



# 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 FRIDAY, 31 MAY 2019

I/We<sup>1</sup> \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)  
being the registered holder(s) of \_\_\_\_\_<sup>2</sup> shares of HK\$0.02 each  
in the share capital of Noble Century Investment Holdings Limited (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**<sup>3</sup>  
or \_\_\_\_\_ (name) of  
\_\_\_\_\_ (address) as my/our  
proxy to attend and vote for me/us and on my/our behalf at the special general meeting (the "Meeting") (and at any adjournment thereof) of the  
Company to be held at Suite 2202, 22nd Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 31 May 2019 at 11:00 a.m.  
for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the Meeting and at the Meeting (and at any  
adjournment thereof) to vote on my/our behalf in respect of the resolutions as indicated below:

	ORDINARY RESOLUTION	FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To approve the Sale and Purchase Agreement (as defined in the circular of the Company dated 8 May 2019 (the "Circular")) and the transactions contemplated thereunder and to authorise any one or more of the directors of the Company to take all steps necessary or expedient in his/her opinion to implement and/or give effect to the Sale and Purchase Agreement and the transactions contemplated thereunder.		
SPECIAL RESOLUTION			
2.	Subject and conditional upon the passing of ordinary resolution numbered 1 as set out in this notice convening the SGM and any necessary approval of the Registrar of Companies in Bermuda in relation to the proposed change of the name of the Company being obtained, to approve the Change of Company Name (as defined in the circular of the Company dated 8 May 2019), and authorise any one director or officer of the Company to do all such acts, deeds and things and execute all such documents as he may consider necessary or expedient to give effect to the Change of Company Name and the transactions contemplated thereunder.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signed<sup>5</sup>: \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- If any proxy other than the chairman of the Meeting is preferred, strike out "**THE CHAIRMAN OF THE MEETING** or" here inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION(S), TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION(S), TICK THE APPROPRIATE BOX MARKED "AGAINST".** Failure to complete any of the boxes will entitle your proxy to cast his votes 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 convening the Meeting.
- 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 authorised.
- 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.
- To be valid, this form of proxy, together with any power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited 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 or any adjourned meeting.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.
- All resolution(s) set out in the notice convening the Meeting will be decided by poll at the Meeting in accordance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
- The complete version of the resolution(s) and further details in relation thereto are set out in the Circular and the notice of the Meeting of the Company both dated 8 May 2019, copies of which may be found on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and on the website of the Company at [www.noblecentury.hk](http://www.noblecentury.hk).
- PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Tengis Limited at the above address.