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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“**SGM**”) of Noble Century Investment Holdings Limited (the “**Company**”) will be held at 3/F, Nexxus Building, 77 Des Voeux Road, Central, Hong Kong at 3:00 p.m. on Tuesday, 4 March 2014 for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments as resolutions of the Company:

SPECIAL RESOLUTIONS

1. “**THAT** subject to and conditional upon (i) the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the New Shares (as defined below) and (ii) the compliance by the Company with the requirements of section 46(2) of the Companies Act 1981 of Bermuda (the “**Companies Act**”) to effect the Capital Reduction (as defined below), with effect from the next business day following the passing of this resolution by the shareholders of the Company:
 - (a) the par value of all the issued existing shares of HK\$0.05 each of the Company (the “**Existing Shares**”) be reduced from HK\$0.05 each to HK\$0.01 each (each such reduced share, a “**New Share**”) and the issued share capital of the Company accordingly be reduced to the extent of HK\$0.04 on each of the Existing Shares in issue (the “**Capital Reduction**”);
 - (b) each authorised but unissued Existing Share of HK\$0.05 par value shall be subdivided into five (5) New Shares of HK\$0.01 each (the “**Sub-division**”);
 - (c) the entire amount standing to the credit of the share premium account of the Company as at 30 September 2013 be cancelled (the “**Share Premium Cancellation**”) and together with the Capital Reduction and Sub-division, the “**Capital Reorganisation**”);

- (d) the credit arising from the Capital Reduction and the Share Premium Cancellation be transferred to the contributed surplus account of the Company for utilization to offset the entire balance of the accumulated losses (the “**Accumulated Losses Offset**”) and any director(s) of the Company (the “**Director(s)**”) be authorised to apply the balance of the contributed surplus, if any, in such manner as they consider appropriate as permitted under the Companies Act and the bye-laws of the Company;
- (e) any one Director be and is hereby authorised to do all such acts and things and execute all documents he/she considers necessary, desirable or expedient to give effect to the Capital Reorganisation and the transactions contemplated thereunder.”
2. “**THAT** the existing bye-law 148 of the bye-laws of the Company (the “**Bye-laws**”) be deleted in its entirety and substituted therefor with the following:

“148. The Company may, upon the recommendation of the Board, at any time and from time to time pass an ordinary resolution to the effect that it is desirable to capitalize all or any part of any amount for the time being standing to the credit of any reserve or fund (including the profit and loss account, any contributed surplus account and also including any share premium account or other reserve) whether or not the same is available for distribution and accordingly that such amount be set free for distribution among the Members or any class of Members who would be entitled thereto if it were distributed by way of dividend and in the same proportions (or such other proportions as the Board may propose and as approved by an ordinary resolution of the Company), on the footing that the same is not paid in cash but is applied either in or towards paying up the amounts for the time being unpaid on any shares of the company held by such Members respectively or in paying up in full unissued shares, debentures or other obligations of the Company, to be allotted and distributed credited as fully paid up among such Members, or partly in one way and partly in the other, and the Boards shall give effect to such resolution provided that, for the purposes of this Bye-law and subject to Section 40(2A) of the Act, a share premium account and any reserve or fund representing unrealized profits, may be applied only in paying up in full unissued shares of the Company to be allotted to such Members credited as fully paid. In carrying sums to reserve and in applying the same the Board shall comply with the provisions of the Act.”

ORDINARY RESOLUTIONS

3. “**THAT** subject to the passing of the special resolutions above and the ordinary resolution numbered 4 below:
- (a) the issue (the “**Bonus Issue**”) by way of bonus shares (the “**Bonus Shares**”), credited as fully paid, to the first registered holders of the fully-paid Rights Shares (as defined below) on the basis of two (2) Bonus Shares for every one (1) fully-paid Rights Share (as defined below) taken up in accordance with the terms and conditions as set out in the circular of the Company dated 29 January 2014 be and is hereby confirmed and approved and any Directors be and is hereby authorised to allot and issue the Bonus Shares pursuant to or in connection with the Bonus Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the existing shareholders of the Company and, in particular, the Directors be

and are hereby authorised to make such exclusion or other arrangements in relation to fractional entitlements or Prohibited Shareholders as they deem necessary, desirable or expedient having regard to any restrictions or obligations under the Bye-laws of the Company or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong; and

- (b) any Directors be and is hereby authorised to sign and execute such documents and do all such acts and things as they consider necessary, desirable or expedient in connection with the Bonus Issue and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Bonus Shares and appropriation of such sum from the contributed surplus account or any other reserves of the Company as permitted under the Companies Act in paying up in full the Bonus Shares.”

4. “**THAT**

- (a) subject to the passing of the special resolutions above and conditional upon fulfillment of the conditions of the Underwriting Agreement (as defined below), the Rights Issue (as defined below) and the transactions contemplated thereunder be and are hereby approved;

For the purpose of this resolution, “Rights Issue” means the proposed issue by way of rights issue of 844,000,000 New Shares (the “**Rights Shares**”) at a subscription price of HK\$0.18 per Rights Share to the qualifying shareholders (the “**Qualifying Shareholders**”) of the Company whose names appear on the date by reference to which entitlement under the Rights Issue will be determined (other than those shareholders (the “**Prohibited Shareholders**”) with registered addresses outside Hong Kong whom the Directors, after making relevant enquiry, consider their exclusion from the Rights Issue to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place) in the proportion of one (1) Rights Share for every one (1) New Share then held and otherwise pursuant to and subject to the fulfillment of the conditions set out in the underwriting agreement (the “**Underwriting Agreement**” including all supplemental agreements relating thereto) (a copy of which have been produced to the SGM marked “A” and signed by the chairman of the SGM for the purpose of identification) dated 12 December 2013 and made between the Company and Kingston Securities Limited as underwriter (the “**Underwriter**” or “**Kingston Securities**”);

- (b) any Directors be and is hereby authorised to allot and issue the Rights Shares (in their nil-paid form and fully-paid form) pursuant to and in connection with the Rights Issue notwithstanding the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors be and are hereby authorised to make such exclusions or other arrangements in relation to fractional entitlements and/or Prohibited Shareholders as they deem necessary, desirable or expedient having regard to any restrictions or obligations under the

bye-laws of the Company or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong;

- (c) the entering into the Underwriting Agreement and the transactions contemplated thereunder (including but not limited to the arrangements for taking up of the unsubscribed Rights Shares, if any, by Kingston Securities and/or such subscriber(s) to be procured by the Underwriter and the absence of excess application arrangement) be and are hereby approved, confirmed and ratified;
- (d) the absence of arrangements for application for the Rights Shares by the Qualifying Shareholders in excess of their entitlements under the Rights Issue be and are hereby approved, confirmed and ratified; and
- (e) any Director be and is hereby authorised to sign and execute such documents, instruments and agreements (whether under common seal or not) and to do all such acts or things deemed by him/he/they to be incidental to, ancillary to or in connection with the matters contemplated under the Underwriting Agreement, the Rights Issue and/or the Bonus Issue as he/she/they may in his/her/their absolute discretion consider necessary, desirable or expedient to give effect to the Underwriting Agreement, the Rights Issue and/or the Bonus Issue and the issue of the Rights Shares and the Bonus Shares and the implementation of all transactions contemplated thereunder, including but not limited to the issue and allotment of Rights Shares and Bonus Shares and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”

For and on behalf of the Board of
Noble Century Investment Holdings Limited
Ms. Zheng Juhua
Chairman

Hong Kong, 29 January 2014

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

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Notes:

1. A member of the Company entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and to vote on his behalf. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead.
2. Where there are joint registered holders of any share, any one of such persons may vote at the SGM, 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 SGM 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.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon must be deposited with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.
5. Save for any resolution(s) approving the procedural and administrative matters, any voting of the SGM should be taken by poll.