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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)



**SECOND SUPPLEMENTAL MEMORANDUM OF UNDERSTANDING
IN RESPECT OF
THE POSSIBLE SUBSCRIPTION AND/OR
POSSIBLE ACQUISITION OF 51% EQUITY INTEREST IN
ZHONG SUI TRADE LIMITED**

Reference is made to the announcement of the Company dated 7 July 2014 in relation to, among other matters, the non-legally binding memorandum of understanding dated 7 July 2014 (the “**MOU**”) in relation to the Possible Acquisition and/or Possible Subscription and the announcement of the Company dated 7 January 2015 in relation, among other matters, a supplemental memorandum of understanding (the “**Supplemental MOU**”) dated 7 January 2015 (collectively, known as the “**Announcements**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

BACKGROUND

Pursuant to the terms of the MOU, it is agreed that the parties thereto shall procure the entering into of the Formal Agreement in relation to the Possible Subscription or the Possible Acquisition (as the case may be) within six months from the date of the MOU, or such later date as the parties thereto may agree (the “**Formal Agreement Signing Date**”).

Further, pursuant to the terms of the MOU, it is also agreed that each of the Vendor and the Target Company will not within 6 months after the date of the MOU discuss or negotiate with any party other than the Subscriber / the Purchaser in relation to the Possible Subscription and the Possible Acquisition or other corporate assets and interest in relation to the Possible Subscription and the Possible Acquisition (the “**Exclusivity Period**”).

Pursuant to the terms of the Supplemental MOU, it is further agreed among the parties thereto to extend both the Formal Agreement Signing Date and the Exclusivity Period for a further six-month period from the date of the Supplemental MOU, or such later date as the parties thereto may agree.

THE SECOND SUPPLEMENTAL MOU

As additional time is required for the due diligence review on the Target Group, the BVI Company, the Vendor and the Target Company entered into a second supplemental memorandum of understanding to the MOU on 7 July 2015 (the “**Second Supplemental MOU**”) to extend both the Formal Agreement Signing Date and the Exclusivity Period for a further six-month period from the date of the Second Supplemental MOU, or such later date as the parties thereto may agree.

Save for the above, all other terms and conditions of the MOU shall remain unchanged.

GENERAL

The Second Supplemental MOU does not constitute legally-binding commitment in respect of the Possible Subscription or the Possible Acquisition. The Possible Subscription or the Possible Acquisition is subject to the execution and completion of the Formal Agreement.

If the Formal Agreement is entered into, the Possible Subscription or the Possible Acquisition (as the case may be) may constitute a notifiable transaction on the part of the Company pursuant to Chapter 14 of the Listing Rules and/or a connected transaction on the part of the Company pursuant to Chapter 14A of the Listing Rules. In this regard, the Company will comply with the reporting, disclosure and/or Shareholders’ approval requirements under the Listing Rules.

The Board wishes to highlight that no binding agreement in relation to the Possible Subscription and the Possible Acquisition has been entered into as at the date of this announcement. As such, the Possible Subscription and the Possible Acquisition may or may not proceed. If the Possible Subscription or the Possible Acquisition (as the case may be) is materialised, it may constitute a notifiable transaction and/or a connected transaction on the part of the Company.

Shareholders and investors are urged to exercise caution when dealing in the securities of the Company. Further announcement in respect of the Possible Subscription or the Possible Acquisition will be made by the Company in the event any Formal Agreement has been signed.

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

Hong Kong, 7 July 2015

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.