

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 or registered institution 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** (the “**Company**”), you should at once hand this circular, together with the 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 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)

**(1) PROPOSED SHARE CONSOLIDATION AND
PROPOSED CHANGE IN BOARD LOT SIZE;
AND
(2) NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the special general meeting of the Company (the “**SGM**”) to be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong, on Tuesday, 6 January 2015 at 11:00 a.m. is set out on pages 11 to 12 of this circular.

A form of proxy for the SGM is enclosed. Whether or not you are able to attend the SGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the office of the Company’s branch share 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 fixed for the SGM or any adjournment thereof. Completion and delivery of a form of proxy will not preclude you from attending and voting at the SGM or any adjournment thereof in person should you so wish.

16 December 2014

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Announcement”	the announcement of the Company dated 8 December 2014 in relation to, among other matters, the Share Consolidation and the Change in Board Lot Size
“Board”	the board of Directors
“Business Day(s)”	any day (other than a Saturday, a Sunday or days on which a typhoon signal 8 or above or black rainstorm signal is hoisted in Hong Kong at 10:00 a.m.) on which banks in Hong Kong are generally open for business throughout their normal business hours
“Bye-laws”	the bye-laws for the time being adopted by the Company and as amended from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 40,000 Existing Shares to 8,000 Consolidated Shares
“Company”	Noble Century Investment Holdings Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Stock Exchange
“Consolidated Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company immediately after the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“Existing Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company prior to the Share Consolidation having become effective
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	12 December 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Registrar”	the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
“SGM”	the special general meeting of the Company to be convened to consider and, if thought fit, approve, among other things, the Share Consolidation and the transactions contemplated thereunder
“Share(s)”	Existing Share(s) or Consolidated Share(s), as the case may be
“Share Consolidation”	the proposed consolidation of every ten (10) Existing Shares of HK\$0.01 each in the issued and unissued share capital of the Company into one (1) Consolidated Share of HK\$0.10 in the issued and unissued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

EXPECTED TIMETABLE

Set out below is the expected timetable for the implementation of the Share Consolidation and the Change in Board Lot Size. The below expected timetable is subject to the satisfaction of all the conditions of the Share Consolidation, including without limitation, the approval of the Share Consolidation by the Shareholders at the SGM, and is therefore for indicative purpose only. Further announcement(s) (if any) will be made by the Company regarding any significant change to the following expected timetable as and when appropriate:

Despatch of Company's circular with notice of SGM	Tuesday, 16 December 2014
Latest time for lodging forms of proxy for the purpose of the SGM.....	11 a.m. on Sunday, 4 January 2015
SGM	11 a.m. on Tuesday, 6 January 2015
Announcement of poll results of SGM.....	Tuesday, 6 January 2015
Effective date of the Share Consolidation.....	Wednesday, 7 January 2015
Dealings in the Consolidated Shares commence	9:00 a.m. on Wednesday, 7 January 2015
Free exchange of existing share certificates for new share certificates for the Consolidated Shares commences.....	Wednesday, 7 January 2015
Original counter for trading in Existing Shares in board lot size of 40,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Wednesday, 7 January 2015
Temporary counter for trading in the Consolidated Shares in board lot size of 4,000 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Wednesday, 7 January 2015
Original counter for trading in Consolidated Shares in board lot size of 8,000 Consolidated Shares (in the form of new share certificates) re-opens	9:00 a.m. on Wednesday, 21 January 2015

EXPECTED TIMETABLE

Parallel trading in Consolidated Shares
(in form of new share certificates
in board lots of 8,000 Consolidated Shares
and the existing share certificates
in board lots of 4,000 Consolidated Shares)
commences 9:00 a.m. on Wednesday, 21 January 2015

Designated broker starts to stand in the market
to provide matching services for the sale and
purchase of odd lots of Consolidated Shares 9:00 a.m. on Wednesday, 21 January 2015

Temporary counter for trading
in the Consolidated Shares in board lot size
of 4,000 Consolidated Shares (in the form of
existing share certificates) closes 4:00 p.m. on Tuesday, 10 February 2015

Parallel trading in Consolidated Shares
(in form of new share certificates in board lots
of 8,000 Consolidated Share and the existing
share certificates in board lots of 4,000
Consolidated Shares) ends 4:00 p.m. on Tuesday, 10 February 2015

Designated broker ceases to stand in the market
to provide matching services for the sale
and purchase of odd lots of
Consolidated Shares 4:00 p.m. on Tuesday, 10 February 2015

Latest time for free exchange of existing share
certificates for new share certificates
of the Consolidated Shares 4:00 p.m. on Friday, 13 February 2015

Note: All dates and times in this circular refer to Hong Kong local dates and times.



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

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 1402, 14th Floor

China Resources Building

26 Harbour Road

Wanchai, Hong Kong

16 December 2014

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED SHARE CONSOLIDATION AND
PROPOSED CHANGE IN BOARD LOT SIZE;
AND
(2) NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

As disclosed in the Announcement, the Company proposed to put forward the Share Consolidation and the Change of Board Lot Size involving: (i) consolidation of every ten (10) Existing Shares of HK\$0.01 each in the issued and unissued share capital of the Company into one (1) Consolidated Share of HK\$0.10 in the issued and unissued share capital of the Company subject to, among other things, approval by the Shareholders at the SGM; and (ii) change in board lot size of the Shares for trading on the Stock Exchange from 40,000 Existing Shares to 8,000 Consolidated Shares upon the Share Consolidation becoming effective.

The purpose of this circular is to provide you with further information regarding, among other things, (a) the Share Consolidation; (b) the Change in Board Lot Size; and (c) the notice of SGM.

LETTER FROM THE BOARD

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every ten (10) Existing Shares of HK\$0.01 each in the issued and unissued share capital of the Company be consolidated into one (1) Consolidated Share of HK\$0.10 in the issued and unissued share capital of the Company. The Board also proposes to change the board lot size for trading from 40,000 Existing Shares to 8,000 Consolidated Shares upon the Share Consolidation becoming effective.

As at the Latest Practicable Date, there are 3,376,000,000 Existing Shares of HK\$0.01 each in issue and fully paid or credited as fully paid and the Company does not have any outstanding options, warrants or securities in issue which are convertible or exchangeable into Shares. Assuming no Shares will be issued or repurchased from the Latest Practicable Date up to the date of the SGM, there will be 337,600,000 Consolidated Shares of HK\$0.10 each in issue and fully paid or credited as fully paid following the Share Consolidation. The authorised share capital of the Company will become HK\$100,000,000 divided into 1,000,000,000 Consolidated Shares of HK\$0.10 each.

Conditions of the Share Consolidation

The implementation of the Share Consolidation is conditional upon:

- (i) the passing of the necessary ordinary resolution by the Shareholders at the SGM to approve the Share Consolidation;
- (ii) the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and
- (iii) the compliance with all relevant procedures and requirements under the Companies Act 1981 of Bermuda to effect the Share Consolidation.

Status of the Consolidated Shares

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank pari passu in all respects with each other and the Share Consolidation will not result in any change in the relative rights of the Shareholders.

Listing application

Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective. No part of the securities of the Company is listed or dealt in or on which listing or permission to deal is being or is proposed to be sought on any other stock exchange. All necessary arrangements will be made for the Consolidated Shares to be admitted into the CCASS established and operated by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in

LETTER FROM THE BOARD

CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. The Share Consolidation will be conducted in accordance with the Bye-laws.

PROPOSED CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Existing Shares are currently traded in board lot size of 40,000 Existing Shares. The Board proposes that, upon the Share Consolidation becoming effective, the board lot size of the Consolidated Shares for trading on the Stock Exchange will be changed to 8,000 Consolidated Shares.

Based on the closing price of HK\$0.055 per Existing Share (equivalent to HK\$0.55 per Consolidated Share) as quoted on the Stock Exchange as at the Latest Practicable Date, the board lot value is HK\$2,200 in the current board lot size of 40,000 Existing Shares, and HK\$4,400 in the proposed new board lot size of 8,000 Consolidated Shares.

The Change in Board Lot Size will not, by itself, affect any of the rights of Shareholder. As from Wednesday, 7 January 2015, any new share certificate will be issued in board lots of 8,000 Consolidated Shares each (except for odd lots or where the Registrar is otherwise instructed).

REASONS FOR THE SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE

The proposed Share Consolidation will increase the nominal value of the Shares and reduce the total number of Shares currently in issue. As such, the transaction and handling costs of the Company in relation to the dealing in the Consolidated Shares are expected to be reduced, which will be beneficial to the Company. Moreover, as the market value of each board lot upon the Share Consolidation and the Change in Board Lot Size becoming effective will be higher than the market value of each existing board lot, the transaction cost as a proportion of the market value of each board lot will be lowered. It is expected that the liquidity in trading of the Shares will increase accordingly and the market value of the Shares will more precisely reflect the intrinsic value of the Company. Accordingly, the Board is of the view that the Share Consolidation and the Change in Board Lot Size is beneficial to the Company and Shareholders as a whole.

Other than the expenses to be incurred by the Company in relation to the Share Consolidation and the Change in Board Lot Size, the implementation thereof will not, by itself, affect the underlying assets, business operations, management or financial position of the Group or the proportionate interests or rights of the Shareholders as a whole, save for any fractional Consolidated Share which may arise.

LETTER FROM THE BOARD

OTHER ARRANGEMENTS

Odd lot trading arrangement

Fractional Consolidated Shares will be disregarded and will not be issued to Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Consolidated Shares regardless of the number of share certificates held by such holder.

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation and the Change in Board Lot Size, the Company has appointed Kingston Securities Limited to provide matching service regarding the sale and purchase of odd lots of the Consolidated Shares at the relevant market price per Consolidated Share for Shareholders, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares, during the period from Wednesday, 21 January 2015 to Tuesday, 10 February 2015 (both days inclusive). Holders of odd lots of the Consolidated Shares may contact Ms. Rosita Kiu of Kingston Securities Limited at Suite 2801, 28/F, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong at (852) 2298-6215 during office hours in the aforesaid period.

Holders of odd lots of the Consolidated Shares should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares are not guaranteed. If any Shareholder is in doubt about the odd lot trading arrangement, such Shareholder should consult his/her/its own professional advisers.

Exchange of Share Certificates

Subject to the Share Consolidation becoming effective, which is currently expected to be on Wednesday, 7 January 2015, being the business day immediately after the date of the SGM. Shareholders may during the business hours, on or after Wednesday, 7 January 2015 and until Friday, 13 February 2015 (both days inclusive) submit their share certificates in peach for the Existing Shares to the Registrar to exchange, at the expense of the Company, for new share certificates in green for the Consolidated Shares on the basis of every ten (10) Existing Shares for one (1) Consolidated Share, without any fractional Consolidated Share.

Shareholders should note that after the prescribed time for free exchange of share certificates, a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the Registrar for exchange of share certificates.

Subject to the Share Consolidation becoming effective, with effect from Wednesday, 7 January 2015, trading will only be effected in the Consolidated Shares, the share certificates of which will be issued in green colour. The existing share certificates in peach for the Existing Shares will cease to be valid for trading and settlement purpose, but will remain valid and effective as documents of title.

LETTER FROM THE BOARD

WARNING

Shareholders and potential investors should be aware of and take note that the Share Consolidation is conditional upon satisfaction of the conditions precedent set out in the paragraph headed “Conditions of the Share Consolidation” above in this circular, and the Change in Board Lot Size is conditional upon the Share Consolidation becoming effective. Accordingly, the Share Consolidation and the Change in Board Lot Size may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

SGM

The Share Consolidation will be conditional, among other matters, upon the passing by the Shareholders of the ordinary resolution at the SGM.

The SGM will be held at 11:00 a.m. on Tuesday, 6 January 2015 at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong, the notice of which is, set out on pages 11 to 12 of this circular, for the Shareholders to consider and, if thought fit, to approve the resolution in respect of the Share Consolidation.

In compliance with the Listing Rules, the resolution will be voted on by way of a poll at the SGM. To the best of the Director’s knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolution to be proposed at the SGM.

A form of proxy for use at the SGM is enclosed with this circular. In order to be valid, the enclosed form of proxy, together with any power of attorney or other authority under which it is signed must be delivered to the offices of the Registrar as soon as possible but in any event not less than 48 hours before the time appointed for the holding the SGM or any adjournment thereof. Completion and return of the enclosed form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors are of the opinion that the Share Consolidation and the Change in Board Lot Size are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of the resolution to be proposed in the SGM.

Yours faithfully,
For and on behalf of the Board
Noble Century Investment Holdings Limited
Zheng Juhua
Chairman



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 a special general meeting (“**Meeting**”) of Noble Century Investment Holdings Limited (the “**Company**”) will be held at 11:00 a.m., on Tuesday, 6 January 2015 at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong for the purpose of considering and, if thought fit, passing, with or without modifying, the following resolution which will be proposed as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

subject to and conditional upon, among others, the granting by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) the listing of, and permission to deal in, the issued ordinary shares of the Company consolidated in the manner as set out in paragraph (a) of this resolution below (the “**Share Consolidation**”):

- (a) with effect from the first business day immediately following the date on which this resolution is passed, being a day on which shares are traded on the Stock Exchange, every ten (10) issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) share of HK\$0.10 (each a “**Consolidated Share**”), such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the bye-laws of the Company;
- (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefits of the Company in such manner and on such terms as the directors (“**Director(s)**”) of the Company may think fit; and

NOTICE OF SGM

- (c) any one of the Directors be and is hereby authorised to do all such acts, deeds and things and to sign and execute all such documents, including under seal where applicable, on behalf of the Company, as he/she may, in his/her absolute discretion, consider necessary, desirable or expedient to implement and give effect to any or all of the foregoing.”

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

Hong Kong, 16 December 2014

Registered office:
Clarendon House
2 Church Street
Hamilton HM II
Bermuda

*Head office and principal place
of business in Hong Kong:*
Suite 1402, 14th Floor
China Resources Building
26 Harbour Road
Wanchai, Hong Kong

Notes:

- (a) As at the date hereof, the Board comprises Ms. Zheng Juhua 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 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 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 Friday, 2 January 2015 to Tuesday, 6 January 2015 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to attend the 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 Wednesday, 31 December 2014.
- (d) A shareholder of the Company entitled to attend and vote at the 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 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.