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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 (“**Meeting**”) of Noble Century Investment Holdings Limited (the “**Company**”) will be held at Suite 1402, 14/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 30 March 2015 at 11 a.m., 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 sale and purchase agreement dated 5 February 2015 (as supplemented by a supplemental agreement thereto dated 5 February 2015) (collectively, known as the “**Sale and Purchase Agreement**”) and entered into between 亞洲德科(深圳)融資租賃有限公司 (transliterated as Asia Dellker (Shenzhen) Finance Lease Company Limited<sup>#</sup>) (the “**Lessor**”) and 漢能公務航空有限公司 (transliterated as Hanergy Civil Aviation Company Limited<sup>#</sup>) (the “**Lessee**”), pursuant to which the Lessee shall sell and the Lessor shall buy one (1) Gulfstream G550 aircraft manufactured by Gulfstream Aerospace Corporation, which is owned by the Lessee as at the Latest Practicable Date (as defined in the circular of the Company dated 12 March 2015) (the “**Aircraft**”) at the consideration of RMB330 million (equivalent to approximately HK\$412.5 million) (a copy of the Sale and Purchase 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 be and are hereby approved, confirmed and ratified;
- (b) the finance lease agreement dated 5 February 2015 (as supplemented by a supplemental agreement thereto dated 5 February 2015) (collectively, known as the “**Finance Lease Agreement**”) and entered into between the Lessor and the Lessee, pursuant to which the Lessor shall lease back the Aircraft to the Lessee at the aggregate lease consideration of approximately RMB430,691,000 (equivalent to approximately HK\$538,363,750) to the Lessee for a term of six (6) years inclusive of interest subject

to and upon the terms and conditions therein (a copy of the Finance Lease Agreement having been produced to the SGM and marked “B” and initialed by the chairman of the SGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (c) 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 Sale and Purchase Agreement, the Finance Lease 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 Sale and Purchase Agreement and the Finance Lease 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, 12 March 2015

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

*Head office and principal place  
of business in Hong Kong:*  
Suite 1402, 14th Floor  
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 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 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 Thursday, 26 March 2015 to Monday, 30 March 2015 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to attend the 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 Wednesday, 25 March 2015.

- (d) A shareholder of the Company entitled to attend and vote at the 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 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.