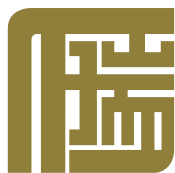


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NOBLE CENTURY INVESTMENT HOLDINGS LIMITED

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 RIGHTS ISSUE

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 12 December 2013, 4 March 2014 and 3 April 2014, the circular of the Company dated 29 January 2014 (the “**Circular**”) and the prospectus of the Company dated 14 March 2014 (the “**Prospectus**”), in relation to, among others, the issue of 844,000,000 Shares of the Company by way of rights issue (the “**Rights Issue**”) and the issue of 1,688,000,000 Shares by way of bonus issue (the “**Bonus Issue**”). Reference is also made to the announcement of the Company dated 1 August 2014 (the “**Announcement**”) in relation to the change in use of proceeds from the Rights Issue. Unless otherwise stated, capitalised terms used herein shall bear the same meanings as defined in the Prospectus.

CHANGE IN USE OF PROCEEDS FROM RIGHTS ISSUE

Following the completion of the Rights Issue (with Bonus Issue) on 2 April 2014, net proceeds of approximately HK\$147.7 million (the “**Net Proceeds**”) has been raised. As disclosed in the Circular and the Prospectus, the Board intended to apply the Net Proceeds as to: (a) approximately HK\$80 million to HK\$100 million for future capital investments (the “**Proceeds for Capital Investments**”), which included but not limited to investments in securities and/or properties, and business development of the Group; and (b) the remaining for general working capital of the Group which is estimated to be approximately HK\$2.5 million per month. Among the Proceeds for Capital Investments in the sum of approximately HK\$80 million to HK\$100 million, it was intended that as to (a) approximately HK\$30 million would be used for securities investments (the “**Proceeds for Securities Investments**”); (b) approximately HK\$40 million would be used for the purchase of a property for its own use (the “**Proceeds for Investment in Property**”); and (c)

approximately HK\$30 million would be used for business development of the Group, which may include the purchase of an additional vessel and/or other investment and business opportunities (the “**Proceeds for Business Development**”).

However, as disclosed in the Announcement, the Board has resolved to change the allocation of the amount of the Proceeds for Capital Investments, such that the use of the Proceeds for Investment in Property in the amount of approximately HK\$40 million will be applied towards the business development of the Group instead. As disclosed in the Announcement, the Board intended to and had applied the relevant amount in the development of its money lending and leasing business.

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 Capital Investment, such that the use of the Proceeds for Securities Investments in the amount of approximately HK\$30 million will be applied towards the business development of the Group as well, details of which are set out in the paragraph headed “Reasons for the change in use of proceeds from the Rights Issue” in this announcement.

REASONS FOR THE CHANGE IN USE OF PROCEEDS FROM THE RIGHTS ISSUE

As disclosed in the Circular and the Prospectus and as aforementioned, among the Proceeds for Capital Investments, approximately HK\$30 million has been allocated as the Proceeds for Securities Investments which was previously intended to be used for securities investments.

In view of the recent volatile securities market and unstable economy, the Board considers that it is currently not an optimal time to heavily invest in the securities market. Hence, in order to improve the efficiency of the use of proceeds of the Group, instead of allocating the Proceeds for Securities Investments which amounts to approximately HK\$30 million for securities investments, the Board has resolved to change the allocation of the amount of the Proceeds for Capital Investment, such that the use of the Proceeds for Securities Investments will be applied towards the business development of the Group. The Board intends to apply the relevant amount and the Proceeds for Business Development for the development of its leasing business.

During the first half of 2014, the leasing industry in the People’s Republic of China (the “**PRC**”) has maintained its rapid growth. According to the “China Financial Leasing Industry Report for the First Half of 2014” published by the China Leasing Alliance in July 2014 (the “**Report**”), there were approximately 1,350 registered financial leasing companies (excluding SPV) operating in the PRC as at 30 June 2014, representing an increase of 324 companies as compared to that as of the end of year 2013. Among those companies, 25 were financial leasing entities, 123 were domestic leasing entities and 1,202 were foreign leasing entities. In addition, there is an increasing trend that financial institutions such as banks, asset management companies and insurers were applying for licenses for financial leasing, and major conglomerates were setting up more non-financial leasing companies.

Further, it is shown in the Report that as of the end of June 2014, the total registered capital in the PRC leasing industry amounted to approximately RMB404 billion, representing an increase of RMB98 billion as compared to that as of the end of year 2013, of which the

registered capital of financial leasing, domestic leasing and foreign leasing as of the end of June 2014 amounted to RMB87.6 billion, RMB59.3 billion and RMB257.1 billion, accounting for approximately 21.7%, 14.7% and 63.6%, respectively.

Having considered the prospects of the leasing business in the PRC, the Board believes that the leasing business will produce a steady growth in the Group's long term performance and will maximize the future contribution to the Group. As at the date of this announcement, the management of the Group has been in the process of developing its leasing business in Qianhai Shenzhen-Hong Kong cooperation zone of Shenzhen City, the PRC. It is expected that several finance lease agreements will be entered into by the Group in or about early November.

As at the date of this announcement, the Company had applied as to approximately HK\$16 million for the development of its money lending business, and as to approximately HK\$20 million for the development of its leasing business. Save as disclosed in the Announcement and save for the change in use of the Proceeds for the Securities Investments which will be applied towards the development of the Group's leasing business as disclosed above, the Board intends to apply the remaining Net Proceeds as originally intended.

Taking into account (i) the volatile securities market and unstable economy and the risks involved in investing in the current securities market; and (ii) the high growth potential and prospects of the leasing business in the PRC, the Board considers that the change in use of the Proceeds for Securities Investments will improve efficiency of use of proceeds of the Group, which is advantageous to the diversification of the Group's business and will expand the income stream of the Group. The Directors (including the independent non-executive Directors) consider that the change in use of proceeds of the Rights Issue 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, 22 October 2014

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.