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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)

**DISCLOSEABLE TRANSACTION
SUPPLEMENTAL AGREEMENT
IN RELATION TO
EXTENSION OF PROVISION OF FINANCIAL ASSISTANCE**

BACKGROUND

References are made to the announcements of the Company dated 3 November 2016 and 10 November 2017 in relation to, among other things, the Loan Agreement, the First Supplemental Loan Agreement and the Second Entrusted Loan Agreement.

On 20 July 2016, Noble Century Finance, being an indirect wholly-owned subsidiary of the Company, and Mr. Liu entered into the Loan Agreement, pursuant to which Noble Century Finance has agreed to provide to Mr. Liu the Loan in the principal amount of HK\$3.5 million for a term of twelve (12) months. On 20 July 2017, Noble Century Finance and Mr. Liu entered into the First Supplemental Loan Agreement to extend the term of the Loan for an additional term of twelve (12) months commenced from 20 July 2017. On 20 July 2018, Noble Century Finance and Mr. Liu has entered into the Second Supplemental Loan Agreement to extend the term of the Loan for an additional six (6) months commenced from 20 July 2018.

SUPPLEMENTAL AGREEMENT IN RELATION TO EXTENSION OF THE REPAYMENT DATE UNDER THE SECOND ENTRUSTED LOAN AGREEMENT

On 10 November 2017, the Lender, being an indirect wholly-owned subsidiary of the Company, the Borrower and the Lending Agent entered into the Second Entrusted Loan Agreement, pursuant to which the Lender has agreed to entrust a fund in the amount of RMB19 million (equivalent to approximately HK\$21.9 million) to the Lending Agent, for the onward provision of the loan facilities to the Borrower. Pursuant to the terms and conditions of the Second Entrusted Loan Agreement, the principal amount of the loan drawn under the loan facilities shall be repaid on or before the first anniversary of the drawdown date.

The Board would like to announce that on 9 November 2018, the Lender, the Borrower and the Lending Agent have entered into a Supplemental Agreement to the Second Entrusted Loan Agreement to extend the repayment date from 9 November 2018 to 9 May 2019. Pursuant to the Supplemental Agreement, the Lender shall pay a handling fee, being an amount equal to 0.3% of the outstanding principal amount to the Lending Agent in one lump sum on the date of the Supplemental Agreement. Save as disclosed herein, all other terms and provisions of the Second Entrusted Loan Agreement shall remain in full force and effect.

LISTING RULES IMPLICATIONS

Given that Mr. Liu is the owner of 90% equity interest in the Borrower as at the date of this announcement, the transactions contemplated under the Loan Agreement (as amended and supplemented by the First Supplemental Loan Agreement and the Second Supplemental Loan Agreement) are aggregated with the Second Entrusted Loan Arrangement pursuant to Rule 14.22 of the Listing Rules.

As the applicable percentage ratios (as defined under the Listing Rules) in respect of the transactions contemplated under the Loan Agreement (as amended and supplemented by the First Supplemental Loan Agreement and the Second Supplemental Loan Agreement) and the Second Entrusted Loan Arrangement, when aggregated, are more than 5% but less than 25%, the transactions contemplated under the Loan Agreement (as amended and supplemented by the First Supplemental Loan Agreement and the Second Supplemental Loan Agreement) and the Second Entrusted Loan Arrangement, when aggregated, constitute a discloseable transaction on the part of the Company under the Listing Rules and are subject to the notification and announcement requirements but exempt from the Shareholders' approval requirement of Chapter 14 of the Listing Rules.

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References are made to the announcements of the Company dated 3 November 2016 and 10 November 2017 in relation to, among other things, the Loan Agreement, the First Supplemental Loan Agreement and the Second Entrusted Loan Agreement.

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On 10 November 2017, the Lender, being an indirect wholly-owned subsidiary of the Company, the Borrower and the Lending Agent entered into the Second Entrusted Loan Agreement, pursuant to which the Lender has agreed to entrust a fund in the amount of RMB19 million (equivalent to approximately HK\$21.9 million) to the Lending Agent, for the onward provision of the loan facilities to the Borrower. Pursuant to the terms and conditions of the Second Entrusted Loan Agreement, the principal amount of the loan drawn under the loan facilities shall be repaid on or before the first anniversary of the drawdown date.

As security for the due and punctual performance of the Borrower's obligations under the Second Entrusted Loan Agreement, on 10 November 2017, the Borrower has procured and each of Mr. Hong and Mr. Liu has executed the First Guarantee Letter and the Second Guarantee Letter respectively in favour of the Lender.

SUPPLEMENTAL AGREEMENT IN RELATION TO EXTENSION OF THE REPAYMENT DATE UNDER THE SECOND ENTRUSTED LOAN AGREEMENT

The Board would like to announce that on 9 November 2018, the Lender, being an indirect wholly-owned subsidiary of the Company, the Borrower and the Lending Agent have entered into a Supplemental Agreement to the Second Entrusted Loan Agreement to extend the repayment date from 9 November 2018 to 9 May 2019. Pursuant to the Supplemental Agreement, the Lender shall pay a handling fee, being an amount equal to 0.3% of the outstanding principal amount to the Lending Agent in one lump sum on the date of the Supplemental Agreement. Save as disclosed herein, all other terms and provisions of the Second Entrusted Loan Agreement shall remain in full force and effect.

The personal guarantees given by each of Mr. Hong and Mr. Liu in favour of the Lender will remain as the continuing security for the due and punctual performance of the Borrower's obligations under the Second Entrusted Loan Arrangement.

REASONS FOR AND BENEFITS OF THE EXTENSION OF THE REPAYMENT DATE UNDER THE SECOND ENTRUSTED LOAN AGREEMENT

The Group is principally engaged in vessel chartering, trading, money lending and finance leasing business.

The Lender is a limited liability company established in the PRC and principally engaged in trading and entrusted loan financing.

The terms of the Supplemental Agreement, including but not limited to the interest rate, were arrived at after arm's length negotiations among the Lender, the Borrower and the Lending Agent, and determined with reference to (i) the commercial practice and the range of interest rate charged by other companies engaging in the similar business in the PRC, and (ii) the interest rate charged by the Group in its money lending business in Hong Kong and entrusted loan financing business in the PRC.

The extension of the repayment date under the Second Entrusted Loan Agreement is in the ordinary course of business of the Lender and on normal commercial terms and is arrived at after arm's length negotiations. Taking into consideration of the increase in the interest income to be received by the Group, the extension of the repayment date under the Second Entrusted Loan Agreement can provide the Group with stable revenue and cash flow stream from the interest received and the short tenure of the Second Entrusted Loan Arrangement, the Directors consider that the terms and the extension of the Second Entrusted Loan Agreement is fair and reasonable and is in the best interest of the Company and the Shareholders as a whole.

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DEFINITIONS

Unless the context otherwise requires, capitalised terms used in this announcement shall have the following meanings:

“associate”	has the meaning ascribed thereto under the Listing Rules
“Board”	the Board of Directors
“Borrower”	深圳市華仁新科技有限公司 (transliterated as Shenzhen Shi Huaren New Technology Company Limited [#]), being a company established in the PRC with limited liability
“Company”	Noble Century Investment Holdings Limited, a company incorporated in Bermuda with limited liability and the issued shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“Entrusted Fund”	the entrusted fund of RMB19 million (equivalent to approximately HK\$22.8 million) made available by the Lender to the Borrower entrusted with the Lending Agent subject to and upon the terms and conditions of the Second Entrusted Loan Agreement (as amended and supplemented by the Supplemental Agreement)

“First Guarantee Letter”	a guarantee letter dated 10 November 2017 and executed by Mr. Hong in favour of the Lender, pursuant to which Mr. Hong shall provide personal guarantee in favour of the Lender for, including but not limited to, the due and punctual performance by the Borrower of its payment obligations under the Second Entrusted Loan Agreement
“First Supplemental Loan Agreement”	a supplemental agreement to the Loan Agreement dated 20 July 2017 and entered into between Noble Century Finance and Mr. Liu pursuant to which the term of the Loan shall be extended for an additional term of twelve (12) months commenced from 20 July 2017
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Lender”	仁瑞(深圳)貿易有限公司 (transliterated as Noble Century (Shenzhen) Trading Company Limited#), being an indirect wholly-owned subsidiary of the Company and a company established in the PRC with limited liability
“Lending Agent”	東亞銀行(中國)有限公司深圳分行 (transliterated as the Shenzhen branch of The Bank of East Asia (China) Limited#), being a company established in the PRC with limited liability
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan”	the loan in the principal amount of HK\$3.5 million provided by Noble Century Finance to Mr. Liu pursuant to the Loan Agreement (as amended and supplemented by the First Supplemental Loan Agreement and the Second Supplemental Loan Agreement)

“Loan Agreement”	the loan agreement dated 20 July 2016 and entered into between Noble Century Finance and Mr. Liu, pursuant to which Noble Century Finance has agreed to provide to Mr. Liu the Loan in the principal amount of HK\$3.5 million for a term of twelve (12) months
“Mr. Hong”	Mr. Hong Wenhao, being the owner of 10% equity interest in the Borrower as at the date of this announcement
“Mr. Liu”	Mr. Liu Yi, being the owner of 90% equity interest in the Borrower as at the date of this announcement
“Noble Century Finance”	Noble Century Finance Limited, being an indirect wholly owned subsidiary of the Company and a company incorporated in Hong Kong with limited liability
“PRC”	the People’s Republic of China which for the purpose of this announcement excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Second Entrusted Loan Agreement”	the entrusted loan agreement dated 10 November 2017 and entered into among the Lender, the Borrower and the Lending Agent in relation to the provision of the Entrusted Fund to the Borrower
“Second Entrusted Loan Arrangement”	the transactions contemplated under the Second Entrusted Loan Agreement (as supplemented by the Supplemental Agreement)
“Second Guarantee Letter”	a guarantee letter dated 10 November 2017 and executed by Mr. Liu in favour of the Lender, pursuant to which Mr. Liu shall provide personal guarantee in favour of the Lender for, including but not limited to, the due and punctual performance by the Borrower of its payment obligations under the Second Entrusted Loan Agreement

“Second Supplemental Loan Agreement”	a supplemental agreement to the Loan Agreement dated 20 July 2018 and entered into between Noble Century Finance and Mr. Liu pursuant to which the term of the Loan shall be extended for an additional term of six (6) months commenced from 20 July 2018
“Shares”	share(s) of the Company of HK\$0.02 each
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Agreement”	a supplemental agreement to the Second Entrusted Loan Agreement dated 9 November 2018 and entered into among the Lender, the Borrower and the Lending Agent to amend and supplement the Second Entrusted Loan Agreement
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

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

Hong Kong, 9 November 2018

For the purpose of this announcement, unless otherwise indicated, conversion of Renminbi into Hong Kong dollars is calculated at the approximate exchange rate of RMB1.00 to HK\$1.15. This exchange rate is adopted for the purpose of illustration purpose only and does not constitute a representation that any amounts have been, could have been, or may be, exchanged at this rate or any other rates at all.

the English translation of Chinese names or words in this announcement, where indicated, is included for information purpose only, and should not be regarded as the official English translation of such Chinese names or words.

As at the date of this announcement, the executive directors are Ms. Zheng Juhua, Ms. Wang Yingqian 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.