



# 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 annual general meeting to be held on 2nd September 2014

I/We<sup>1</sup> \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)  
being the registered holder(s) of \_\_\_\_\_ shares<sup>2</sup> of HK\$0.01  
each in the share capital of the above-named Company (the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**<sup>3</sup>  
or \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)  
as my/our proxy to vote and act for me/us at the annual general meeting (the “Meeting”) (and at any adjournment thereof) of the Company to be held at 3/F, Nexxus Building, 77 Des Voeux Road, Central, Hong Kong on Tuesday, 2nd September 2014 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the resolutions 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 RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and of the auditors of the Company for the year ended 31 March 2014.		
2.	(a) To re-elect Ms. Zheng Juhua as executive director of the Company;		
	(b) To re-elect Mr. Man Kwok Leung 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 of the Company.		
3.	To re-appoint Lau & Au Yeung C.P.A Limited as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.		
4.	To give a general mandate to the directors of the Company to repurchase the Company's shares not exceeding 10% of the total nominal amount of the existing issued share capital.		
5.	To give a general mandate to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company not exceeding 20% of the existing issued share capital.		
6.	To extend the general mandate granted to the directors of the Company to allot and issue additional shares of the Company by the number of shares repurchased.		
7.	To approve the refreshment of the 10% general limit under the Share Option Scheme (as defined in the notice of the Meeting).		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014

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 in the Company 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 RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, 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 authorized.
- 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 Branch Registrar in (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 22nd Floor, 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 resolutions 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.