

**IMPORTANT**

**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer 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, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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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)**

**PROPOSALS IN RELATION TO  
(1) RE-ELECTION OF DIRECTORS;  
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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The Notice of Annual General Meeting of Noble Century Investment Holdings Limited to be held at Suite 2202, 22/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 25 August 2017 at 3:00 p.m. is set out on pages 15 to 18 of this circular. Whether or not you are able to attend the annual general meeting, please complete and return the enclosed form of proxy to the Company's Branch 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 appointed for holding the annual general meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the annual general meeting and voting in person should you so wish.

28 July 2017

<b>CONTENTS</b>
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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
<b>Appendix I — Directors Proposed to be Re-elected</b> .....	7
<b>Appendix II — Explanatory Statement on the Repurchase Mandate</b> .....	10
<b>Appendix III — Notice of Annual General Meeting</b> .....	15

## DEFINITIONS

*In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:*

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Suite 2202, 22/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 25 August 2017 at 3:00 p.m.
“Annual Report”	the annual report of the Company for the year ended 31 March 2017
“Board”	the board of Directors of the Company
“Bye-laws”	the bye-laws of the Company
“Company”	Noble Century Investment Holdings Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the Stock Exchange
“Director(s)”	the directors of the Company
“Group”	the Company and all of its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	mandate to allot, issue or deal with new Shares not exceeding 20% of the total number of issued Shares of the Company as at the date of passing the relevant resolution no. 5 set out in Appendix III — Notice of AGM to this circular
“Latest Practicable Date”	24 July 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	mandate to repurchase up to a maximum of 10% of the total issued Shares of the Company as at the date of passing the relevant resolution no. 4 set out in Appendix III — Notice of AGM to this circular
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong

## DEFINITIONS

“Share(s)”	share(s) of HK\$0.02 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers



**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

Wang Yingqian

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM II

Bermuda

*Independent Non-executive Directors:*

Man Kwok Leung

Yu Pak Yan, Peter

Chi Chi Hung, Kenneth

*Head Office and Principal Place*

*of Business in Hong Kong:*

Suite 2202, 22nd Floor

China Resources Building

26 Harbour Road

Wanchai, Hong Kong

28 July 2017

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSALS IN RELATION TO  
(1) RE-ELECTION OF DIRECTORS;  
(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting relating to (i) the re-election of Director; (ii) the granting of the Repurchase Mandate to the Directors; (iii) the granting of the Issuance Mandate to the Directors; and (iv) the extension of the Issuance Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate.

The notice of Annual General Meeting is set out in Appendix III to this circular and contains full text of all the resolutions to be proposed at the AGM.

## LETTER FROM THE BOARD

### PROPOSED RE-ELECTION OF DIRECTORS

At each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office by rotation pursuant to the Company's Bye-law 87. Any director appointed by the Board to fill a casual vacancy shall hold office only until the forthcoming annual general meeting of the Company and shall then be eligible for re-election at that meeting pursuant to the Company's Bye-law 86. In addition, the Listing Rules provide that every Director should be subject to retirement by rotation at least once every three years.

According to the above provisions, Mr. Chan Chi Yuen, being an executive Director, and Mr. Man Kwok Leung, being an independent non-executive Director, will retire by rotation at the Annual General Meeting pursuant to the Company's Bye-law 87 and the Listing Rules. Ms. Wang Yingqian, being an executive Director, will hold office until the Annual General Meeting and shall then be eligible for re-election at that meeting pursuant to the Company's Bye-law 86.

All the retiring Directors, being eligible, offer themselves for re-election at the AGM. Details of the Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

### GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES

At the annual general meeting of the Company held on 26 August 2016, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares. Such mandates will lapse at the conclusion of the Annual General Meeting.

Ordinary resolutions will be proposed at the AGM to approve the granting of new general mandates, that is the Repurchase Mandate to repurchase up to a maximum of 10% of the total number of issued Shares of the Company as at the date of passing the relevant resolution and the Issuance Mandate to allot, issue or deal with new Shares not exceeding 20% of the total number of issued Shares of the Company as at the date of passing the relevant resolution, to the Directors and to extend the Issuance Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate.

As at the Latest Practicable Date, the total number of issued Shares of the Company was 3,680,600,000 Shares of HK\$0.02 each. Subject to the passing of the resolutions approving the Repurchase Mandate and Issuance Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed to repurchase a maximum of 368,060,000 Shares under the Repurchase Mandate and to allot, issue or deal with 736,120,000 new Shares under the Issuance Mandate.

## LETTER FROM THE BOARD

The Repurchase Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in relevant resolution set out in the notice of AGM contained in Appendix III to this circular. In accordance with the Listing Rules, an explanatory statement containing the required information to enable Shareholders to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix II to this circular.

### 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.

### AGM

The AGM will be held at Suite 2202, 22/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 25 August 2017 at 3:00 p.m.. The AGM notice is set out on Appendix III to this circular.

From Wednesday, 23 August 2017 to Friday, 25 August 2017, both days inclusive, the register of members of the Company will be closed for the purpose of ascertaining shareholders' entitlement to attend and vote at the Annual General Meeting. In order to be eligible for attending and voting at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 22 August 2017.

A form of proxy for use at the AGM is enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at 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 appointed for holding the meeting. Completion and delivery of the form of proxy will not prevent you from attending and voting at the AGM.

In accordance with Rule 13.39(4) of the Listing Rules, all resolutions proposed at the AGM will be taken by poll.

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, no Shareholder has a material interest that is required to abstain from voting on any of the resolutions to be proposed at the AGM.

## LETTER FROM THE BOARD

### RECOMMENDATION

The Directors consider that the Repurchase Mandate, the granting and the extension of the Issuance Mandate and the re-election of Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions as set out in the notice of the AGM approving the Repurchase Mandate, the granting and the extension of the Issuance Mandate and the re-election of Directors.

### GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Directors proposed to be re-elected) and Appendix II (Explanatory Statement on the Repurchase Mandate) to this circular.

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

*Details of the Directors who will retire and be proposed to be re-elected at the Annual General Meeting are provided below.*

**Ms. Wang Yingqian**, aged 53, is an executive director of the Company. Ms. Wang holds a bachelor degree of Finance from Renmin University of China and a qualification of intermediate economist issued by Beijing Municipal Human Resources and Social Security Bureau. Ms. Wang was the deputy general manager of corporate banking department of Industrial and Commercial Bank of China Beijing Municipal Branch from 2005 to 2006. Ms. Wang was the vice president of Bank of Communications Beijing Municipal Branch from 2010 to 2013 and a director of Bank of Communications Financial Leasing Co., Ltd. from 2010 to 2012. She is currently the supervisor of Fortunes United International Leasing Co., Ltd., a company established in the People's Republic of China. Ms. Wang has over thirty years of experience in the commercial banking industry and has extensive experience in project management and financing. She has not held any directorships in the last three years in any other public company the securities of which are listed on the securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Ms. Wang does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance). She is appointed for an initial term of two years, which will continue thereafter until terminated by either party giving not less than one month's prior notice. Her director's remuneration amounts to HK\$80,000 per month with a discretionary bonus, subject to review by the Board from time to time with reference to prevailing market rates for the nature of services rendered.

Save as disclosed above, Ms. Wang does not (i) hold any other position in the Group; (ii) hold any other directorship in listed public companies in Hong Kong or overseas in the three years prior to the Latest Practicable Date; (iii) have other major appointments and professional qualifications; and (iv) have any relationship with other directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there is no other information discloseable nor is/was Ms. Wang involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and the Directors are not aware of any other matters regarding the re-election of Ms. Wang that needs to be brought to the attention of the Shareholders.

**Mr. Chan Chi Yuen**, aged 50, is an executive director and chief executive officer of the Company. Mr. Chan holds a bachelor degree with honours in Business Administration and a master of science degree with distinction in Corporate Governance and Directorship. He is a fellow member of The Hong Kong Institute of Certified Public Accountants, The Association of Chartered Certified Accountants and The Institute of Chartered Accountants in England and Wales. He is a practicing certified public accountant and has extensive experience in financial management, corporate development, corporate finance and corporate governance.

Mr. Chan is currently an executive director and chairman of Royal Century Resources Holdings Limited (formerly known as Kate China Holdings Limited) (stock code: 8125) and an executive director of e-Kong Group Limited (stock code: 524). He is also an independent non-executive director of Affluent Partners Holdings Limited (formerly known as Man Sang Jewellery Holdings Limited) (stock code: 1466), Leyou Technologies Holdings Limited (stock code: 1089), Asia Energy Logistics Group Limited (stock code: 351), China Baoli Technologies Holdings Limited (stock code: 164), Jun Yang Financial Holdings Limited (stock code: 397), Media Asia Group Holdings Limited (stock code: 8075), U-RIGHT International Holdings Limited (stock code: 627) and New Times Energy Corporation Limited (stock code: 166). He was an executive director of South East Group Limited (now known as China Minsheng Drawin Technology Group Limited) (stock code: 726) from December 2013 to July 2015, Co-Prosperity Holdings Limited (stock code: 707) from December 2014 to October 2015, Kong Sun Holdings Limited (stock code: 295) from February 2007 to November 2009 and from December 2011 to September 2013, and an independent non-executive director of China Sandi Holdings Limited (stock code: 910) from September 2009 to July 2014.

As at the Latest Practicable Date, Mr. Chan does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance). He has no fixed term of service with the Company, which will continue thereafter until terminated by either party giving not less than one month's prior notice. His director's remuneration amounts to HK\$263,000 per month with a discretionary bonus, subject to review by the Board from time to time with reference to prevailing market rates for the nature of services rendered.

Save as disclosed above, Mr. Chan does not (i) hold any other position in the Group; (ii) hold any other directorship in listed public companies in Hong Kong or overseas in the three years prior to the Latest Practicable Date; (iii) have other major appointments and professional qualifications; and (iv) have any relationship with other directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there is no other information discloseable nor is/was Mr. Chan involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and the Directors are not aware of any other matters regarding the re-election of Mr. Chan that needs to be brought to the attention of the Shareholders.

**Mr. Man Kwok Leung**, aged 70, is an independent non-executive Director and the chairman of the Nomination Committee of the Company. He is a solicitor of the High Court of Hong Kong and a civil celebrant of marriages. Mr. Man has extensive experience in the legal practice and was appointed by Xinhua News Agency as a district advisor between 1995 and 1997. He is currently a director of Apleichau Kai Fong Primary School, the deputy chairman of Apleichau Kai Fong Welfare Association, the secretary of Apleichau Promotion of Tourism Association and the honorary legal advisor of Junior Police Officers' Association.

Mr. Man is currently an independent non-executive director of DeTai New Energy Group Limited (stock code: 559). He was an independent non-executive director of Kong Sun Holdings Limited (stock code: 295) from June 2009 to September 2014 and KuangChi Science Limited (stock code: 439) from May 2008 to August 2014.

As at the Latest Practicable Date, Mr. Man does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance). He is appointed for a term of one year, which will continue thereafter until terminated by either party giving not less than one month's prior notice. His director's remuneration amounts to HK\$12,500 per month, subject to review by the Board from time to time with reference to prevailing market rates for the nature of services rendered.

Save as disclosed above, Mr. Man does not (i) hold any other position in the Group; (ii) hold any other directorship in listed public companies in Hong Kong or overseas in the three years prior to the Latest Practicable Date; (iii) have other major appointments and professional qualifications; and (iv) have any relationship with other directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, there is no other information discloseable nor is/was Mr. Man involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and the Directors are not aware of any other matters regarding the re-election of Mr. Man that needs to be brought to the attention of the Shareholders.

## **APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

### **STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES**

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution in a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

### **SHARE CAPITAL AND EXERCISE OF THE REPURCHASE MANDATE**

Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the total number of issued Shares of the Company as at the date of the passing of the relevant resolution granting the Repurchase Mandate. The Company's authority is restricted to purchase in accordance with the Listing Rules. As at the Latest Practicable Date, there were in issue an aggregate of 3,680,600,000 Shares. Exercise in full of the Repurchase Mandate, on the basis that no further Shares would be issued or repurchased prior to the date of the Annual General Meeting, would accordingly result in up to 368,060,000 Shares being repurchased by the Company. The Shares repurchased by the Company shall, subject to applicable law, be automatically cancelled upon such repurchase.

### **REASONS FOR REPURCHASE**

Although the Directors have no present intention of repurchasing any shares, they believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company and its shareholders. At any time in the future when shares are trading at a discount to their underlying value, the ability of the Company to repurchase shares will be beneficial to those shareholders who retain their investment in the Company since their percentage interest in the assets of the Company would increase in proportion to the number of shares repurchased by the Company.

### **FUNDING OF REPURCHASES**

In repurchasing shares, the Company may only apply funds legally available for such purpose in accordance with its Bye-laws, the Listing Rules and the applicable laws and regulations of Bermuda and Hong Kong.

Bermuda law provides that the purchase of shares may only be effected out of the capital paid up on the shares to be repurchased, out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a new issue of shares of the Company made for the purpose of the repurchase. Any premium payable over the

## **APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

par value of the shares of the Company to be repurchased must be provided for out of the funds of the Company which would otherwise be available for dividend or distribution or out of the Company's share premium account before the shares are repurchased.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the Annual Report of the Company for the year ended 31 March 2017) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company. The number of shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

### **DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases under the Repurchase Mandate in accordance with the Listing Rules and laws of Bermuda.

### **EFFECT OF THE TAKEOVERS CODE**

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were directly or indirectly interested in 5% or more of the total number of issued Shares of the Company. Their respective interest as at the Latest Practicable Date is shown under the column "Before repurchase" while their respective interest in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the ordinary resolutions in relation to the Repurchase Mandate to be proposed at the AGM (and assuming that the issued share capital of the Company remains

## APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

unchanged up to the date of the AGM) is shown under the column “After repurchase”.

	Before repurchase	After repurchase
Superb Smart Limited ( <i>Note (i)&amp;(iii)</i> )	28.77%	31.97%
Good Virture Capital Limited ( <i>Note (ii)</i> )	0.40%	0.44%
Ms. Zheng Juhua ( <i>Notes (i), (ii) &amp; (iii)</i> )	29.17%	32.41%
Sea Venture Investment Limited ( <i>Note (iii)</i> )	9.91%	11.01%
China Construction Bank Corporation ( <i>Note (iii)</i> )	9.91%	11.01%
CCB International Group Holdings Limited ( <i>Note (iii)</i> )	9.91%	11.01%
CCB Financial Holdings Limited ( <i>Note (iii)</i> )	9.91%	11.01%
CCB International (Holdings) Limited ( <i>Note (iii)</i> )	9.91%	11.01%
CCBI Investments Limited ( <i>Note (iii)</i> )	9.91%	11.01%
Central Huijin Investment Limited ( <i>Note (iii)</i> )	9.91%	11.01%
Dragon Mind Holdings Limited ( <i>Note (iv)</i> )	9.26%	10.30%
Managecorp Limited ( <i>Note (iv)</i> )	9.26%	10.30%
Mr. Zhang Lirui ( <i>Note (iv)</i> )	9.26%	10.30%

*Notes:*

- (i) 694,095,140 shares were held by Superb Smart Limited (“**Superb Smart**”), a company wholly and beneficially owned by Ms. Zheng Juhua, and accordingly, Ms. Zheng Juhua is deemed to be interested in the relevant shares under the SFO.
- (ii) The 14,720,000 shares were held by Good Virtue Capital Limited, a company beneficially owned as to 70% by Ms. Zheng Juhua and 30% by her son, and accordingly, Ms. Zheng Juhua is deemed to be interested in the relevant shares under the SFO.
- (iii) The 364,864,860 shares (the “**Relevant Shares**”) were held by Sea Venture Investment Limited (“**Sea Venture**”), which is wholly owned by CCBI Investments Limited.

Each of CCBI Investments Limited, CCB International (Holdings) Limited, CCB Financial Holdings Limited and CCB International Group Holdings Limited is wholly owned by China Construction Bank Corporation.

Accordingly, each of CCBI Investments Limited, CCB International (Holdings) Limited, CCB Financial Holdings Limited, CCB International Group Holdings Limited and China Construction Bank Corporation (collectively, the “**CCB Companies**”) is deemed to be interested in the Relevant Shares under the SFO.

China Construction Bank Corporation is owned as to 57.31% by Central Huijin Investment Limited (“**Central Huijin**”). Accordingly, Central Huijin Investment Limited is deemed to be interested in the Relevant Shares under the SFO.

Pursuant to a put option deed (the “**Option Deed**”) dated 29 April 2016 and executed by Superb Smart in favour of Sea Venture, Sea Venture was granted a right (the “**Put Option**”) to require Superb Smart to purchase from Sea Venture 364,864,860 shares of the Company (as adjusted after the subdivision of one share of HK\$0.10 each into five subdivided shares of HK\$0.02 each became effective on 5 September 2016 and subject to the adjustment provisions in the Option Deed) (the “**Option Shares**”) during the period from 29 March 2018 to 28 April 2018 (or such other period commencing from the date of occurrence of a specified event as contained in the Option Deed). As such, Sea Venture, the

## APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

CCB Companies and Central Huijin are deemed to have a short position and Superb Smart, and accordingly, Ms. Zheng Juhua, are deemed to have a long position and to be interested in the relevant Option Shares.

- (iv) 341,132,000 shares were held by Dragon Mind Holdings Limited which is wholly-owned by a discretionary trust of which Mr. Zhang Lirui (“**Mr. Zhang**”) is the settlor and Managecorp Limited (the “**Managecorp**”) is the trustee, and accordingly, Mr. Zhang and Managecorp are deemed to be interested in the relevant shares under the SFO.

As at the Latest Practicable Date, Ms. Zheng Juhua, the Chairman and executive Director was beneficially interested in 1,073,680,000 Shares, representing approximately 29.17% in the total number of issued Shares of Company through her controlled corporations. On the basis that no Shares are allotted and issued or repurchased prior to the date of AGM, in the event that the Directors exercised in full the power to repurchase Shares under the Repurchase Mandate, the interest of Ms. Zheng Juhua would increase to approximately 32.41%. The Directors are not aware of any such consequences which would arise under the Takeovers Code as a result of any exercise of the Repurchase Mandate. In the event that any exercise of the Repurchase Mandate would, to the knowledge of the Directors, have such a consequence, the Directors have no present intention to exercise the Repurchase Mandate to such an extent as would trigger a mandatory offer obligation for any shareholder or group of shareholders.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in the amount of Shares held by the public being reduced to less than 25% of the total issued shares of the Company.

### DISCLOSURE OF INTEREST

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, nor any close associates of the Directors, have any present intention to sell Shares to the Company under the Repurchase Mandate in the event that the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, the Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares or that they have undertaken not to sell any Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

### SHARES REPURCHASES MADE BY THE COMPANY

No repurchase of Shares have been made by the Company (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

<b>APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE</b>
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## MARKET PRICES OF SHARES

The highest and lowest market prices for Shares recorded on the Stock Exchange during each of the previous twelve months were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2016</b>		
June	1.09	1.01
July	1.05	0.69
August	1.04	0.90
September	1.00	0.78
October	1.28	0.91
November	1.19	0.93
December	1.01	0.84
<b>2017</b>		
January	0.92	0.80
February	0.90	0.78
March	0.90	0.78
April	0.90	0.82
May	0.92	0.79
June	0.90	0.79
July (up to the Latest Practicable Date)	0.85	0.81

**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** an annual general meeting (the “**Annual General Meeting**”) of Noble Century Investment Holdings Limited (the “**Company**”) will be held at Suite 2202, 22/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 25 August 2017 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company and of the auditors of the Company for the year ended 31 March 2017;
2.
  - (a) To re-elect Ms. Wang Yingqian as executive director of the Company;
  - (b) To re-elect Mr. Chan Chi Yuen as executive director of the Company;
  - (c) To re-elect Mr. Man Kwok Leung, as independent non-executive director of the Company; and
  - (d) To authorise the board of directors of the Company to fix the remuneration of the directors;
3. To re-appoint Lau & Au Yeung C.P.A. Limited as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration;
4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase the Shares (the “**Shares**”) of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange and all applicable laws, be and is hereby generally and unconditionally approved;

- (b) the total number of issued Shares to be repurchased pursuant to the approval in paragraph (a) above during the relevant period shall not exceed 10% of the total number of issued Shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
  - (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and
    - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meeting.”;
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT**

- (a) pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Stock Exchange, the exercise by the directors (the “**Directors**”) of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which would or might require Shares to be allotted, issued or dealt with during or after the end of the Relevant Period (as defined below), be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to (i) a rights issue where Shares are offered or warrants, options or other securities giving rights to subscribe for Shares are offered or issued to shareholders on a fixed record date in proportion to their then holdings of shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong) or (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible grantee pursuant to the scheme of Shares or rights to acquire Shares, or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company, the total number of additional Shares to be allotted, issued, dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt

with shall not in total exceed 20% of the total number of issued Shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(b) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meeting; and

(iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held.”; and

6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** the general mandate granted to the Directors pursuant to resolution no. 5 above and for the time being in force to exercise the powers of the Company to allot Shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the total number of issued Shares of the Company repurchased by the Company pursuant to the exercise by the Directors of the powers of the Company to purchase such number of Shares since the granting of such general mandate referred to in the above resolution no. 4, provided that such number of Shares shall not exceed 10% of the total number of issued Shares of the Company as at the date of passing of this resolution.”.

By order of the Board

**Noble Century Investment Holdings Limited**  
**Zheng Juhua**  
*Chairman*

Hong Kong, 28 July 2017

*Notes:*

(a) As at the date hereof, the Board comprises Ms. Zheng Juhua, Ms. Wang Yingqian 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 Annual General 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 Annual General 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 Wednesday, 23 August 2017 to Friday, 25 August 2017 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to attend the Annual General 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 Tuesday, 22 August 2017.
- (d) A shareholder of the Company entitled to attend and vote at the Annual General 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 Annual General 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.