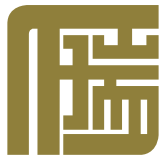


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## **NOBLE CENTURY INVESTMENT HOLDINGS LIMITED**

**仁瑞投資控股有限公司**

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 2322)**

### **CHANGE IN USE OF PROCEEDS FROM PLACING**

This announcement is made by Noble Century Investment Holdings Limited (the “**Company**“, together with its subsidiaries, the “**Group**”) pursuant to the Rules 13.09 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571).

Reference is made to the announcements of the Company dated 15 December 2015 and 8 March 2016 respectively, and the circular of the Company dated 15 January 2016 (the “**Circular**”) in relation to, among others, the issue of 250,000,000 Shares of the Company by way of placing (the “**Placing**”) under specific mandate. Reference is also made to the announcement (the “**Change in Use of Proceeds Announcement**”) of the Company dated 25 May 2016 in relation to change in use of proceeds from Placing. Unless otherwise stated, capitalised terms used herein shall bear the same meanings as defined in the Circular.

### **CHANGE IN USE OF PROCEEDS FROM PLACING**

Following completion of the Placing on 8 March 2016, net proceeds of approximately HK\$494.4 million (the “**Net Proceeds**”) has been raised. As disclosed in the Circular, the Board intended to apply the Net Proceeds as to: (a) approximately HK\$171.6 million for the business operations in respect of the finance leasing business of the Group; (b) approximately HK\$280 million for the business operations in respect of the trading business of the Group (the “**Proceeds for Trading Business**”); and (c) approximately HK\$42.8 million for general working capital of the Group. Among the Proceeds for Trading Business in the sum of approximately HK\$280 million, it was intended that as to (i) approximately HK\$140 million would be used for the business operations in respect of the refined petroleum trading business of the Group (the “**Proceeds for Petroleum Trading**”); and (ii) approximately HK\$140 million would be used for the business operations in respect of the seafood and electronic products trading business of the Group (the “**Proceeds for Seafood and Electronic Products Trading**”).

However, as disclosed in the Change in Use of Proceeds Announcement, instead of allocating approximately HK\$140 million for the business operations of the petroleum trading business, the Board has resolved to change the allocation of the amount of the Proceeds for Petroleum Trading such that (a) approximately HK\$100 million will be allocated as the Proceeds for Petroleum Trading; and (b) approximately HK\$40 million will be applied for the development of the money lending business of the Group.

In order to improve the efficiency of the use of proceeds of the Group, the Board has resolved to further change the allocation of the amount of the Proceeds for Petroleum Trading, such that the use of the Proceeds for Petroleum Trading in the amount of approximately HK\$100 million will be applied towards the business operations of the trading business of the Group, including but not limit to refined petroleum trading business and seafood and electronic products trading business, details of which are set out in the paragraph headed “Reasons for the change in use of proceeds from the Placing” in this announcement (the “**Change in Use of Proceeds**”).

### **REASONS FOR THE CHANGE IN USE OF PROCEEDS FROM PLACING**

As disclosed in the Circular and as aforementioned, among the Proceeds for Trading Business, approximately HK\$100 million has been allocated as the Proceeds for Petroleum Trading which was previously intended to be used for the business operations in respect of the refined petroleum trading business and approximately HK\$140 million has been allocated as the Proceeds for Seafood and Electronic Products Trading which was previously intended to be used for the business operations in respect of the seafood and electronic products trading business. As at the date of this announcement, the Proceeds for Seafood and Electronic Products Trading in the amount of approximately HK\$140 million has been used as intended, while the Proceeds for the Petroleum Trading in the amount of HK\$100 million is not yet used.

As disclosed in the Circular, the actual allocation of the amount of the Proceeds for the Trading Business will be interchangeable and will be subject to the trading products market situation and the Group may revise the allocation from time to time depending upon the market situation and demands and supplies.

In view of the recent unstable economy and the volatile petroleum market, the Board considers that it is currently not an optimal time to heavily invest in the petroleum market. Hence, in order to improve the efficiency of the use of proceeds of the Group, instead of allocating approximately HK\$100 million for the business operations of the petroleum trading business, the Board has resolved to change the allocation of the amount of the Proceeds for Petroleum Trading, such that the use of the Proceeds for Petroleum Trading in the amount of approximately HK\$100 million will be applied towards the business operations of the trading business of the Group, including but not limited to the refined petroleum trading business and seafood and electronic products trading business.

Save for the Change in Use of Proceeds as disclosed above, the Board intends to apply the remaining Net Proceeds as originally intended.

For the reasons aforesaid, the Board considers that the Change in Use of Proceeds will improve efficiency of use of proceeds of the Group. The Directors (including the independent non-executive Directors) consider that the Change in Use of Proceeds is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

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

Hong Kong, 4 August 2016

*As at the date of this announcement, the executive Directors are Ms. Zheng Juhua and Mr. Chan Chi Yuen; the independent non-executive Directors are Mr. Man Kwok Leung, Mr. Yu Pak Yan, Peter and Mr. Chi Chi Hung, Kenneth.*