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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 2:30 p.m., on Wednesday, 30 March 2016 at Suite 2202, 22/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing, with or without modifying, the following resolution which will be proposed as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the entrusted loan agreement (the “**Entrusted Loan Agreement**”) dated 26 January 2016 and entered into among 仁瑞堂實業(深圳)有限公司 (transliterated as Noble Century Industry (Shenzhen) Company Limited[#]) (the “**Lender**”), 漢能公務航空有限公司 (transliterated as Hanergy Civil Aviation Company Limited[#]) (the “**Borrower**”) and Agricultural Bank of China Limited (the “**Lending Agent**”), pursuant to which the Lender shall entrust a fund in the amount of RMB54.79 million (equivalent to approximately HK\$64.10 million) to the Lending Agent, for on-lending to the Borrower for a term of thirty-six (36) months subject to and upon the terms and conditions therein (a copy of the Entrusted Loan Agreement having been produced to the SGM and marked “A” and initialed by the chairman of the SGM for the purpose of identification) and the transactions contemplated thereunder including but not limited to a guarantee contract (the “**Guarantee Contract**”) dated 26 January 2016 and entered into among the Lender, the Borrower and 江蘇聯能風力發電有限公司 (transliterated as Jiangsu Lianneng Wind Power Company Limited[#]) (the “**Guarantor**”), pursuant to which the Guarantor shall provide guarantee in favour of the Lender in relation to the transactions contemplated under the Entrusted Loan Agreement and the Guarantee Contract (a copy of the Guarantee Contract having been produced to the SGM and marked “B” and initialed by the chairman of the SGM for the purpose of identification) be and are hereby approved, confirmed and ratified; and

- (b) any one or more of the directors (the “**Directors**”) of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Entrusted Loan Agreement and the transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Entrusted Loan Agreement) as are, in the opinion of the Directors or the duly authorised committee, in the interest of the Company and its shareholders as a whole.”

By Order of the Board
Noble Century Investment Holdings Limited
Zheng Juhua
Chairman

Hong Kong, 10 March 2016

Registered office:
Clarendon House
2 Church Street
Hamilton HM II
Bermuda

*Head office and principal place
of business in Hong Kong:*
Suite 2202, 22/F.
China Resources Building
26 Harbour Road
Wanchai, Hong Kong

Notes:

- (a) As at the date hereof, the Board comprises Ms. Zheng Juhua 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 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.
- (c) The Register of Members of the Company will be closed from Thursday, 24 March 2016 to Wednesday, 30 March 2016 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to attend the SGM, 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 share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 23 March 2016.
- (d) A shareholder of the Company entitled to attend and vote at the SGM 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 share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the SGM 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 SGM. 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.