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名軒(中國)控股有限公司

Noble House (China) Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8246)

**CLARIFICATION ANNOUNCEMENT
IN RELATION TO THE ANNUAL REPORT
FOR THE YEAR ENDED 31 DECEMBER 2014**

This announcement is made at the request of the Stock Exchange.

Reference is made to the Annual Report and the Announcement in relation to the Subscriptions. Unless otherwise defined, capitalized terms used in this announcement shall have their respective meanings as contained in the Annual Report and the Announcement.

In addition to the information in relation to the Subscriptions as set out under the sections headed “Management Discussion and Analysis” and note 24 on “Notes to the Consolidated Financial Statements” of the Annual Report, the Board would like to provide the following supplementary information to the Annual Report in relation to the Subscriptions as prescribed under Rule 18.32 of the GEM Listing Rules.

THE SUBSCRIPTIONS

The Subscription Agreements and the Names of the Subscribers

After trading hours on 20 November 2014, the Company, Rosy and Ms. Miao Kun Yu entered into the Rosy Subscription Agreement pursuant to which Rosy has agreed to subscribe for, and the Company has agreed to allot and issue to Rosy, the Rosy Subscription Shares (being 28,000,000 new Shares) and Ms. Miao Kun Yu has agreed to procure the due and punctual performance by Rosy of all the obligations under the Rosy Subscription Agreement.

Also after trading hours on 20 November 2014, the Company and each of Inoue, Liu and Yu entered into the Inoue Subscription Agreement, the Liu Subscription Agreement and the Yu Subscription Agreement respectively. Pursuant to the Inoue Subscription Agreement, Inoue has agreed to subscribe for, and the Company has agreed to allot and issue to Inoue, the Inoue Subscription Shares (being 12,000,000 new Shares). Pursuant to the Liu Subscription Agreement, Liu has agreed to subscribe for, and the Company has agreed to allot and issue to Liu, the Liu Subscription Shares (being 10,000,000 new Shares). Pursuant to the Yu Subscription Agreement, Yu has agreed to subscribe for, and the Company has agreed to allot and issue to Yu, the Yu Subscription Shares (being 6,000,000 new Shares).

On 28 November 2014, the Company has allotted and issued to Rosy, Inoue, Liu and Yu, and Rosy, Inoue, Liu and Yu has subscribed for the Rosy Subscription Shares, the Inoue Subscription Shares, the Liu Subscription Shares and the Yu Subscription Shares, respectively.

The Market Price of each Subscription Share

The Subscription Price of HK\$0.65 per Subscription Share represents (i) the closing price of HK\$0.65 per Share as quoted on the Stock Exchange on 20 November 2014, being the date of the Subscription Agreements; and (ii) the average closing price of HK\$0.65 per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including 20 November 2014.

The Net Price of each Subscription Share and the Aggregate Nominal Value of the Subscription Shares

Pursuant to the Subscription Agreements, the Company has conditionally agreed to allot and issue and the Subscribers have conditionally agreed to subscribe in cash for a total of 56,000,000 Subscription Shares at the Subscription Price. The aggregate gross proceeds and net proceeds from the Subscriptions are approximately HK\$36,400,000 (equivalent to approximately RMB28,900,000) and approximately HK\$36,200,000 (equivalent to approximately RMB28,800,000), respectively. On such basis, the net price of each Subscription Share is approximately HK\$0.6464.

The aggregate nominal value of the Subscription Shares is HK\$560,000.

The Reasons for the Subscriptions and the Use of Proceeds

The Group is principally engaged in the operation of restaurants, provision of management services and sales of processed food and seafood. The Board believes that the Subscriptions will increase the capital base of the Company and broaden its Shareholder base.

The net proceeds from the Subscriptions was intended to be applied mainly as working capital of the Group. As at the date of this announcement, approximately HK\$13,400,000 has been used as general working capital of the Group and the remaining net proceeds has not yet been utilised and remains for the intended use.

The Board confirms that the above clarification does not affect other information contained in the Annual Report and the content of the Annual Report remains correct and unchanged.

DEFINITIONS

In this announcement, the following terms have the meanings set out below unless the context requires otherwise:

“Announcement”	the announcement of the Company dated 20 November 2014
“Annual Report”	the annual report for the year ended 31 December 2014 of the Company published on 23 March 2015
“Board”	the board of Directors
“Company”	Noble House (China) Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Growth Enterprise Market of the Stock Exchange
“Directors”	the director(s) of the Company from time to time
“GEM Listing Rules”	the rules governing the listing of securities on the Growth Enterprise Market operated by the Stock Exchange as made by the Stock Exchange from time to time
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Inoue”	Mr. Inoue Satoshi
“Inoue Subscription”	the subscription of 12,000,000 Subscription Shares by Inoue pursuant to the terms of the Inoue Subscription Agreement

“Inoue Subscription Agreement”	the subscription agreement entered into between the Company and Inoue dated 20 November 2014
“Inoue Subscription Shares”	12,000,000 new Shares to be subscribed by Inoue under the Inoue Subscription Agreement
“Liu”	Mr. Liu He
“Liu Subscription”	the subscription of 10,000,000 Subscription Shares by Liu pursuant to the terms of the Liu Subscription Agreement
“Liu Subscription Agreement”	the subscription agreement entered into between the Company and Liu dated 20 November 2014
“Liu Subscription Shares”	10,000,000 new Shares to be subscribed by Liu under the Liu Subscription Agreement
“RMB”	Renminbi, the lawful currency of the PRC
“Rosy”	Rosy Deal Group Limited
“Rosy Subscription”	the subscription of 28,000,000 Subscription Shares by Rosy pursuant to the terms of the Rosy Subscription Agreement
“Rosy Subscription Agreement”	the subscription agreement entered into between the Company, Rosy and Ms. Miao Kun Yu dated 20 November 2014
“Rosy Subscription Shares”	28,000,000 new Shares to be subscribed by Rosy under the Rosy Subscription Agreement
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscribers”	together, Rosy, Inoue, Liu and Yu

“Subscription Agreements”	together, the Rosy Subscription Agreement, the Inoue Subscription Agreement, the Liu Subscription Agreement and the Yu Subscription Agreement
“Subscription Price”	HK\$0.65 per Subscription Share
“Subscription Shares”	together, the Rosy Subscription Shares, the Inoue Subscription Shares, the Liu Subscription Shares and the Yu Subscription Shares
“Subscriptions”	together, the Rosy Subscription, the Inoue Subscription, the Liu Subscription and the Yu Subscription
“Yu”	Mr. Yu Bin
“Yu Subscription”	the subscription of 6,000,000 Subscription Shares by Yu pursuant to the terms of the Yu Subscription Agreement
“Yu Subscription Agreement”	the subscription agreement entered into between the Company and Yu dated 20 November 2014
“Yu Subscription Shares”	6,000,000 new Shares to be subscribed by Yu under the Yu Subscription Agreement
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

By Order of the Board
Noble House (China) Holdings Limited
Chan Wing Yuen, Hubert
Chief Executive Officer and Executive Director

Hong Kong, 26 June 2015

As at the date of this announcement, the executive Directors are Ms. Lin Min, Mindy, Mr. Chan Wing Yuen, Hubert, Ms. Kwong Wai Man, Karina and Mr. Chan Tai Neng; and the independent non-executive Directors are Mr. Lui Tin Nang, Ms. Ma Lee and Mr. Wang Zhi Zhong.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the GEM website at www.hkgem.com and, in the case of this announcement, on the “Latest Company Announcements” page for at least 7 days from the date of its posting. This announcement will also be published on the Company’s website at www.8246hk.com.