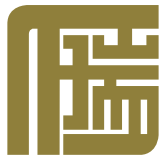


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## **NOBLE CENTURY INVESTMENT HOLDINGS LIMITED**

**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 of Noble Century Investment Holdings Limited (the “**Company**”) will be held at 3/F, Nexxus Building, 77 Des Voeux Road, Central, Hong Kong on Monday, 30 September 2013 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as an ordinary resolutions:

#### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the conditional sale and purchase agreement (the “**Acquisition Agreement**”) dated 31 July 2013 and entered into between Ace Plus Ventures Limited, a wholly-owned subsidiary of the Company, as purchaser, and Bao Xin Marine Limited as vendor in relation to the sale and purchase of a general cargo ship registered in Panama and built by Minami Nippon Shipbuilding in Japan in 1984, with deadweight tonnage of about 30,297 metric tons (“**Vessel Bao Xin**”) at a consideration of HK\$35,000,000 (a copy of the Acquisition 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 thereby be and are hereby approved, confirmed and ratified; and
- (b) 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 Acquisition Agreement and the transactions contemplated thereunder.”

2. “**THAT:**

- (a) the conditional sale and purchase agreement (the “**Disposal Agreement**”) dated 31 July 2013 and entered into among Earn Ever Limited, as purchaser, Mr. Lau Chun Ming as guarantor for the purchaser and the Company as vendor in relation to the sale and purchase of the entire issued share capital of Asian Atlas Limited (“**Asian Atlas**”), a wholly-owned subsidiary of the Company, and the non-interest bearing and security-free shareholder’s loan due from Asian Atlas to the Company at a consideration of HK\$40,000,000 (a copy of the Disposal 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 thereby be and are hereby approved, confirmed and ratified; and
- (b) any one or more of the Directors 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 Disposal Agreement and the transactions contemplated thereunder.”

For and on behalf of the Board of  
**Noble Century Investment Holdings Limited**  
**Zheng Juhua**  
*Chairman*

Hong Kong, 11 September 2013

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

*Head office and principal place  
of business in Hong Kong:*  
Units 1310–13, 13/F  
113 Argyle Street  
Mongkok, Kowloon  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and to vote on his behalf. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead.
2. Where there are joint registered holders of any share, any one of such persons may vote at the SGM, 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 SGM 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.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon must be deposited with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.

4. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.
5. Save for any resolution(s) approving the procedural and administrative matters, any voting of the SGM should be taken by poll.

*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.*