



世紀城帝國際控股有限公司
Century City
International Holdings Limited
(Incorporated in Bermuda with limited liability)
(Stock Code: 355)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Century City International Holdings Limited (the "Company") will be held at Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Friday, 6th January, 2006 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTION NO. 1

"THAT:

- (A) the issue and allotment of new ordinary shares of HK\$0.01 each in the share capital of the Company ("Shares") upon the due exercise of the conversion rights attaching to the Bonds (as defined in paragraph (C) below) be and is hereby approved;
- (B) the directors of the Company be and are hereby authorised to (i) execute all such documents; and (ii) do all such other acts and things as they may, in their absolute discretion, consider necessary, desirable or expedient to effect, implement and complete any or all other transactions contemplated in this resolution; and
- (C) for the purposes of this resolution:
"Bonds" means the Zero Coupon Guaranteed Convertible Bonds due 2010 comprising the firm bonds in an aggregate principal amount of HK\$80 million and additional optional bonds in an aggregate principal amount of up to HK\$160 million, issued and to be issued pursuant to the subscription agreement dated 28th November, 2005 entered into between Supreme Way Limited as the Issuer, the Company as the Guarantor, Raised Fortune Investments Limited as the Purchaser and Hero Crown Investments Limited and Rolling High Limited as the Optionholders, the principal terms and conditions of which bonds are set out or referred to in the circular of the Company dated 20th December, 2005 to holders of the Shares (as defined in paragraph (A) above), a copy of each of the aforesaid subscription agreement and circular have been produced to this meeting marked "A" and "B" respectively and both initialled by the Chairman of this meeting for identification purpose."

ORDINARY RESOLUTION NO. 2

"THAT:

- (A) the bonus issue of warrants ("Warrants") in units of subscription rights of HK\$0.10 each conferring rights on holders thereof to subscribe for new ordinary shares of HK\$0.01 each in the share capital of the Company ("Shares") at an initial subscription price of HK\$0.10 per Share, subject to adjustments, at any time from the date falling three months after the issue of the Warrants to the date falling seven days prior to the fifth anniversary of the issue of the Warrants (both dates inclusive), or such other date provided in the instrument constituting the Warrants ("Warrant Instrument", a final draft of which has been produced to this meeting marked "C" and initialled by the Chairman of this meeting for identification purpose) upon the terms and conditions set out in the Warrant Instrument to be executed by way of deed poll by the Company, in the proportion of one unit of subscription right of HK\$0.10 for every 5 Shares to holders of Shares ("Shareholders") whose names appear on the register of members of the Company as at the close of business on the record date for the determination of entitlements to the bonus issue of the Warrants ("Record Date"), provided that the entitlements of those Shareholders whose addresses as at the close of business on the Record Date are outside Hong Kong will be dealt with in accordance with the arrangements set out in the section headed "Overseas Shareholders" in the "Letter from the Board" contained in the circular of the Company dated 20th December, 2005 to the Shareholders, a copy of which has been produced to this meeting marked "B" and initialled by the Chairman of this meeting for identification purpose, be and is hereby approved;
- (B) the issue and allotment of new Shares to holders of the Warrants upon the due exercise of subscription rights attached to the Warrants be and is hereby approved;
- (C) the directors of the Company (the "Directors") be and are hereby authorised to approve any amendments or modifications to the Warrant Instrument as they may, in their absolute discretion, consider necessary or desirable; and
- (D) the Directors be and are hereby authorised to (i) execute all such documents; and (ii) do all such other acts and things as they may, in their absolute discretion, consider necessary, desirable or expedient to effect and implement the Warrant Instrument and to effect, implement and complete any or all other transactions contemplated in this resolution."

ORDINARY RESOLUTION NO. 3

"THAT:

- (A) subject to the issue of warrants (the "Warrants") which fall to be issued pursuant to Ordinary Resolution No. 2 set out in the notice of this meeting contained in the circular of the Company dated 20th December, 2005 to holders of ordinary shares of HK\$0.01 each in the share capital of the Company, a copy of which has been produced to this meeting marked "B" and initialled by the Chairman of this meeting for identification purpose, and paragraph (B) below, the exercise by the directors of the Company (the "Directors") during the Relevant Period (as defined in paragraph (C) below) of all powers of the Company to purchase the Warrants on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or any other stock exchange on which the Warrants may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, at a price determined by the Directors, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (B) the aggregate amount of subscription rights attached to the Warrants to be purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in paragraph (A) above during the Relevant Period shall not exceed 10% of the total amount of subscription rights attached to the Warrants outstanding as at the date of their issue; and
- (C) for the purposes of this resolution:
"Relevant Period" means the period from the time of the passing of this resolution until whichever is the earlier of:
(i) the conclusion of the first annual general meeting of the Company following the passing of this resolution;
(ii) the expiration of the period within which the first annual general meeting of the Company following the passing of this resolution is required by the bye-laws of the Company or The Companies Act 1981 of Bermuda or any other applicable law of Bermuda to be held; and
(iii) the date when an ordinary resolution is passed at a general meeting of the Company revoking or varying the authority given under this resolution."

By Order of the Board
Eliza Lam Sau Fun
Company Secretary

Hong Kong, 20th December, 2005

Head office and principal place
of business:
11th Floor, 68 Yee Wo Street
Causeway Bay
Hong Kong

Registered office:
Rosebank Centre
11 Bermudiana Road
Pembroke
Bermuda

Notes:

- A member entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company but must be present in person at the meeting to represent the member.
- In order to be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a copy of such authority notarially certified, must be deposited at the office of the Company's branch share registrar in Hong Kong, Tengis Limited, at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong (which will be relocated to 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, with effect from 3rd January, 2006) not less than 48 hours before the time appointed for the holding of the meeting or adjourned meeting, as the case may be. Completion and return of the form of proxy will not preclude members from attending and voting at the meeting or at any adjourned meeting if members so desire.

As at the date of this announcement, the board of directors of the Company comprises:

Executive Directors:
Mr. LO Yuk Sui
(Chairman and Managing
Director)
Mr. Jimmy LO Chun To
Mr. Kenneth NG Kwai Kai

Non-Executive Director:
Mrs. Kitty LO LEE Kit Tai
**Independent Non-Executive
Directors:**
Mr. Anthony CHUANG
Mr. NG Siu Chan
Mr. WONG Chi Keung