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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 HERE BY GIVEN** that a special general meeting (the “SGM”) of Noble Century Investment Holdings Limited (the “**Company**”) will be held at Suite 2202, 22/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 31 May 2019 at 11:00 a.m., to consider and, if thought fit, pass with or without amendments the following resolutions of the Company:

#### **ORDINARY RESOLUTION**

1. **“THAT:**

- (a) the sale and purchase agreement dated 7 January 2019 (as amended and supplemented by the supplemental agreement dated 20 March 2019) (the “**Sale and Purchase Agreement**”) entered into between the Company (as purchaser) and Mr. Au Kwong Hoi, Mr. Guo Keqin and Harmony Happy Limited (as vendors) in relation to the acquisition of the entire equity interest of Chao Shang Financial Holding Limited at a consideration of HK\$250,000,000, and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified (a copy of the Sale and Purchase Agreement has been tabled at the SGM for the purpose of identification);

- (b) any one or more of the directors of the Company be and is hereby authorised to do all such acts and things, to sign and execute all such documents for and on behalf of the Company as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Sale and Purchase Agreement and the transactions contemplated thereunder, and to make and agree to make such variations, amendments or waiver of the terms of the Sale and Purchase Agreement as he/she/they may in his/her/their discretion consider to be appropriate, necessary or desirable and in the interests of the Company and its shareholders as a whole.”

### **SPECIAL RESOLUTION**

2. “**THAT** subject to and conditional upon the passing of ordinary resolution numbered 1 as set out in this notice convening the SGM and any necessary approval of the Registrar of Companies in Bermuda in relation to the proposed change of the name of the Company being obtained, the change of name of the Company from “Noble Century Investment Holdings Limited” to “Hong Kong ChaoShang Group Limited”, and the adoption of “香港潮商集團有限公司” as the secondary name in Chinese of the Company to replace its existing secondary name in Chinese “仁瑞投資控股有限公司” (the “**Change of the Company Name**”) with effect from the date of entry of the new primary name and secondary name on the register maintained by the Registrar of Companies in Bermuda be and is hereby approved, and any one director or officer of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents as he may consider necessary or expedient to give effect to the Change of the Company Name and the transactions contemplated thereunder.”

By order of the Board

**Noble Century Investment Holdings Limited**

**Zheng Juhua**

*Chairman*

Hong Kong, 8 May 2019

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place of business in Hong Kong:*

Suite 2202, 22/F.  
China Resources Building  
26 Harbour Road  
Wanchai  
Hong Kong

*Notes:*

- (1) The resolutions put to the vote at the SGM will be taken by poll except where the chairman of the SGM, in good faith, decides to allow a resolution which relates to purely a procedural or administrative matter to be voted on by a show of hands in accordance with the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
- (2) A member of the Company (“**Shareholder**”) entitled to attend and vote at the SGM convened by the above notice is entitled to appoint one or, if such Shareholder is a holder of more than one share, more proxies to attend and vote in his stead. A proxy need not be a Shareholder.
- (3) For determining the entitlement to attend and vote at the above SGM, the register of members of the Company will be closed from Wednesday, 29 May 2019 to Friday, 31 May 2019, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the SGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 28 May 2019.
- (4) In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the Company’s share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he/she/it so wish and in such event, the form of proxy shall be deemed to be revoked.

- (5) In the case of joint holders of share(s) of the Company, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such share(s) as if he/she/it was solely entitled thereto, but if more than one of such joint holders are 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 share(s) shall alone be entitled to vote in respect thereof.
- (6) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- (7) Completion and delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the SGM if the Shareholder so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.

*As at the date of this announcement, the executive Directors are Ms. Zheng Juhua 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.*