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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) SUPPLEMENTAL AGREEMENT
IN RELATION TO
THE MAJOR TRANSACTION IN RELATION TO
THE ACQUISITION OF THE ENTIRE EQUITY INTEREST IN
CHAOSHANG FINANCIAL HOLDING LIMITED;
AND
(2) PROPOSED CHANGE OF COMPANY NAME**

SUPPLEMENTAL AGREEMENT

As disclosed in the Announcements, pursuant to the Sale and Purchase Agreement, Completion is subject to, among others, the entering into of the Disposal Agreement(s) in relation to the disposal of the entire issued share capital of each of ChaoShang Entertainment, Chaoshang Group Co, ChaoShang International, Chaoshang Bullion, ChaoShang OBOR, ChaoShang Wealth Management and ChaoShang Credit by the Target Company and the completion of the Disposal Agreement(s) having been fulfilled or waived (as the case may be).

Based on the shareholding structure of the Target Company and its subsidiaries, the Board announces that, on 20 March 2019 (after trading hours), the Purchaser and the Vendors entered into a supplemental agreement to the Sale and Purchase Agreement. Pursuant to the Supplemental Agreement, among other things, Completion is subject to, among others, the entering into of the Disposal Agreement(s) in relation to the disposal of the entire issued share capital of each of ChaoShang Entertainment, Chaoshang Group Co, ChaoShang International, Chaoshang Bullion, ChaoShang OBOR, ChaoShang Wealth Management, ChaoShang Credit and ChaoShang Asset Management (Cayman) by the Target Company and the completion of the Disposal Agreement(s) having been fulfilled or waived (as the case may be).

Save as disclosed above, there is no other material variation to the Sale and Purchase Agreement.

PROPOSED CHANGE OF COMPANY NAME

In connection with the Acquisition, the Board proposes to change the existing name of the Company from “Noble Century Investment Holdings Limited” to “Hong Kong ChaoShang Group Limited” and to adopt “香港潮商集團有限公司” as the secondary name in Chinese of the Company to replace its existing secondary name in Chinese “仁瑞投資控股有限公司”.

GENERAL

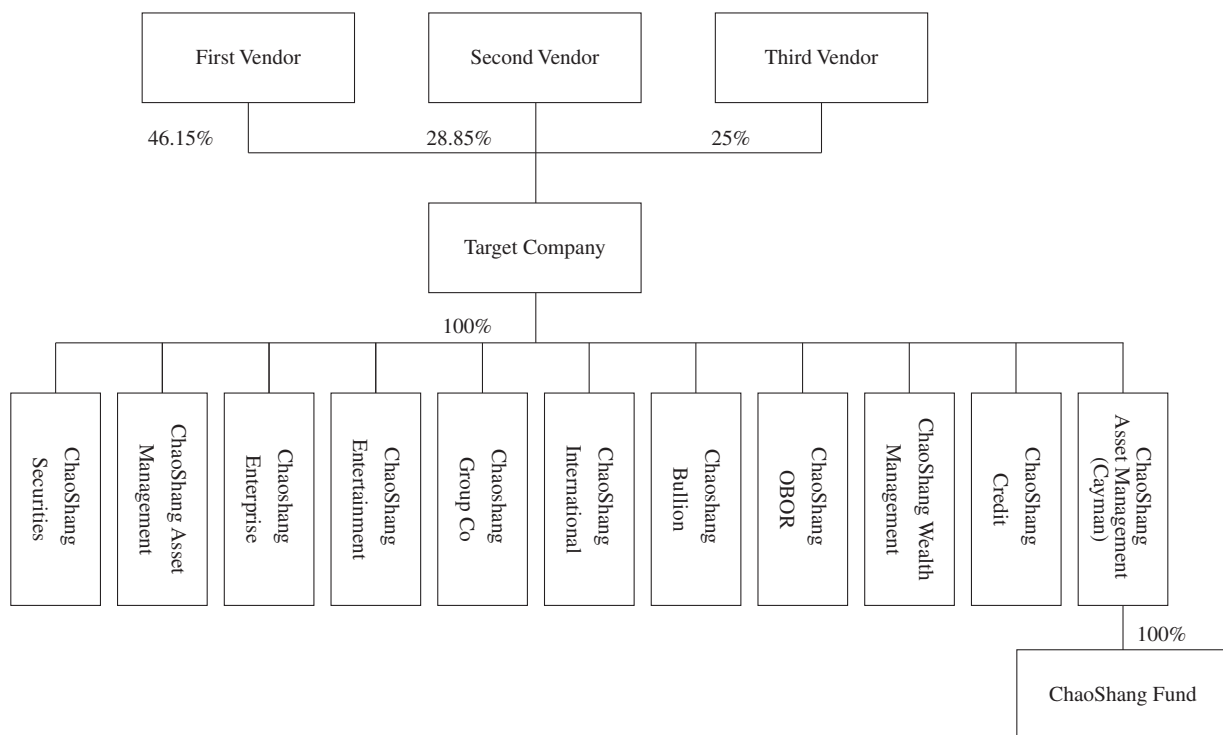
A special general meeting of the Company will be convened and held for the Shareholders to consider, and if thought fit, to approve the Change of Company Name.

A circular containing, among other things, (i) further information regarding the Change of Company Name; and (ii) a notice of the special general meeting, will be despatched to the Shareholders as soon as possible.

References are made to the announcements of Noble Century Investment Holdings Limited (the “**Company**”) dated 7 January 2019 and 21 February 2019 (the “**Announcements**”) in relation to, among other things, (i) the acquisition of the entire equity interest in ChaoShang Financial Holding Limited; and (ii) the delay in despatch of Circular. Capitalised terms used herein shall have the same meanings as those defined in the Announcements unless the context otherwise requires.

During the course of conducting the due diligence review pursuant to the terms and conditions of the Sale and Purchase Agreement, it has come to the Company’s attention that, apart from ChaoShang Credit, ChaoShang Wealth Management, ChaoShang OBOR, ChaoShang Bullion, ChaoShang International, ChaoShang Group Co, ChaoShang Entertainment, ChaoShang Enterprise, ChaoShang Asset Management and ChaoShang Securities, ChaoShang Asset Management (Cayman) Limited (“**ChaoShang Asset Management (Cayman)**”) is also a subsidiary of the Target Company. As at the date of this announcement, ChaoShang Multi-Asset Fund is in turn a wholly-owned subsidiary of ChaoShang Asset Management (Cayman). The following diagram illustrates the simplified shareholding structure of the Target Company and its subsidiaries as at the date of this announcement:

Shareholding structure of the Target Company and its subsidiaries as at the date of this announcement



SUPPLEMENTAL AGREEMENT

As disclosed in the Announcements, pursuant to the Sale and Purchase Agreement, Completion is subject to, among others, the entering into of the Disposal Agreement(s) in relation to the disposal of the entire issued share capital of each of ChaoShang Entertainment, Chaoshang Group Co, ChaoShang International, Chaoshang Bullion, ChaoShang OBOR, ChaoShang Wealth Management and ChaoShang Credit by the Target Company and the completion of the Disposal Agreement(s) having been fulfilled or waived (as the case may be).

Based on the shareholding structure of the Target Company and its subsidiaries, the Board announces that, on 20 March 2019 (after trading hours), the Purchaser and the Vendors entered into a supplemental agreement to the Sale and Purchase Agreement (the “**Supplemental Agreement**”). Pursuant to the Supplemental Agreement, among other things, Completion is subject to, among others, the entering into of the Disposal Agreement(s) in relation to the disposal of the entire issued share capital of each of ChaoShang Entertainment, Chaoshang Group Co, ChaoShang International, Chaoshang Bullion, ChaoShang OBOR, ChaoShang Wealth Management, ChaoShang Credit and ChaoShang Asset Management (Cayman) by the Target Company and the completion of the Disposal Agreement(s) having been fulfilled or waived (as the case may be).

Save as disclosed above, there is no other material variation to the Sale and Purchase Agreement.

As the Acquisition is subject to and conditional upon fulfilment of the conditions precedent as set out in the Sale and Purchase Agreement (as amended and supplemented by the Supplemental Agreement), the transactions contemplated thereunder may or may not materialise. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

PROPOSED CHANGE OF COMPANY NAME

In connection with the Acquisition, the Board proposes to change the existing name of the Company from “Noble Century Investment Holdings Limited” to “Hong Kong ChaoShang Group Limited” and to adopt “香港潮商集團有限公司” as the secondary name in Chinese of the Company to replace its existing secondary name in Chinese “仁瑞投資控股有限公司” (the “**Change of Company Name**”).

Conditions for the Change of Company Name

The proposed Change of Company Name is subject to the following conditions:

- (i) the passing of an ordinary resolution by the Shareholders to approve the Sale and Purchase Agreement and the transactions contemplated thereunder at a special general meeting of the Company;
- (ii) the passing of a special resolution by the Shareholders to approve the Change of Company Name at a special general meeting of the Company; and
- (iii) the approval for the Change of Company Name having been granted by of the Registrar of Companies in Bermuda and the issuance of a certificate of incorporation on a change of name and a certificate of secondary name by the Registrar of Companies in Bermuda.

Subject to the conditions set out above being satisfied, the Change of Company Name shall take effect from the date on which the Registrar of Companies in Bermuda enters the primary name and the secondary name (in place of the existing English name and secondary name in Chinese of the Company) on the register maintained by the Registrar of Companies in Bermuda. Upon the Change of Company Name becoming effective, the Company will carry out the necessary filing procedures with the Registrar of Companies in Hong Kong.

Reasons for the Change of Company Name

The Board considers that the proposed Change of Company Name will better reflect the business nature of the Group upon completion of the Acquisition. The Board believes that the new name will provide the Company with a fresh corporate image and identity which will benefit the Group's future business development and is in the interest of the Company and its Shareholders as a whole.

Effect of the Change of Company Name

The Change of Company Name will not affect any rights of the Shareholders. Once the Change of Company Name becomes effective, share certificates of the Company will be issued in the new name of the Company. However, all existing share certificates of the Company in issue bearing the existing name of the Company, will, after the Change of Company Name has become effective, continue to be effective and as documents of title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificate of the Company for new share certificates bearing the new name of the Company.

General

A special general meeting of the Company will be convened and held for the Shareholders to consider, and if thought fit, to approve the Change of Company Name.

A circular containing, among other things, (i) further information regarding the Change of Company Name; and (ii) a notice of the special general meeting, will be despatched to the Shareholders as soon as possible.

Further announcement(s) will be made by the Company to inform the Shareholders of, among other things, the effective date of the Change of Company Name as and when appropriate.

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

Hong Kong, 20 March 2019

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.