



# 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 special general meeting to be held on Monday, 1 February 2016 at 10:00 a.m. or any adjustment thereof

I/We<sup>1</sup> \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)  
being the registered holder(s) of \_\_\_\_\_ shares<sup>2</sup> of HK\$0.10  
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 special general meeting (the “Meeting”) (and at any adjournment thereof) of the Company to be held at Suite 2202, 22/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 1 February 2016 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolution 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 resolution as indicated below:

ORDINARY RESOLUTION	FOR <sup>4</sup>	AGAINST <sup>4</sup>
To approve the Placing Agreement (as defined in the circular of the Company dated 15 January 2016 (“Circular”)) and all the transactions contemplated thereunder; to grant the Specific Mandate (as defined in the Circular) to the board of directors of the Company for the allotment and issue of the Placing Shares (as defined in the Circular); and to authorise any one director of the Company to do all things necessary for the implementation thereof.		

For full text of the above resolution, please refer to the notice convening the Meeting.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016 Signed<sup>5</sup> \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. 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 INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, 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.
5. 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.
6. 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.
7. To be valid, this form of proxy, together with any power of attorney 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 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 or any adjourned meeting.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.
10. 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.