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## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting of Century City International Holdings Limited (“**Company**”) will be held at Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Monday, 14 July 2014 at 10:45 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions, which will be proposed as ordinary resolutions of the Company:

### ORDINARY RESOLUTION 1

“**THAT:-**

(a) the following transactions, being:-

- (i) the entering into of the Underwriting Agreement (as defined in the circular of the Company dated 25 June 2014 (“**Circular**”)), a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification, between Cosmopolitan International Holdings Limited (“**Cosmopolitan**”) and P&R Strategic Limited as the underwriter (“**Underwriter**”) in respect of the Cosmopolitan Open Offer (as defined in the Circular);
- (ii) the giving of the Irrevocable Undertaking (as defined in the Circular) in respect of the Cosmopolitan Open Offer, a copy of which Irrevocable Undertaking has been produced to this meeting marked “B” and signed by the chairman of this meeting for the purpose of identification, by P&R Holdings Limited (on behalf of certain of its wholly-owned subsidiaries) in favour of Cosmopolitan and the Underwriter in respect of the Cosmopolitan Open Offer; and
- (iii) the transactions contemplated under the Cosmopolitan Open Offer, the Underwriting Agreement and the Irrevocable Undertaking (including, but not limited to, making application, excess application and subscription for any Cosmopolitan Open Offer Shares and Cosmopolitan Convertible Preference Shares (both as defined in the Circular) under the Cosmopolitan Open Offer, the underwriting of any of the said shares, any possible exercise of the conversion rights under the Cosmopolitan Convertible Preference Shares and subscription of the ordinary shares of Cosmopolitan on exercise of such conversion rights),

be and are hereby approved; and

- (b) the directors of the Company be and are hereby authorised to sign and execute such documents and do all such acts and things which in their opinion may be necessary, desirable or expedient to carry out or give effect to transactions mentioned in paragraph (a) above, including where appropriate, agreeing to any non-material amendments to the terms and conditions of the Underwriting Agreement, the Irrevocable Undertaking and any other agreements made by the parties to the relevant legal documents in relation thereto or to the Cosmopolitan Open Offer to the extent permitted by the Listing Rules (as defined in the Circular) and the applicable laws and in the interests of the Company and its shareholders as a whole.”

## **ORDINARY RESOLUTION 2**

“**THAT:-**

- (a) the entering into of the Cosmopolitan Convertible Bonds Subscription Agreement (as defined in the circular of the Company dated 25 June 2014 (“**Circular**”)), a copy of which Cosmopolitan Convertible Bonds Subscription Agreement has been produced to this meeting marked “C” and signed by the chairman of this meeting for the purpose of identification, between Cosmopolitan International Holdings Limited (“**Cosmopolitan**”) and P&R Holdings Limited and the transactions contemplated thereunder (including the subscription of the Cosmopolitan Convertible Bonds (as defined in the Circular), the possible subscription of the Cosmopolitan Optional Convertible Bonds (as defined in the Circular), any possible exercise of the conversion rights under the Cosmopolitan Convertible Bonds and the Cosmopolitan Optional Convertible Bonds and subscription of the ordinary shares of Cosmopolitan on exercise of such conversion rights) be and are hereby approved; and
- (b) the directors of the Company be and are hereby authorised to sign and execute such documents and do all such acts and things which in their opinion may be necessary, desirable or expedient to carry out or give effect to transactions mentioned in paragraph (a) above, including where appropriate, agreeing to any non-material amendments to the terms and conditions of the Cosmopolitan Convertible Bonds Subscription Agreement and any other agreements made by the parties to the relevant legal documents in relation thereto to the extent permitted by the Listing Rules (as defined in the Circular) and the applicable laws and in the interests of the Company and its shareholders as a whole.”

By order of the board of directors of  
**Century City International Holdings Limited**  
**Eliza Lam Sau Fun**  
*Secretary*

Hong Kong, 25 June 2014

*Registered office:*  
26 Burnaby Street  
Hamilton HM 11  
Bermuda

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

*Notes:*

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf at the meeting. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's branch registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy, and for this purpose seniority shall be determined by the order in which the names stand in the register of the Company in respect of the joint holdings.
4. Votes cast at a general meeting will be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.
5. In the event that a typhoon signal no. 8 (or above) or a black rainstorm warning is in effect on the day of the meeting, shareholders are requested to call the Company's hotline at (852) 2894-7546 on that day to enquire about the arrangements of the meeting.

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

**Executive directors:**

Mr. LO Yuk Sui (*Chairman and Chief Executive Officer*)  
Mr. Jimmy LO Chun To (*Vice Chairman*)  
Miss LO Po Man (*Vice Chairman*)  
Mr. Kenneth NG Kwai Kai (*Chief Operating Officer*)  
Mr. Donald FAN Tung  
Mr. Kelvin LEUNG So Po

**Independent non-executive directors:**

Mr. Anthony CHUANG  
Mr. NG Siu Chan  
Mr. WONG Chi Keung