd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 7 September 2018 at 3 p.m.
“Annual Report”	the annual report of the Company for the year ended 31 March 2018
“Board”	the board of Directors of the Company
“Bye-laws”	the bye-laws of the Company
“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 directors of the Company
“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
“Latest Practicable Date”	25 July 2018, 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
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong

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## DEFINITIONS

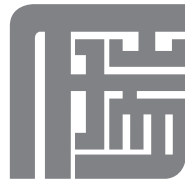
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“Share(s)”	share(s) of HK\$0.02 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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**LETTER FROM THE BOARD**

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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:*

Zheng Juhua (*Chairman*)

Chan Chi Yuen

Wang Yingqian

*Independent Non-executive Directors:*

Man Kwok Leung

Yu Pak Yan, Peter

Chi Chi Hung, Kenneth

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM II

Bermuda

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

Suite 2202, 22nd Floor

China Resources Building

26 Harbour Road

Wanchai, Hong Kong

30 July 2018

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSALS IN RELATION TO  
(1) RE-ELECTION OF DIRECTORS;  
AND  
(2) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolution to be proposed at the Annual General Meeting relating to the re-election of Director.

The notice of Annual General Meeting is set out in Appendix II to this circular and contains full text of all the resolutions to be proposed at the AGM.

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## LETTER FROM THE BOARD

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### 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 greater 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 forthcoming 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. In addition, the Listing Rules provide that every Director should be subject to retirement by rotation at least once every three years.

According to the above provisions, Mr. Yu Pak Yan, Peter and Mr. Chi Chi Hung, Kenneth, being the independent non-executive Director, will retire by rotation at the Annual General Meeting pursuant to the Company's Bye-law 87 and the Listing Rules.

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.

### 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 Suite 2202, 22nd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 7 September 2018 at 3 p.m.. The AGM notice is set out on Appendix II to this circular.

From Wednesday, 5 September 2018 to Friday, 7 September 2018, both days inclusive, the register of members of the Company will be closed for the purpose of ascertaining shareholders' entitlement to attend and vote at the Annual General Meeting. In order to be eligible for attending and voting at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with 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, for registration no later than 4:30 p.m. on Tuesday, 4 September 2018.

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## LETTER FROM THE BOARD

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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 re-election of Directors is 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 re-election of Directors.

### GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Directors proposed to be re-elected) to this circular.

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.*

**Mr. Yu Pak Yan, Peter**, aged 67, is an independent non-executive Director and the chairman of the Remuneration Committee of the Company. He has over 28 years of experience in real estate and financial services industries. Mr. Yu has a Bachelor Degree in Management from Youngstown State University in Ohio, the United States and a Master of Science Degree in Financial Services from American College in Pennsylvania, the United States. Mr. Yu is a member of the Certified Commercial Investment Member Institute and was the first Chinese-American elected to the board of the San Francisco Association of Realtors. Mr. Yu worked in Pacific Union Real Estate Company in the United States between 1980 and 1995 and held senior positions in MetLife and New York Life Insurance Company in managing Asian customers in North America.

Mr. Yu is currently an independent non-executive director of China Sandi Holdings Limited (stock code: 910). He was an executive director of Kong Sun Holdings Limited (stock code: 295) from August 2008 to September 2014 and Far East Holdings International Limited (stock code: 36) from November 2014 to October 2017, and an independent non-executive director of GET Holdings Limited (stock code: 8100) from July 2010 to January 2014 and Kingston Financial Group Limited (stock code: 1031) from September 2008 to September 2016.

As at the Latest Practicable Date, Mr. Yu 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 is appointed for a term of one year, which will continue thereafter until terminated by either party giving not less than one month's prior notice. His director's remuneration amounts to HK\$12,500 per month, 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. Yu 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. Yu involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and the Directors are not aware of any other matters regarding the re-election of Mr. Yu that needs to be brought to the attention of the Shareholders.



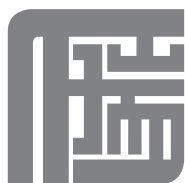
**Mr. Chi Chi Hung, Kenneth**, aged 49, is an independent non-executive Director and the chairman of the Audit Committee of the Company. He has over 20 years of experience in accounting and financial control area. He holds a Bachelor of Accountancy Degree from the Hong Kong Polytechnic University and is a fellow member of The Association of Chartered Certified Accountants in the United Kingdom, an associate member of The Hong Kong Institute of Certified Public Accountants, The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators in the United Kingdom.

Mr. Chi is currently an executive director of DeTai New Energy Group Limited (stock code: 559) and an independent non-executive director of Perfect Shape Beauty Technology Limited (stock code: 1830) and Greentech Technology International Limited (formerly known as L'sea Resources International Holdings Limited) (stock code: 195). He was an executive director of Ceneric (Holdings) Limited (now known as TFG International Group Limited) (stock code: 542) from October 2010 to June 2017, e-Kong Group Limited (now known as Great Wall Belt & Road Holdings Limited) (stock code: 524) from September 2014 to July 2015, GET Holdings Limited (stock code: 8100) from July 2010 to June 2014, a non-executive director of China Sandi Holdings Limited (stock code: 910) from January 2015 to August 2015 (redesignated from executive director with effect from 31 January 2015) and an independent non-executive director of Hong Kong Life Sciences and Technologies Group Limited (stock code: 8085) from January 2010 to August 2015, Aurum Pacific (China) Group Limited (stock code: 8148) from March 2010 to October 2015 and Silk Road Energy Services Group Limited (stock code: 8250) from December 2011 to November 2015.

As at the Latest Practicable Date, Mr. Chi 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 is appointed for a term of one year, which will continue thereafter until terminated by either party giving not less than one month's prior notice. His director's remuneration amounts to HK\$12,500 per month, 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. Chi 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. Chi involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and the Directors are not aware of any other matters regarding the re-election of Mr. Chi that needs to be brought to the attention of the Shareholders.

**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 Suite 2202, 22nd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 7 September 2018 at 3 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 2018;
2.
  - (a) To re-elect Mr. Yu Pak Yan, Peter as independent non-executive director of the Company;
  - (b) To re-elect Mr. Chi Chi Hung, Kenneth 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.

By order of the Board

**Noble Century Investment Holdings Limited**

**Zheng Juhua**

*Chairman*

Hong Kong, 30 July 2018

*Notes:*

- (a) As at the date hereof, the Board comprises Ms. Zheng Juhua, Ms. Wang Yingqian 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.
- (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 Wednesday, 5 September 2018 to Friday, 7 September 2018 (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 Tuesday, 4 September 2018.
- (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.