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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)

CHANGE IN USE OF PROCEEDS FROM RIGHTS ISSUE

The Rights Issue (with Bonus Issue) was completed on 2 April 2014 and net proceeds of approximately HK\$147.7 million has been raised from the Rights Issue.

The Directors wish to announce that, in order to improve the efficiency of the use of proceeds of the Group, the Company has decided to change the use of proceeds from the Rights Issue, in the manner as set out in this announcement.

This announcement is made by Noble Century Investment Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to the Rules 13.09 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571).

Reference is made to the announcements of the Company dated 12 December 2013, 4 March 2014 and 3 April 2014, the circular of the Company dated 29 January 2014 (the “**Circular**”) and the prospectus of the Company dated 14 March 2014 (the “**Prospectus**”), in relation to, among others, the issue of 844,000,000 Shares of the Company by way of rights issue (the “**Rights Issue**”) and the issue of 1,688,000,000 Shares by way of bonus issue (the “**Bonus Issue**”). Unless otherwise stated, capitalised terms used herein shall bear the same meanings as defined in the Prospectus.

CHANGE IN USE OF PROCEEDS FROM RIGHTS ISSUE

Following the completion of Rights Issue (with Bonus Issue) on 2 April 2014, net proceeds of approximately HK\$147.7 million (the “**Net Proceeds**”) has been raised. As disclosed in the Circular and the Prospectus, the Board intended to apply the Net Proceeds as to: (a) approximately HK\$80 million to HK\$100 million for future capital investments (the “**Proceeds for Capital Investments**”), which included but not limited to investments in securities and/or properties, and business development of the Group; and (b) the remaining for general working capital of the Group which is estimated to be approximately HK\$2.5

million per month. Among the Proceeds for Capital Investments in the sum of approximately HK\$80 million to HK\$100 million, it was intended that as to (a) approximately HK\$30 million would be used for securities investments; (b) approximately HK\$40 million would be used for the purchase of a property for the Group's own use (the "**Proceeds for Investment in Property**"); and (c) approximately HK\$30 million would be used for business development of the Group, which may include the purchase of an additional vessel and/or other investment and business opportunities.

However, in order to improve the efficiency of the use of proceeds of the Group, the Board has resolved to change the allocation of the amount of the Proceeds for Capital Investments, such that the use of the Proceeds for Investment in Property in the amount of approximately HK\$40 million will be applied towards the business development of the Group instead, details of which are set out in the paragraph headed "Reasons for the change in use of proceeds from Rights Issue" in this announcement.

REASONS FOR THE CHANGE IN USE OF PROCEEDS FROM RIGHTS ISSUE

As disclosed in the Circular and the Prospectus and as aforementioned, the Proceeds for Investment in Property which amounts to approximately HK\$40 million were previously intended to be used for the purchase of a property for the use of the Group.

As disclosed in the Prospectus under the paragraph headed "Reasons for the Rights Issue and the Bonus Issue and Use of Proceeds", the Company has relocated its office and entered into a new tenancy agreement dated 1 March 2014 with an Independent Third Party for a term of three years commenced in March 2014 and expiring in February 2017. Given that the Group does not have an imminent need to look for a new office premises as at the date of this announcement and in view of the rising commercial properties price, the Board considers that it is currently not an optimal time to purchase a property for the use of the Group.

As further disclosed in the Circular and the Prospectus regarding the use of proceeds from the Rights Issue, should the Company decide not to go for the purchase of the property and/or another vessel, or, if it does and the actual costs of the property and/or another vessel are higher or lower than the expected amount, the allocation of the amount of Net Proceeds may be subject to change. In any event, the Company intended that approximately HK\$80 million to HK\$100 million will be used for investments in securities and/or properties and business development of the Group; and the remaining Net Proceeds will be for general working capital of the Group.

In light of the above reasons, instead of allocating the Proceeds for Investment in Property which amounts to approximately HK\$40 million for the purchase of a property for the use of the Group, the Board has resolved to change the allocation of the amount of the Proceeds for Capital Investments, such that the Proceeds for Investment in Property will be applied towards business development of the Group. The Board intends to apply the relevant amount in the development of its money lending and leasing business.

The Board considers that the change in use of the Proceeds for Investment in Property will improve efficiency of use of proceeds of the Group, which is advantageous to the diversification of the Group's business and will expand the income streams of the Group.

The Directors (including the independent non-executive Directors) consider that the change in use of proceeds of the Rights Issue is fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole.

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

Hong Kong, 1 August 2014

As at the date of this announcement, the executive Directors are Ms. Zheng Juhua, Mr. Chan Chi Yuen and Mr. Chen Shaohua; the independent non-executive Directors are Mr. Man Kwok Leung, Mr. Yu Pak Yan, Peter and Mr. Chi Chi Hung, Kenneth.