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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)

- (1) POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD
AT 3:00 P.M. ON 4 MARCH 2014;**
(2) EFFECTIVE DATE OF THE CAPITAL REORGANISATION; AND
**(3) DESPATCH OF THE PROSPECTUS DOCUMENTS IN RESPECT OF
THE RIGHTS ISSUE AND THE BONUS ISSUE**

POLL RESULTS OF THE SGM

The Board is pleased to announce that all the resolutions set out in the notice of SGM in relation to, among other things, the Capital Reorganisation, the proposed amendments to the bye-laws of the Company, the Rights Issue, the Bonus Issue and the transactions contemplated thereunder were duly passed by the Shareholders or the Independent Shareholders (as the case maybe) at the SGM held at 3:00 p.m. on 4 March 2014 by way of poll.

EFFECTIVE DATE OF THE CAPITAL REORGANISATION

As all the conditions of the Capital Reorganisation have been fulfilled, the Capital Reorganisation will become effective at 9:00 a.m. on Wednesday, 5 March 2014.

**DESPATCH OF THE PROSPECTUS DOCUMENTS IN RESPECT OF THE
RIGHTS ISSUE AND THE BONUS ISSUE**

Subject to the registration of the Prospectus Documents with the Registrar of Companies in Hong Kong, the Prospectus Documents will be despatched to the Qualifying Shareholders on 14 March 2014 and the Prospectus will be despatched to the Prohibited Shareholders (if any) on 14 March 2014 for information only.

Shareholders and potential investors should note that the Rights Issue and the Bonus Issue are conditional upon the Underwriting Agreement having become unconditional (see the section headed “Conditions of the Rights Issue and the Bonus Issue” in the “Letter from the Board” of the Circular) and Kingston Securities not having terminated the Underwriting Agreement in accordance with the terms thereof (see the section headed “Termination of the Underwriting Agreement” in the “Letter from the Board” of the Circular). Accordingly, the Rights Issue and the Bonus Issue may or may not proceed.

Shareholders and potential investors should exercise extreme caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

Shareholders should note that the Shares will be dealt in on an ex-rights basis commencing from Friday, 7 March 2014 and that dealing in the Rights Shares in the nil-paid form will take place from Tuesday, 18 March 2014 to Tuesday, 25 March 2014 (both days inclusive) while the conditions to which the Underwriting Agreement is subject remain unfulfilled. Any Shareholder or other person dealing in Shares up to the date on which all conditions to which the Rights Issue and the Bonus Issue are subject are fulfilled (which is expected to be on Wednesday, 2 April 2014), will accordingly bear the risk that the Rights Issue and the Bonus Issue cannot become unconditional and may not proceed. Any Shareholder or other person contemplating selling or purchasing Shares, who is in any doubt about his/her/its position, is recommended to consult his/her/its own professional adviser.

Reference is made to the circular of the Company dated 29 January 2014 (the “**Circular**”) in relation to, among other things, the Capital Reorganisation, the proposed amendments to the bye-laws of the Company, the Rights Issue, the Bonus Issue and the transactions contemplated thereunder. Unless defined otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SGM

The Board is pleased to announce that all the resolutions set out in the notice of SGM in relation to, among other things, the Capital Reorganisation, the proposed amendments to the bye-laws of the Company, the Rights Issue, the Bonus Issue and the transactions contemplated thereunder were duly passed by the Shareholders or the Independent Shareholders (as the case maybe) at the SGM held at 3:00 p.m. on 4 March 2014 by way of poll. Details of the resolutions were set out in the notice of SGM contained in the Circular.

Tricor Tengis Limited, the Company's branch share registrar in Hong Kong, acted as the scrutineer for the vote-taking at the SGM. Set out below is the poll results in respect of the resolutions set out in the notice of SGM:

SPECIAL RESOLUTIONS ^(Note)		For	Against
		Number of votes <i>(Approximate percentage)</i>	
1.	To approve the Capital Reorganisation.	7,002,000 (100%)	NIL (0%)
2.	To approve the proposed amendments to the bye-laws of the Company.	7,002,000 (100%)	NIL (0%)
ORDINARY RESOLUTIONS ^(Note)			
3.	To approve the Bonus Issue on the basis of two (2) Bonus Shares for every one (1) fully-paid Rights Share taken up under the Rights Issue.	7,002,000 (100%)	NIL (0%)
4.	To approve the Rights Issue on the basis of one (1) Rights Share for every one (1) Share held on the Record Date.	7,002,000 (100%)	NIL (0%)

Note: The full text of the resolutions were set out in the notice of SGM dated 29 January 2014.

As more than 75% of the votes were cast in favour of the special resolutions and more than 50% of the votes were cast in favour of the ordinary resolutions, the Board is pleased to announce that all the resolutions as set out in the notice of the SGM contained in the Circular were duly approved by the Shareholders or the Independent Shareholders (as the case maybe) by way of poll at the SGM.

As at the date of the SGM, the total number of Shares in issue was 844,000,000 Shares. Pursuant to Rule 7.19(6) of the Listing Rules, any controlling Shareholders and their associates or, where there are no controlling Shareholders, the Directors (excluding the independent non-executive Directors), the chief executive of the Company and their respective associates shall abstain from voting in favour of the resolutions relating to the Rights Issue and the Bonus Issue. As at the date of SGM, Superb Smart was holding 356,000,000 Shares, representing approximately 42.18% of the issued share capital of the Company and is thus a controlling Shareholder. Superb Smart is wholly owned by Ms. Zheng Juhua, the chairman of the Board and an executive Director. Save for her interests in Superb Smart, Ms. Zheng Juhua does not personally hold any Shares and therefore Ms. Zheng Juhua and Superb Smart control or entitled to exercise control in respect of the 356,000,000 Shares. Accordingly, Superb Smart, Ms. Zheng Juhua and their respective associates had abstained from voting in favour of the resolutions relating to the Rights Issue and the Bonus Issue at the SGM.

Save as disclosed above, no other Shareholders were required under the Listing Rules to abstain from voting at the SGM. Accordingly, there were a total of 844,000,000 Shares entitling the Shareholders to vote for or against the resolutions No. 1 and 2 and a total of 488,000,000 Shares entitling the Shareholders to vote for against the resolutions No. 3 and 4 at the SGM.

EFFECTIVE DATE OF CAPITAL REORGANISATION

As all the conditions of the Capital Reorganisation have been fulfilled, the Capital Reorganisation will become effective at 9:00 a.m. on Wednesday, 5 March 2014.

The Shareholders may, on or after Wednesday, 5 March 2014 until Monday, 7 April 2014 (both days inclusive) submit share certificates for Existing Shares in blue to the Registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (which will be relocated to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014), to exchange, at the expense of the Company, for certificates for the New Shares of HK\$0.01 each in peach. It is expected that the new share certificates will be available for collection within 10 Business Days after the submission of the existing share certificates to the Registrar for exchange. Thereafter, certificates of the New Shares will be accepted for exchange only on payment of a fee.

DESPATCH OF THE PROSPECTUS DOCUMENTS IN RESPECT OF THE RIGHTS ISSUE AND THE BONUS ISSUE

Given the ordinary resolutions relating to the Rights Issue and the Bonus Issue were duly approved by the Independent Shareholders at the SGM, the dates and times mentioned in the expected timetable as set out in the Circular regarding the Rights Issue and the Bonus Issue remain unchanged.

Subject to the registration of the Prospectus Documents with the Registrar of Companies in Hong Kong, the Prospectus Documents will be despatched to the Qualifying Shareholders on 14 March 2014 and the Prospectus will be despatched to the Prohibited Shareholders (if any) on 14 March 2014 for information only.

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Shareholders and potential investors should exercise extreme caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

Shareholders should note that the Shares will be dealt in on an ex-rights basis commencing from Friday, 7 March 2014 and that dealing in the Rights Shares in the nil-paid form will take place from Tuesday, 18 March 2014 to Tuesday, 25 March 2014 (both days inclusive) while the conditions to which the Underwriting Agreement is subject remain unfulfilled. Any Shareholder or other person dealing in Shares up to the date on which all conditions to which the Rights Issue and the Bonus Issue are subject are fulfilled (which is expected to be on Wednesday, 2 April 2014), will accordingly

bear the risk that the Rights Issue and the Bonus Issue cannot become unconditional and may not proceed. Any Shareholder or other person contemplating selling or purchasing Shares, who is in any doubt about his/her/its position, is recommended to consult his/her/its own professional adviser.

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

Hong Kong, 4 March 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.