
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Century City International Holdings Limited**, you should at once hand this circular to the purchaser or transferee or the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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DISCLOSEABLE TRANSACTION

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

| | |
|-----------------------------|--|
| “Announcement” | the announcement jointly made by Century City, Paliburg and Regal dated 8th July, 2005 |
| “Board” | the board of directors of Century City |
| “Century City” or “Company” | Century City International Holdings Limited, a company incorporated in Bermuda, whose ordinary shares are listed on the Main Board of the Stock Exchange |
| “Century Group” | Century City and its subsidiaries |
| “connected person(s)” | has the meaning ascribed to it in the Listing Rules |
| “Director(s)” | director(s) of Century City |
| “Hang Fok” | Hang Fok Properties Limited, a wholly-owned subsidiary of Paliburg prior to the completion of the Sale and Purchase Agreement on 8th July, 2005 |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Investee Companies” | 北京世紀城市房地產開發有限公司 (Beijing Century City Real Estate Development Co., Ltd.) and 北京建業房地產開發有限公司 (Beijing Jianye Real Estate Developing Co., Ltd.), both being Sino-foreign cooperative joint ventures incorporated in the PRC |
| “Latest Practicable Date” | 20th July, 2005, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Paliburg” | Paliburg Holdings Limited, a company incorporated in Bermuda, whose ordinary shares are listed on the Main Board of the Stock Exchange |
| “Paliburg Group” | Paliburg and its subsidiaries |
| “Purchaser” | Collective Potential Investments Limited, a wholly-owned subsidiary of Regal, which is the purchaser under the Sale and Purchase Agreement |
| “PRC” | the People’s Republic of China |

DEFINITIONS

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|-------------------------------|---|
| “Regal” | Regal Hotels International Holdings Limited, a company incorporated in Bermuda, whose ordinary shares and warrants are listed on the Main Board of the Stock Exchange |
| “Regal Group” | Regal and its subsidiaries |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “Sale and Purchase Agreement” | the agreement entered into between the Vendor, Paliburg, the Purchaser, Regal and Hang Fok on 8th July, 2005 in respect of the sale and purchase of a 50% equity interest in Hang Fok |
| “Shares” | ordinary shares of HK\$0.01 each in the capital of Century City |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Vendor” | Competitive Venture Limited, a wholly-owned subsidiary of Paliburg, which is the vendor under the Sale and Purchase Agreement |

LETTER FROM THE BOARD



世紀城市國際控股有限公司
Century City

International Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 355)

Executive Directors:

Mr. LO Yuk Sui (*Chairman and Managing Director*)

Mr. Tommy LAM Chi Chung

Mr. Jimmy LO Chun To

Mr. Kenneth NG Kwai Kai

Registered Office:

Rosebank Centre

11 Bermudiana Road

Pembroke

Bermuda

Non-Executive Director:

Mrs. Kitty LO LEE Kit Tai

Head Office and

Principal Place of Business:

18th Floor, Paliburg Plaza

68 Yee Wo Street

Causeway Bay

Hong Kong

Independent Non-Executive Directors:

Mr. Anthony CHUANG

Mr. NG Siu Chan

Mr. WONG Chi Keung

25th July, 2005

To the Shareholders (for information purposes only)

Dear Sir or Madam,

DISCLOSEABLE TRANSACTION

INTRODUCTION

As set out in the Announcement, the Paliburg Group disposed of a 50% interest in Hang Fok to the Regal Group on 8th July, 2005 pursuant to the Sale and Purchase Agreement.

Paliburg is an approximately 55% owned subsidiary of the Company. The disposal constituted a discloseable transaction for the Company under the Listing Rules. The purpose of this circular is to provide you with, among other things, further information in relation to the disposal under the Sale and Purchase Agreement. The Sale and Purchase Agreement was completed on 8th July, 2005. This circular is for information purposes only.

THE SALE AND PURCHASE AGREEMENT

On 8th July, 2005, the Vendor, a wholly-owned subsidiary of Paliburg, Paliburg, the Purchaser, a wholly-owned subsidiary of Regal, Regal and Hang Fok entered into the Sale and Purchase Agreement, pursuant to which the Vendor has agreed to sell and the Purchaser has agreed to acquire a 50% equity interest in Hang Fok at a consideration of HK\$145 million. Paliburg has agreed to

LETTER FROM THE BOARD

guarantee the performance and obligations of the Vendor under the Sale and Purchase Agreement. Regal has agreed to guarantee the performance and obligations of the Purchaser, including the payment obligation under the promissory note issued by the Purchaser, under the Sale and Purchase Agreement.

The consideration represents a discount of approximately 24% to the value of the 50% equity interest in Hang Fok based upon the valuation (carried out by an independent international firm of valuers, which is a professional surveyor and property valuer, is not a connected person of each of Century City and Paliburg, and is jointly appointed by Paliburg and Regal) of the property project of the Investee Companies, after exclusion of certain specific entitlements beneficially owned by one of the other shareholders of the Investee Companies as detailed below, of RMB1,760 million (equivalent to approximately HK\$1,660 million at an exchange rate of RMB1.06 to HK\$1.0) as at 30th June, 2005 based on the existing status of the site after deducting the unsettled land acquisition cost attributable to the Investee Companies. The property interest of the property project is valued using the comparison method of valuation on the assumptions that the property can be sold with the benefit of vacant possession. Comparisons based on prices realized on actual sales or offerings of comparable properties have been made by the independent international professional valuer.

The consideration was determined after arm's length negotiations between Paliburg and Regal, in particular with reference to the independent valuation as mentioned above.

Completion of the Sale and Purchase Agreement has taken place immediately following the signing of the Sale and Purchase Agreement on 8th July, 2005. The Purchaser has been given a right exercisable at its discretion to rescind or terminate the Sale and Purchase Agreement if, within 6 months of the date of signing the Sale and Purchase Agreement (or such later date as may be mutually agreed between the Vendor and the Purchaser), the Vendor fails to provide the Purchaser with documentary evidence satisfactory to the Purchaser to demonstrate that any of the Investee Companies is entitled to acquire the land use right of the subject development site with total permissible gross floor area of not less than 430,000 square meters at a consideration of not more than RMB580 million by way of a bilateral agreement to be entered into on a private treaty basis, subject to any adjustment mutually acceptable to the Vendor and the Purchaser if the total permissible gross floor area and/or the permitted use of which has been altered, unless otherwise waived by the Purchaser. The condition subsequent had not been fulfilled as at the Latest Practicable Date. There is no compensation arrangement in case the rescission or termination right is exercised. The transaction contemplated under the Sale and Purchase Agreement does not require approval from the other shareholders of the Investee Companies.

The Company, as well as Paliburg and Regal, will issue separate announcements if (i) there is any adjustment to the condition subsequent mentioned above and (ii) the Purchaser exercises its rescission or termination right.

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The Purchaser has issued a promissory note with a principal amount of HK\$145 million bearing interest at 3% per annum to the Vendor. The promissory note will fall due upon the earlier of (i) the date falling on the 7th day after the above condition subsequent having been satisfied or waived by the Purchaser or (ii) 7 months after the issue of the promissory note (unless otherwise extended by mutual agreement between the Vendor and the Purchaser pursuant to the Sale and Purchase Agreement). The promissory note had not been settled as at the Latest Practicable Date.

INFORMATION ON HANG FOK AND THE INVESTEE COMPANIES

Hang Fok is an investment holding company and holds a 23% shareholding interest in each of the Investee Companies. Immediately prior to the completion of the Sale and Purchase Agreement, Hang Fok was a wholly-owned subsidiary of Paliburg. After completion of the Sale and Purchase Agreement, Hang Fok has become a 50% owned associated company of each of Paliburg and Regal. Paliburg has no present intention to sell its remaining shareholdings in Hang Fok. It is expected that the accounts of Hang Fok will be accounted for in the respective financial statements of Paliburg and Regal using equity accounting method.

The Investee Companies are jointly and principally engaged in the development of a property project in the Central Business District (CBD) of Beijing, the PRC. One of the Investee Companies obtained approval from the Beijing Municipal Commission of Urban Planning for the development plan of the property project of the Investee Companies in December 2003 comprising office, residential, hotel, commercial and carparking accommodations with a total permissible gross floor area of 430,000 square meters. Currently, each of the Investee Companies is owned as to 23% by Hang Fok and 77% by two other shareholders, who are not connected persons of the Company for the purposes of the Listing Rules. Of the total permissible gross floor area of the property project of 430,000 square meters, economic interest of a total of 64,000 square meters does not belong to the Investee Companies and beneficially belongs to one of the other shareholders of the Investee Companies.

The Beijing Municipal Administration of State Land and Resources granted in August 2004 a contract in respect of the granting of land use rights of the subject development site to one of the Investee Companies, subject to payment of the requisite land premium of approximately RMB580 million. However, up to the Latest Practicable Date, no consensus had been reached among the shareholders of the Investee Companies in respect of certain issues relating to the business of the Investee Companies, and the due date for the payment of the requisite land premium under the land grant contract has expired. The land premium remains unpaid. The Beijing Municipal Administration of State Land and Resources, being the grantor under the land grant contract, has informed the Investee Company of its decision to terminate the land grant contract and to resume the land use right pertaining thereto. According to the PRC legal opinion obtained by Hang Fok, the termination of the land grant contract will only become effective upon full compliance with the relevant legal procedures and thus, the Investee Companies are still entitled to negotiate with the relevant authority on the land grant contract (including the date for payment of the land premium) and secure the land use right pertaining thereto before the relevant legal procedures are complied with. In this connection, the Investee Companies are negotiating with the Beijing Municipal Administration of State Land and Resources in respect of the granting of the land use rights. However, it is currently uncertain as to the outcome of the negotiations relating to the granting of the land use rights by the Beijing Municipal

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Administration of State Land and Resources pertaining to the land site. Hang Fok is in active negotiations with the other shareholders of the Investee Companies and potential investors to explore various feasible alternatives in addressing the situation. There has been no significant development on the issues since the date of the Announcement. The Company will issue a separate announcement if there is any major new development on the negotiations in future which requires the Company to do so pursuant to Rule 13.09(1) of the Listing Rules. The Investee Companies will seek to procure, to the extent available, external financing for the development of the property project, including payment of the land premium. In respect of the financial statements of the Century Group for the year ended 31st December, 2004, the auditors of the Company set out in their auditors' report that should the Investee Companies fail to secure the title to the land site, appropriate adjustment against the carrying value of the Paliburg Group's investment in the Investee Companies may be required. The auditors of the Company also set out in their auditors' report in respect of the financial statements of the Century Group for the year ended 31st December, 2004 that they considered that appropriate disclosures had been made and their opinions were not qualified in this respect.

For the two years ended 31st December, 2004, Hang Fok did not record any turnover based on the unaudited management accounts of Hang Fok prepared in accordance with the Hong Kong Financial Reporting Standards. The unaudited loss before and after taxation of Hang Fok were approximately HK\$37.2 million for the year ended 31st December, 2003 and approximately HK\$2.6 million for the year ended 31st December, 2004. The unaudited total asset value and net assets of Hang Fok as at 30th June, 2005 were both approximately HK\$62.4 million. Hang Fok did not have any liability as at 30th June, 2005.

Based on the unaudited management accounts of the Investee Companies prepared in accordance with the generally accepted accounting principles in the PRC, for the two years ended 31st December, 2004, the Investee Companies did not record any income and the aggregate unaudited net loss of the Investee Companies were approximately RMB4.8 million and RMB3.2 million respectively. As at 31st December, 2004, the unaudited total assets of the Investee Companies amounted to approximately RMB652.9 million and the aggregate unaudited net asset value of the Investee Companies amounted to approximately RMB287.6 million. The assets of the Investee Companies as at 31st December, 2003 were mainly inventories which comprised the capitalized amount of the development costs incurred by the Investee Companies in relation to the development of the property project in the Central Business District (CBD) of Beijing, the PRC.

As set out in the annual report of the Company for the year ended 31st December, 2004, Hang Fok is not in a position to exercise significant influence over the financial and operating policies of the Investee Companies. Paliburg and Regal consider that the transaction contemplated under the Sale and Purchase Agreement will not affect Hang Fok's position in exercising its influence over the financial and operating policies of the Investee Companies. Accordingly, Hang Fok's 23% shareholding interests in each of the Investee Companies were accounted for and will continue to be accounted for as long-term investments in the financial statements of Hang Fok before and immediately after completion of the transaction contemplated under the Sale and Purchase Agreement.

REASONS FOR AND BENEFITS OF THE TRANSACTION

Paliburg is an approximately 55% owned subsidiary of Century City. The Century Group is principally engaged in property development and investment, construction and building related businesses, and other investments.

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Regal is an approximately 45% owned associated company of Paliburg. The Regal Group is principally engaged in hotel ownership and management, property investment and other investments. The Regal Group is a well known hotel owner and operator and property developer in Hong Kong. Given the experience and knowledge of the Regal Group and having regard to the planned hotel element within the project, the directors of Paliburg consider that the introduction of Regal as a business partner in respect of the development of the property project of the Investee Companies will help enhance the prospects of the property project. The proceeds from the sale of the 50% interest in Hang Fok will also strengthen the liquidity position of the Paliburg Group. Paliburg intends to use the net proceeds from the Sale and Purchase Agreement as general working capital of the Paliburg Group. As at the Latest Practicable Date, the Paliburg Group has no plan on the specific usage of the proceeds.

Based on the latest net carrying value of Hang Fok of HK\$56.9 million (which has been written down from the initial carrying value of approximately HK\$700 million in the financial statements of Paliburg for the year ended 31st December, 1997 based on Hang Fok's then investment in the Investee Companies), it is estimated that the Paliburg Group may record a gain of approximately HK\$116.6 million before elimination of the unrealized gain attributable to its shareholding in Regal, and the Century Group may also record a gain of the same amount before minority interests, as a result of the disposal under the Sale and Purchase Agreement. The completion of the Sale and Purchase Agreement has no significant financial impact on the total assets and total liabilities of the Century Group and the Paliburg Group.

The respective directors of Century City and Paliburg (including their respective independent non-executive directors) believe that the transaction contemplated under the Sale and Purchase Agreement is in the respective interests of Century City and Paliburg and their respective shareholders as a whole.

General

The Company is the holding company of Paliburg. The transaction under the Sale and Purchase Agreement constituted a discloseable transaction for the Company and is subject to the reporting and announcement requirements pursuant to Rule 14.33 of the Listing Rules.

Your attention is drawn to the general information regarding the Company which is required to be included in this circular under the Listing Rules as set out in Appendix I to this circular.

By Order of the Board
Century City International Holdings Limited
Lo Yuk Sui
Chairman

1. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts not contained herein the omission of which would make any statement contained in this circular misleading.

2. DISCLOSURE OF DIRECTORS' INTERESTS

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) of the Company, which (a) are as recorded in the register required to be kept under section 352 of the SFO; or (b) are as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) in the Listing Rules, were as follows:

| | Name of Director | Class of shares held | Number of shares held | | | Total (Approximate percentage of the issued shares as at the Latest Practicable Date) |
|----------------|--------------------------|---------------------------------------|-----------------------|-------------------|--------------------------------------|---|
| | | | Personal interests | Family interests | Corporate interests | |
| 1. The Company | Mr. Lo Yuk Sui | Ordinary (i) issued | 543,344,843 | — | 9,845,994,246 <i>(Note a(i))</i> | 10,389,339,089 |
| | | (ii) unissued <i>(Note a(iii))</i> | 350,000,000 | — | 2,110,000,000 <i>(Note a(ii))</i> | 2,460,000,000 |
| | | | | Total (i) & (ii): | 12,849,339,089 (89.81%) | |
| | Mr. Kitty Lo Lee Kit Tai | Ordinary (issued) | 2,510,000 | — | — | 2,510,000 (0.018%) |
| | Mr. Jimmy Lo Chun To | Ordinary (issued) | 1,659,800 | — | — | 1,659,800 (0.012%) |
| | Mr. Ng Siu Chan | Ordinary (issued) | — | 15,453,000 | — | 15,453,000 (0.108%) |

| Name of associated corporation | Name of Director | Class of shares held | Number of shares held | | | Total (Approximate percentage of the issued shares as at the Latest Practicable Date) |
|-------------------------------------|----------------------------|--|-----------------------|---|-------------------------------------|---|
| | | | Personal interests | Family interests | Corporate interests | |
| 2. Paliburg | Mr. Lo Yuk Sui | Ordinary | | | | |
| | | (i) issued | 442,765 | — | 4,250,774,001 <i>(Note b)</i> | 4,251,216,766 |
| | (ii) unissued | 180,000,000 <i>(Note b(iii))</i> | — | — | 180,000,000 | |
| | | | | Total (i) & (ii): | 4,431,216,766 (61.47%) | |
| | Mrs. Kitty Lo Lee Kit Tai | Ordinary (issued) | 100,000 | — | — | 100,000 (0.0014%) |
| | Mr. Jimmy Lo Chun To | Ordinary (issued) | 284,000 | — | — | 284,000 (0.0039%) |
| | Mr. Ng Siu Chan | Ordinary (issued) | — | 536,500 | — | 536,500 (0.0074%) |
| 3. Regal | Mr. Lo Yuk Sui | Ordinary | | | | |
| | | (i) issued | 220,000 | — | 3,805,401,610 <i>(Note c(i))</i> | 3,805,621,610 |
| | (ii) unissued | 200,022,000 <i>(Notes c(iii) & (v))</i> | — | 369,805,453 <i>(Notes c(ii) to (iv))</i> | 569,827,453 | |
| | | | | Total (i) & (ii): | 4,375,449,063 (52.00%) | |
| | | Preference (issued) | — | — | 3,440 <i>(Note c(iv))</i> | 3,440 (20.54%) |
| | Mrs. Kitty Lo Lee Kit Tai | Ordinary | | | | |
| | (i) issued | 2,370,000 | — | — | 2,370,000 | |
| (ii) unissued | 237,000 <i>(Note d)</i> | — | — | 237,000 | | |
| | | | Total (i) & (ii): | 2,607,000 (0.031%) | | |
| 4. 8D International (BVI) Limited | Mr. Lo Yuk Sui | Ordinary (issued) | — | — | 1,000 <i>(Note e)</i> | 1,000 (100%) |
| 5. 8D Matrix Limited | Mr. Lo Yuk Sui | Ordinary (issued) | — | — | 2,000,000 <i>(Note f)</i> | 2,000,000 (100%) |
| 6. 8D International Limited | Mr. Lo Yuk Sui | Ordinary (issued) | — | — | 500,000 <i>(Note g)</i> | 500,000 (100%) |
| 7. 8D International (China) Limited | Mr. Lo Yuk Sui | Ordinary (issued) | — | — | 1 <i>(Note h)</i> | 1 (100%) |

| | Name of associated corporation | Name of Director | Class of shares held | Number of shares held | | | Total (Approximate percentage of the issued shares as at the Latest Practicable Date) |
|-----|--|---------------------------|----------------------|-----------------------|------------------|---------------------|---|
| | | | | Personal interests | Family interests | Corporate interests | |
| 8. | Century Digital Communications (BVI) Limited | Mr. Lo Yuk Sui | Ordinary (issued) | — | — | 1 (Note i) | 1 (100%) |
| 9. | Century Digital Communications Limited | Mr. Lo Yuk Sui | Ordinary (issued) | — | — | 2 (Note j) | 2 (100%) |
| 10. | Century Digital Enterprise Limited | Mr. Lo Yuk Sui | Ordinary (issued) | — | — | 100 (Note k) | 100 (100%) |
| 11. | Century Digital Holdings Limited | Mr. Lo Yuk Sui | Ordinary (issued) | — | — | 3 (Note l) | 3 (100%) |
| 12. | Century Digital Investments Limited | Mr. Lo Yuk Sui | Ordinary (issued) | — | — | 49,968 (Note m) | 49,968 (99.94%) |
| 13. | Full Range Technology Limited | Mr. Lo Yuk Sui | Ordinary (issued) | — | — | 10,000 (Note n) | 10,000 (100%) |
| 14. | Giant Forward Holdings Limited | Mr. Lo Yuk Sui | Ordinary (issued) | — | — | 1 (Note o) | 1 (100%) |
| 15. | Grand Modern Investments Limited | Mr. Lo Yuk Sui | Ordinary (issued) | — | — | 330 (Note p) | 330 (100%) |
| 16. | Important Holdings Limited | Mr. Lo Yuk Sui | Ordinary (issued) | — | — | 10,000 (Note q) | 10,000 (100%) |
| 17. | Net Age Technology Limited | Mr. Lo Yuk Sui | Ordinary (issued) | — | — | 97 (Note r) | 97 (100%) |
| 18. | Net Community Limited | Mr. Lo Yuk Sui | Ordinary (issued) | — | — | 3 (Note s) | 3 (100%) |
| 19. | Network Sky Limited | Mrs. Kitty Lo Lee Kit Tai | Ordinary (issued) | — | — | 50,000 (Note t) | 50,000 (25%) |
| 20. | Pilot Pro Holdings Limited | Mr. Lo Yuk Sui | Ordinary (issued) | — | — | 1 (Note u) | 1 (100%) |
| 21. | 8D Travel Limited | Mr. Lo Yuk Sui | Ordinary (issued) | — | — | 500,000 (Note v) | 500,000 (100%) |
| 22. | Speedway Technology Limited | Mr. Lo Yuk Sui | Ordinary (issued) | — | — | 50,000 (Note w) | 50,000 (100%) |

| Name of associated corporation | Name of Director | Class of shares held | Number of shares held | | | Corporate interests | Total (Approximate percentage of the issued shares as at the Latest Practicable Date) |
|---|------------------|----------------------|-----------------------|------------------|--------------------|---------------------|---|
| | | | Personal interests | Family interests | | | |
| 23. Task Master Technology Limited | Mr. Lo Yuk Sui | Ordinary (issued) | — | — | 1 (Note x) | 1 (100%) | |
| 24. Top Technologies Limited | Mr. Lo Yuk Sui | Ordinary (issued) | — | — | 10,000 (Note y) | 10,000 (100%) | |
| 25. Treasure Collection International Limited | Mr. Lo Yuk Sui | Ordinary (issued) | — | — | 2 (Note z) | 2 (100%) | |

Notes:

- (a) (i) The interests in 1,205,994,246 issued Shares were held through companies wholly owned by Mr. Lo Yuk Sui (“Mr. Lo”) and a company, namely Master City Limited, 99.96% owned by Mr. Lo.

The interests in 8,640,000,000 issued Shares were held through corporations controlled by Mr. Lo as detailed below:

| (a) Name of corporation | Controlled by | % of control |
|---|-----------------------------------|--------------|
| Century City | Mr. Lo | 72.62 |
| Century City BVI Holdings Limited | Century City | 100.00 |
| 8D International (BVI) Limited | Century City BVI Holdings Limited | 40.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |
| Grand Modern Investments Limited (“Grand Modern”) | Century Digital Holdings Limited | 100.00 |
| (b) Name of corporation | Controlled by | % of control |
| Manyways Technology Limited | Mr. Lo | 100.00 |
| Secure Way Technology Limited | Mr. Lo | 92.50 |
| 8D International (BVI) Limited | Manyways Technology Limited | 60.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Secure Way Technology Limited | 66.67 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |
| Grand Modern | Century Digital Holdings Limited | 100.00 |

- (ii) The interests in 2,110,000,000 unissued Shares related to the rights to put attached to the 2,110,000,000 Series A exchangeable preference shares (“Almighty Series A Shares”) of Almighty International Limited (“Almighty”), a wholly owned subsidiary of the Company, held by Grand Modern. Grand Modern may exercise such rights to put during the period from 31st December, 2002 to 15th December, 2009 (as extended), requiring the Company to acquire the 2,110,000,000 Almighty Series A Shares at the consideration of the issuance by the Company to Grand Modern of 2,110,000,000 new Shares on the basis of one new Share for one Almighty Series A Share.

The interests in 2,110,000,000 unissued Shares were held through corporations controlled by Mr. Lo as detailed below:

| (a) Name of corporation | Controlled by | % of control |
|-----------------------------------|-----------------------------------|--------------|
| Century City | Mr. Lo | 72.62 |
| Century City BVI Holdings Limited | Century City | 100.00 |
| 8D International (BVI) Limited | Century City BVI Holdings Limited | 40.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |
| Grand Modern | Century Digital Holdings Limited | 100.00 |

| (b) Name of corporation | Controlled by | % of control |
|----------------------------------|----------------------------------|--------------|
| Manyways Technology Limited | Mr. Lo | 100.00 |
| Secure Way Technology Limited | Mr. Lo | 92.50 |
| 8D International (BVI) Limited | Manyways Technology Limited | 60.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Secure Way Technology Limited | 66.67 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |
| Grand Modern | Century Digital Holdings Limited | 100.00 |

- (iii) The interests in 350,000,000 unissued Shares were held through the interests in the options conditionally granted to Mr. Lo, entitling Mr. Lo to subscribe for a total of 350,000,000 new Shares at an exercise price of HK\$0.12 per Share (subject to adjustments), under The Century City International Holdings Limited Share Option Scheme adopted by the shareholders of the Company on 16th June, 2005. The options will become vested in stages, commencing with 40% of options granted from two years after the offer date of 12th May, 2005 and thereafter a further 20% of options granted for each subsequent year, and be exercisable as follows:

| Exercise Period | Number of Shares under vested options |
|----------------------------------|---------------------------------------|
| 12th May, 2007 to 11th May, 2011 | 140,000,000 |
| 12th May, 2008 to 11th May, 2011 | 70,000,000 |
| 12th May, 2009 to 11th May, 2011 | 70,000,000 |
| 12th May, 2010 to 11th May, 2011 | 70,000,000 |

- (b) (i) The interests in 3,944,018,001 issued ordinary shares of Paliburg were held through companies (including Almighty) wholly owned by the Company, in which Mr. Lo held 72.62% shareholding interests.

The interests in 306,756,000 issued ordinary shares of Paliburg were held through corporations controlled by Mr. Lo as detailed below:

| Name of corporation | Controlled by | % of control |
|-------------------------------------|-------------------------------------|--------------|
| Wealth Master International Limited | Mr. Lo | 90.00 |
| Select Wise Holdings Limited | Wealth Master International Limited | 100.00 |

The interests in 200,000,000 issued ordinary shares of Paliburg were held through corporations controlled by Mr. Lo as detailed below:

| Name of corporation | Controlled by | % of control |
|-------------------------------------|-------------------------------------|--------------|
| Wealth Master International Limited | Mr. Lo | 90.00 |
| Select Wise Holdings Limited | Wealth Master International Limited | 100.00 |
| Splendid All Holdings Limited | Select Wise Holdings Limited | 100.00 |

- (ii) Under the debt restructuring in respect of the Company and its subsidiary companies (then excluding Paliburg and Regal and their respective subsidiary companies) (the “CCIHL Group”) with the financial creditors of the CCIHL Group (the “Creditors”), which was completed on 15th December, 2004, (the “Restructuring”), part of the indebtedness had been refinanced into the secured bilateral loans with an aggregate principal amount of HK\$13.78 million (the “HK\$13.78 million Secured Bilateral Loans”) granted by certain Creditors for a term of two years. The HK\$13.78 million Secured Bilateral Loans were secured by, among others, a total of 137,800,000 issued ordinary shares of Paliburg (the “137.8 million Charged PHL Shares”) held by the CCIHL Group. Under the terms of the HK\$13.78 million Secured Bilateral Loans, the relevant Creditors granting such loans have the right to opt to receive the 137.8 million Charged PHL Shares at a price of HK\$0.10 each for the settlement of the relative amount of the HK\$13.78 million Secured Bilateral Loans proposed to be prepaid by the CCIHL Group in lieu of cash repayment. Such Creditors also have a similar right of electing to receive the 137.8 million Charged PHL Shares upon final repayment at maturity of the HK\$13.78 million Secured Bilateral Loans.

On completion of the Restructuring, a wholly owned subsidiary company of the Company issued exchangeable notes with an aggregate principal amount of approximately HK\$13.78 million (the “Exchangeable Notes”) at their principal value to certain Creditors. The Exchangeable Loans, which are for a term of two years and non-interest bearing, are exchangeable into a total of 55,120,000 issued ordinary shares of Paliburg held by the CCIHL Group at a price of HK\$0.25 per ordinary share, subject to adjustment. The holders of the Exchangeable Notes do not have any right to demand for cash repayment of the Exchangeable Notes. Except in the occurrence of an event of default as defined in the terms of the Exchangeable Notes, the Exchangeable Notes are only exchangeable into ordinary shares of PHL upon maturity on a mandatory basis. However, prior to maturity, the CCIHL Group have the right to repay any of the Exchangeable Notes at their principal amount.

On completion of the Restructuring, Mr. Lo provided a personal guarantee in favour of one of the Creditors (the “Relevant Creditor”) in respect of the secured bilateral loan of HK\$12.38 million (the “HK\$12.38 million Secured Bilateral Loan”) granted by the Relevant Creditor to the CCIHL Group under the Restructuring and in return the Relevant Creditor granted to Mr. Lo the right to purchase or procure the purchase of the HK\$12.38 million Secured Bilateral Loan at any time within two years from completion of the Restructuring. Under the terms of the HK\$12.38 million Secured Bilateral Loan, the Relevant Creditor

has the right to opt to receive the 123,800,000 issued ordinary shares of Paliburg (the “123.8 million Charged PHL Shares”), which form part of the security for the HK\$12.38 million Secured Bilateral Loan, at a price of HK\$0.10 each for the settlement of the relative amount of the HK\$12.38 million Secured Bilateral Loan proposed to be prepaid by the CCIHL Group in lieu of cash repayment. The Relevant Creditor also has a similar right of electing to receive the 123.8 million Charged PHL Shares upon final repayment at maturity of the HK\$12.38 million Secured Bilateral Loans. If Mr. Lo exercises his right to acquire the HK\$12.38 million Secured Bilateral Loan, he will be entitled to have the rights to acquire the 123.8 million Charged PHL Shares. If Mr. Lo exercises his right to acquire the HK\$12.38 million Secured Bilateral Loan or is required to perform under his guarantee, 50% of the Exchangeable Notes issued to the Relevant Creditor under the Restructuring, which amounted to HK\$6.19 million and carrying the right to exchange into 24,760,000 million ordinary shares of Paliburg at a price of HK\$0.25 per ordinary share, subject to adjustment, will be transferred to Mr. Lo.

- (iii) The interests in 180,000,000 unissued ordinary shares of Paliburg were held through the interests in the options conditionally granted to Mr. Lo, entitling Mr. Lo to subscribe for a total of 180,000,000 new ordinary shares of Paliburg at an exercise price of HK\$0.22 per ordinary share (subject to adjustments), under The Paliburg Holdings Limited Share Option Scheme adopted by the shareholders of Paliburg on 16th June, 2005. The options will become vested in stages, commencing with 40% of options granted from two years after the offer date of 12th May, 2005 and thereafter a further 20% of options granted for each subsequent year, and be exercisable as follows:

| Exercise Period | Number of ordinary shares of Paliburg under vested options |
|----------------------------------|---|
| 12th May, 2007 to 11th May, 2011 | 72,000,000 |
| 12th May, 2008 to 11th May, 2011 | 36,000,000 |
| 12th May, 2009 to 11th May, 2011 | 36,000,000 |
| 12th May, 2010 to 11th May, 2011 | 36,000,000 |

- (c) (i) The issued ordinary shares of Regal were held through companies wholly owned by Paliburg, in which the Company held 54.71% shareholding interests.
- (ii) The interests in 369,805,453 unissued ordinary shares of Regal were held through companies wholly owned by Paliburg, in which the Company held 54.71% shareholding interests.
- (iii) The interests in 22,000 and 354,197,026 unissued ordinary shares of Regal related to the interests in the warrants of Regal (the “2007 Warrants”) carrying subscription rights in an aggregate amount of HK\$88,554,756.50, which are exercisable during the period from 2nd February, 2005 to 26th July, 2007 to subscribe for a total of 354,219,026 new ordinary shares of Regal at an initial subscription price of HK\$0.25 per ordinary share (subject to adjustment).
- (iv) The interests in 15,608,427 unissued ordinary shares of Regal related to the interests in 3,440 convertible cumulative preference shares of Regal carrying rights to convert into 15,608,427 new ordinary shares of Regal, based on the conversion price of HK\$1.7037 per ordinary share and on a reference amount of US\$1,000 per preference share at the fixed exchange rate of HK\$7.730255 to US\$1.00, during the period from 5th December, 1993 to 5th December, 2008.
- (v) The interests in 200,000,000 unissued ordinary shares of Regal were held through the interests in the options conditionally granted to Mr. Lo, entitling Mr. Lo to subscribe for a total of 200,000,000 new ordinary shares of Regal at an exercise price of HK\$0.75 per ordinary share (subject to adjustments), under

The Regal Hotels International Holdings Limited Share Option Scheme adopted by the shareholders of Regal on 16th June, 2005. The options will become vested in stages, commencing with 40% of options granted from two years after the offer date of 12th May, 2005 and thereafter a further 20% of options granted for each subsequent year, and be exercisable as follows:

| Exercise Period | Number of ordinary shares of Regal under vested options |
|----------------------------------|--|
| 12th May, 2007 to 11th May, 2011 | 80,000,000 |
| 12th May, 2008 to 11th May, 2011 | 40,000,000 |
| 12th May, 2009 to 11th May, 2011 | 40,000,000 |
| 12th May, 2010 to 11th May, 2011 | 40,000,000 |

- (d) The interests in these unissued ordinary shares of Regal related to the interests in the 2007 Warrants carrying subscription rights in an aggregate amount of HK\$59,250.00, which are exercisable during the period from 2nd February, 2005 to 26th July, 2007 to subscribe for a total of 237,000 new ordinary shares of Regal at an initial subscription price of HK\$0.25 per ordinary share (subject to adjustment).
- (e) 400 shares were held through companies controlled by the Company, in which Mr. Lo held 72.62% shareholding interests, and 600 shares were held through a company controlled by Mr. Lo.
- (f) 800,000 shares were held through companies controlled by the Company, in which Mr. Lo held 72.62% shareholding interests, and 1,200,000 shares were held through companies controlled by Mr. Lo (including 8D International (BVI) Limited).
- (g) The interests in these shares of 8D International Limited were held through corporations controlled by Mr. Lo as detailed below:

| (a) Name of corporation | Controlled by | % of control |
|-----------------------------------|-----------------------------------|--------------|
| Century City | Mr. Lo | 72.62 |
| Century City BVI Holdings Limited | Century City | 100.00 |
| 8D International (BVI) Limited | Century City BVI Holdings Limited | 40.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |
| 8D Matrix Limited | Century Digital Holdings Limited | 60.00 |
| 8D Matrix Limited | Century City BVI Holdings Limited | 40.00 |

| (b) Name of corporation | Controlled by | % of control |
|----------------------------------|----------------------------------|--------------|
| Manyways Technology Limited | Mr. Lo | 100.00 |
| Secure Way Technology Limited | Mr. Lo | 92.50 |
| 8D International (BVI) Limited | Manyways Technology Limited | 60.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Secure Way Technology Limited | 66.67 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |
| 8D Matrix Limited | Century Digital Holdings Limited | 60.00 |

- (h) The interest in the share of 8D International (China) Limited was held through corporations controlled by Mr. Lo as detailed below:

| (a) Name of corporation | Controlled by | % of control |
|-----------------------------------|-----------------------------------|--------------|
| Century City | Mr. Lo | 72.62 |
| Century City BVI Holdings Limited | Century City | 100.00 |
| 8D International (BVI) Limited | Century City BVI Holdings Limited | 40.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |
| 8D Matrix Limited | Century Digital Holdings Limited | 60.00 |
| 8D Matrix Limited | Century City BVI Holdings Limited | 40.00 |

| (b) Name of corporation | Controlled by | % of control |
|----------------------------------|----------------------------------|--------------|
| Manyways Technology Limited | Mr. Lo | 100.00 |
| Secure Way Technology Limited | Mr. Lo | 92.50 |
| 8D International (BVI) Limited | Manyways Technology Limited | 60.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Secure Way Technology Limited | 66.67 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |
| 8D Matrix Limited | Century Digital Holdings Limited | 60.00 |

- (i) The interest in the share of Century Digital Communications (BVI) Limited was held through corporations controlled by Mr. Lo as detailed below:

| (a) Name of corporation | Controlled by | % of control |
|-----------------------------------|-----------------------------------|--------------|
| Century City | Mr. Lo | 72.62 |
| Century City BVI Holdings Limited | Century City | 100.00 |
| 8D International (BVI) Limited | Century City BVI Holdings Limited | 40.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |

| (b) Name of corporation | Controlled by | % of control |
|----------------------------------|--------------------------------|--------------|
| Manyways Technology Limited | Mr. Lo | 100.00 |
| Secure Way Technology Limited | Mr. Lo | 92.50 |
| 8D International (BVI) Limited | Manyways Technology Limited | 60.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Secure Way Technology Limited | 66.67 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |

- (j) The interests in these shares of Century Digital Communications Limited were held through corporations controlled by Mr. Lo as detailed below:

| (a) Name of corporation | Controlled by | % of control |
|--|-----------------------------------|--------------|
| Century City | Mr. Lo | 72.62 |
| Century City BVI Holdings Limited | Century City | 100.00 |
| 8D International (BVI) Limited | Century City BVI Holdings Limited | 40.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |
| Century Digital Communications (BVI) Limited | Century Digital Holdings Limited | 100.00 |

| (b) Name of corporation | Controlled by | % of control |
|--|----------------------------------|--------------|
| Manyways Technology Limited | Mr. Lo | 100.00 |
| Secure Way Technology Limited | Mr. Lo | 92.50 |
| 8D International (BVI) Limited | Manyways Technology Limited | 60.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Secure Way Technology Limited | 66.67 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |
| Century Digital Communications (BVI) Limited | Century Digital Holdings Limited | 100.00 |

- (k) The interests in these shares of Century Digital Enterprise Limited were held through corporations controlled by Mr. Lo as detailed below:

| (a) Name of corporation | Controlled by | % of control |
|-------------------------------------|-----------------------------------|--------------|
| Century City | Mr. Lo | 72.62 |
| Century City BVI Holdings Limited | Century City | 100.00 |
| 8D International (BVI) Limited | Century City BVI Holdings Limited | 40.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |
| Century Digital Investments Limited | Century Digital Holdings Limited | 99.93 |

| (b) Name of corporation | Controlled by | % of control |
|-------------------------------------|-------------------------------------|--------------|
| Century Digital Investments Limited | Century Digital Holdings Limited | 99.93 |
| Net Age Technology Limited | Century Digital Investments Limited | 100.00 |

| (c) Name of corporation | Controlled by | % of control |
|-------------------------------------|----------------------------------|---------------------|
| Manyways Technology Limited | Mr. Lo | 100.00 |
| Secure Way Technology Limited | Mr. Lo | 92.50 |
| 8D International (BVI) Limited | Manyways Technology Limited | 60.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Secure Way Technology Limited | 66.67 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |
| Century Digital Investments Limited | Century Digital Holdings Limited | 99.93 |

(l) The interests in these shares of Century Digital Holdings Limited were held through corporations controlled by Mr. Lo as detailed below:

| (a) Name of corporation | Controlled by | % of control |
|-----------------------------------|-----------------------------------|---------------------|
| Century City | Mr. Lo | 72.62 |
| Century City BVI Holdings Limited | Century City | 100.00 |
| 8D International (BVI) Limited | Century City BVI Holdings Limited | 40.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Task Master Technology Limited | 33.33 |

| (b) Name of corporation | Controlled by | % of control |
|--------------------------------|--------------------------------|---------------------|
| Manyways Technology Limited | Mr. Lo | 100.00 |
| Secure Way Technology Limited | Mr. Lo | 92.50 |
| 8D International (BVI) Limited | Manyways Technology Limited | 60.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Secure Way Technology Limited | 66.67 |
| Net Community Limited | Task Master Technology Limited | 33.33 |

- (m) The interests in these shares of Century Digital Investments Limited were held through corporations controlled by Mr. Lo as detailed below:

| (a) Name of corporation | Controlled by | % of control |
|-----------------------------------|-----------------------------------|--------------|
| Century City | Mr. Lo | 72.62 |
| Century City BVI Holdings Limited | Century City | 100.00 |
| 8D International (BVI) Limited | Century City BVI Holdings Limited | 40.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |

| (b) Name of corporation | Controlled by | % of control |
|----------------------------------|----------------------------------|--------------|
| Century Digital Holdings Limited | Net Community Limited | 100.00 |
| Important Holdings Limited | Century Digital Holdings Limited | 100.00 |
| Top Technologies Limited | Century Digital Holdings Limited | 100.00 |

| (c) Name of corporation | Controlled by | % of control |
|----------------------------------|--------------------------------|--------------|
| Manyways Technology Limited | Mr. Lo | 100.00 |
| Secure Way Technology Limited | Mr. Lo | 92.50 |
| 8D International (BVI) Limited | Manyways Technology Limited | 60.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Secure Way Technology Limited | 66.67 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |

| (d) Name of corporation | Controlled by | % of control |
|----------------------------------|----------------------------------|--------------|
| Century Digital Holdings Limited | Net Community Limited | 100.00 |
| Important Holdings Limited | Century Digital Holdings Limited | 100.00 |
| Top Technologies Limited | Century Digital Holdings Limited | 100.00 |

- (n) The interests in these shares of Full Range Technology Limited were held through corporations controlled by Mr. Lo as detailed below:

| (a) Name of corporation | Controlled by | % of control |
|-----------------------------------|-----------------------------------|--------------|
| Century City | Mr. Lo | 72.62 |
| Century City BVI Holdings Limited | Century City | 100.00 |
| 8D International (BVI) Limited | Century City BVI Holdings Limited | 40.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |

| (b) Name of corporation | Controlled by | % of control |
|----------------------------------|--------------------------------|--------------|
| Manyways Technology Limited | Mr. Lo | 100.00 |
| Secure Way Technology Limited | Mr. Lo | 92.50 |
| 8D International (BVI) Limited | Manyways Technology Limited | 60.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Secure Way Technology Limited | 66.67 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |

- (o) The interest in the share of Giant Forward Holdings Limited was held through corporations controlled by Mr. Lo as detailed below:

| (a) Name of corporation | Controlled by | % of control |
|-----------------------------------|-----------------------------------|--------------|
| Century City | Mr. Lo | 72.62 |
| Century City BVI Holdings Limited | Century City | 100.00 |
| 8D International (BVI) Limited | Century City BVI Holdings Limited | 40.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |
| 8D Matrix Limited | Century Digital Holdings Limited | 60.00 |
| 8D Matrix Limited | Century City BVI Holdings Limited | 40.00 |

| (b) Name of corporation | Controlled by | % of control |
|----------------------------------|----------------------------------|--------------|
| Manyways Technology Limited | Mr. Lo | 100.00 |
| Secure Way Technology Limited | Mr. Lo | 92.50 |
| 8D International (BVI) Limited | Manyways Technology Limited | 60.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Secure Way Technology Limited | 66.67 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |
| 8D Matrix Limited | Century Digital Holdings Limited | 60.00 |

- (p) The interests in these shares of Grand Modern were held through corporations controlled by Mr. Lo as detailed below:

| (a) Name of corporation | Controlled by | % of control |
|-----------------------------------|-----------------------------------|--------------|
| Century City | Mr. Lo | 72.62 |
| Century City BVI Holdings Limited | Century City | 100.00 |
| 8D International (BVI) Limited | Century City BVI Holdings Limited | 40.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |

| (b) Name of corporation | Controlled by | % of control |
|----------------------------------|--------------------------------|--------------|
| Manyways Technology Limited | Mr. Lo | 100.00 |
| Secure Way Technology Limited | Mr. Lo | 92.50 |
| 8D International (BVI) Limited | Manyways Technology Limited | 100.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Secure Way Technology Limited | 66.67 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |
| Ultra Performance Limited | Mr. Lo | 100.00 |

- (q) The interests in these shares of Important Holdings Limited were held through corporations controlled by Mr. Lo as detailed below:

| (a) Name of corporation | Controlled by | % of control |
|-----------------------------------|-----------------------------------|--------------|
| Century City | Mr. Lo | 72.62 |
| Century City BVI Holdings Limited | Century City | 100.00 |
| 8D International (BVI) Limited | Century City BVI Holdings Limited | 40.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |

| (b) Name of corporation | Controlled by | % of control |
|----------------------------------|--------------------------------|--------------|
| Manyways Technology Limited | Mr. Lo | 100.00 |
| Secure Way Technology Limited | Mr. Lo | 92.50 |
| 8D International (BVI) Limited | Manyways Technology Limited | 100.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Secure Way Technology Limited | 66.67 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |

- (r) The interests in these shares of Net Age Technology Limited were held through corporations controlled by Mr. Lo as detailed below:

| (a) Name of corporation | Controlled by | % of control |
|-------------------------------------|-----------------------------------|--------------|
| Century City | Mr. Lo | 72.62 |
| Century City BVI Holdings Limited | Century City | 100.00 |
| 8D International (BVI) Limited | Century City BVI Holdings Limited | 40.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |
| Century Digital Investments Limited | Century Digital Holdings Limited | 99.93 |

| (b) Name of corporation | Controlled by | % of control |
|-------------------------------------|----------------------------------|--------------|
| Manyways Technology Limited | Mr. Lo | 100.00 |
| Secure Way Technology Limited | Mr. Lo | 92.50 |
| 8D International (BVI) Limited | Manyways Technology Limited | 60.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Secure Way Technology Limited | 66.67 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |
| Century Digital Investments Limited | Century Digital Holdings Limited | 99.93 |

- (s) The interests in these shares of Net Community Limited were held through corporations controlled by Mr. Lo as detailed below:

| (a) Name of corporation | Controlled by | % of control |
|-----------------------------------|-----------------------------------|--------------|
| Century City | Mr. Lo | 72.62 |
| Century City BVI Holdings Limited | Century City | 100.00 |
| 8D International (BVI) Limited | Century City BVI Holdings Limited | 40.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |

| (b) Name of corporation | Controlled by | % of control |
|--------------------------------|--------------------------------|--------------|
| Manyways Technology Limited | Mr. Lo | 100.00 |
| 8D International (BVI) Limited | Manyways Technology Limited | 60.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Secure Way Technology Limited | Mr. Lo | 92.50 |

- (t) The interests in the shares of Network Sky Limited were held through a company wholly owned by Mrs. Kitty Lo Lee Kit Tai.

- (u) The interest in the share of Pilot Pro Holdings Limited was held through corporations controlled by Mr. Lo as detailed below:

| (a) Name of corporation | Controlled by | % of control |
|-----------------------------------|-----------------------------------|--------------|
| Century City | Mr. Lo | 72.62 |
| Century City BVI Holdings Limited | Century City | 100.00 |
| 8D International (BVI) Limited | Century City BVI Holdings Limited | 40.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |
| 8D Matrix Limited | Century Digital Holdings Limited | 60.00 |
| 8D Matrix Limited | Century City BVI Holdings Limited | 40.00 |

| (b) Name of corporation | Controlled by | % of control |
|----------------------------------|----------------------------------|--------------|
| Manyways Technology Limited | Mr. Lo | 100.00 |
| Secure Way Technology Limited | Mr. Lo | 92.50 |
| 8D International (BVI) Limited | Manyways Technology Limited | 60.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Secure Way Technology Limited | 66.67 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |
| 8D Matrix Limited | Century Digital Holdings Limited | 60.00 |

- (v) The interests in these shares of 8D Travel Limited were held through corporations controlled by Mr. Lo as detailed below:

| (a) Name of corporation | Controlled by | % of control |
|-----------------------------------|-----------------------------------|--------------|
| Century City | Mr. Lo | 72.62 |
| Century City BVI Holdings Limited | Century City | 100.00 |
| 8D International (BVI) Limited | Century City BVI Holdings Limited | 40.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |
| 8D Matrix Limited | Century Digital Holdings Limited | 60.00 |
| 8D Matrix Limited | Century City BVI Holdings Limited | 40.00 |
| Giant Forward Holdings Limited | 8D Matrix Limited | 100.00 |

| (b) Name of corporation | Controlled by | % of control |
|----------------------------------|----------------------------------|---------------------|
| Manyways Technology Limited | Mr. Lo | 100.00 |
| Secure Way Technology Limited | Mr. Lo | 92.50 |
| 8D International (BVI) Limited | Manyways Technology Limited | 60.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Secure Way Technology Limited | 66.67 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |
| 8D Matrix Limited | Century Digital Holdings Limited | 60.00 |
| Giant Forward Holdings Limited | 8D Matrix Limited | 100.00 |

(w) The interests in these shares of Speedway Technology Limited were held through corporations controlled by Mr. Lo as detailed below:

| (a) Name of corporation | Controlled by | % of control |
|-----------------------------------|-----------------------------------|---------------------|
| Century City | Mr. Lo | 72.62 |
| Century City BVI Holdings Limited | Century City | 100.00 |
| 8D International (BVI) Limited | Century City BVI Holdings Limited | 40.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |

| (b) Name of corporation | Controlled by | % of control |
|----------------------------------|--------------------------------|---------------------|
| Manyways Technology Limited | Mr. Lo | 100.00 |
| Secure Way Technology Limited | Mr. Lo | 92.50 |
| 8D International (BVI) Limited | Manyways Technology Limited | 60.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Secure Way Technology Limited | 66.67 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |

(x) The interest in the share of Task Master Technology Limited was held through corporations controlled by Mr. Lo as detailed below:

| (a) Name of corporation | Controlled by | % of control |
|-----------------------------------|-----------------------------------|---------------------|
| Century City | Mr. Lo | 72.62 |
| Century City BVI Holdings Limited | Century City | 100.00 |
| 8D International (BVI) Limited | Century City BVI Holdings Limited | 40.00 |

| (b) Name of corporation | Controlled by | % of control |
|--------------------------------|-----------------------------|---------------------|
| Manyways Technology Limited | Mr. Lo | 100.00 |
| 8D International (BVI) Limited | Manyways Technology Limited | 60.00 |

- (y) The interests in these shares of Top Technologies Limited were held through corporations controlled by Mr. Lo as detailed below:

| (a) Name of corporation | Controlled by | % of control |
|-----------------------------------|-----------------------------------|--------------|
| Century City | Mr. Lo | 72.62 |
| Century City BVI Holdings Limited | Century City | 100.00 |
| 8D International (BVI) Limited | Century City BVI Holdings Limited | 40.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 99.93 |

| (b) Name of corporation | Controlled by | % of control |
|----------------------------------|--------------------------------|--------------|
| Manyways Technology Limited | Mr. Lo | 100.00 |
| Secure Way Technology Limited | Mr. Lo | 92.50 |
| 8D International (BVI) Limited | Manyways Technology Limited | 60.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Secure Way Technology Limited | 66.67 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |

- (z) The interests in these shares of Treasure Collection International Limited were held through corporations controlled by Mr. Lo as detailed below:

| (a) Name of corporation | Controlled by | % of control |
|-----------------------------------|-----------------------------------|--------------|
| Century City | Mr. Lo | 72.62 |
| Century City BVI Holdings Limited | Century City | 100.00 |
| 8D International (BVI) Limited | Century City BVI Holdings Limited | 40.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |
| 8D Matrix Limited | Century Digital Holdings Limited | 60.00 |
| 8D Matrix Limited | Century City BVI Holdings Limited | 40.00 |
| Giant Forward Holdings Limited | 8D Matrix Limited | 100.00 |

| (b) Name of corporation | Controlled by | % of control |
|----------------------------------|----------------------------------|--------------|
| Manyways Technology Limited | Mr. Lo | 100.00 |
| Secure Way Technology Limited | Mr. Lo | 92.50 |
| 8D International (BVI) Limited | Manyways Technology Limited | 60.00 |
| Task Master Technology Limited | 8D International (BVI) Limited | 100.00 |
| Net Community Limited | Secure Way Technology Limited | 66.67 |
| Net Community Limited | Task Master Technology Limited | 33.33 |
| Century Digital Holdings Limited | Net Community Limited | 100.00 |
| 8D Matrix Limited | Century Digital Holdings Limited | 60.00 |
| Giant Forward Holdings Limited | 8D Matrix Limited | 100.00 |

Save as disclosed herein, as at the Latest Practicable Date, none of the Directors and chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) of the Company, which (a) are required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (b) are required, pursuant to the Model Code in the Listing Rules to be notified to the Company and the Stock Exchange.

3. DISCLOSURE OF SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at the Latest Practicable Date, so far as is known to the Directors and the chief executives of the Company, the following persons (other than a Director or chief executive of the Company) had an interest or short position in the Shares and underlying Shares which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who are, directly or indirectly interested in 10 per cent. or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at a general meeting of any member of the Century Group.

| Name of substantial shareholder | Number of Shares (issued) held | Number of underlying Shares (unissued) held | Total number of Shares (issued and unissued) held | Approximate percentage of the issued Shares as at the Latest Practicable Date |
|---|--------------------------------|---|---|---|
| Manyways Technology Limited ("Manyways") (Notes i and ii) | 8,640,000,000 | 2,110,000,000 | 10,750,000,000 | 75.14% |
| 8D International (BVI) Limited ("8D BVI") (Notes i, ii and iii) | 8,640,000,000 | 2,110,000,000 | 10,750,000,000 | 75.14% |
| Task Master Technology Limited ("Task Master") (Notes i, ii and iv) | 8,640,000,000 | 2,110,000,000 | 10,750,000,000 | 75.14% |
| Secure Way Technology Limited ("Secure Way") (Notes i and ii) | 8,640,000,000 | 2,110,000,000 | 10,750,000,000 | 75.14% |

| Name of substantial shareholder | Number of Shares (issued) held | Number of underlying Shares (unissued) held | Total number of Shares (issued and unissued) held | Approximate percentage of the issued Shares as at the Latest Practicable Date |
|--|--------------------------------|---|---|---|
| Net Community Limited (“Net Community”) (Notes i, ii and v) | 8,640,000,000 | 2,110,000,000 | 10,750,000,000 | 75.14% |
| Century Digital Holdings Limited (“Century Digital”) (Notes i, ii and vi) | 8,640,000,000 | 2,110,000,000 | 10,750,000,000 | 75.14% |
| Grand Modern (Notes i, ii and vii) | 8,640,000,000 | 2,110,000,000 | 10,750,000,000 | 75.14% |
| Citigroup Inc. (“Citigroup”) (Note viii) | 3,257,067 | 2,155,746,445 | 2,159,003,512 | 15.09% |
| Shenyin Wanguo (H.K.) Limited (“Shenyin Wanguo”) (Note ix) | — | 2,651,472,241 | 2,651,472,241 | 18.53% |
| YSL International Holdings Limited (“YSL Int’l”) (Note i) | 741,998,340 | — | 741,998,340 | 5.19% |

Notes:

- (i) These companies are controlled by Mr. Lo and their interests in Shares are included in the corporate interests of Mr. Lo in the Company as disclosed in the paragraph headed “Disclosure of Directors’ Interests” above.
- (ii) The interests in these Shares are directly held by Grand Modern. Further details relating to the derivative interests in unissued Shares held by Grand Modern are disclosed in note (a)(ii) in the paragraph headed “Disclosure of Directors’ Interests” above.
- (iii) 8D BVI is 60% owned by Manyways.
- (iv) Task Master is wholly owned by 8D BVI.

- (v) Net Community is 33.33% owned by Task Master and 66.67% owned by Secure Way.
- (vi) Century Digital is wholly owned by Net Community.
- (vii) Grand Modern is wholly owned by Century Digital.
- (viii) The interests in 3,257,067 issued Shares are directly held by Citigroup and Citigroup holds, through lending pool, 3,257,067 issued Shares.

The interests in 2,155,746,445 unissued Shares are directly held by Umbrella Finance Company Limited, which is indirectly 99% owned by Citigroup, through its holding of 2,155,746,445 Series A convertible non-voting preference shares of the Company (the "Series A Shares") issued to it as a Creditor under the Restructuring. 2,155,746,445 Series A Shares are convertible into 2,155,746,445 new Shares on a one to one basis.

- (ix) The interests in these unissued Shares are directly held by Shenyin Wanguo Strategic Investments (H.K.) Ltd., which is wholly owned by Shenyin Wanguo, through its holding of 2,651,472,241 Series C convertible non-voting preference shares of the Company (the "Series C Shares") issued to it under the Restructuring. 2,651,472,241 Series C Shares are convertible into 2,651,472,241 new Shares on a one to one basis.

Save as disclosed above, the Directors and the chief executives of the Company are not aware that there is any person (other than a Director or chief executive of the Company) who, as at the Latest Practicable Date, had an interest or short position in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly, interested in 10 per cent. or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at a general meeting of any other member of the Century Group.

4. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered into any service agreement with any member of the Century Group which would not expire or would not be determinable by the Company within one year without payment of compensation (other than statutory compensation).

5. LITIGATION

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries was engaged in any litigation, or arbitration of material importance and there was no litigation or claim known to the Directors to be pending or threatened against the Company or any of its subsidiaries which in the opinion of the Directors would be or is likely to be of material importance.

6. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors and his/her respective associates was considered to have an interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Century Group other than those businesses to which the Directors and his/her associates were appointed to represent the interests of the Company and/or the Century Group.

7. GENERAL

- (a) The head office and principal place of business of Century City is located at 18th Floor, Paliburg Plaza, 68 Yee Wo Street, Causeway Bay, Hong Kong. The registered office of Century City is located at Rosebank Centre, 11 Bermudiana Road, Pembroke, Bermuda.
- (b) The branch share registrar of Century City in Hong Kong is Tengis Limited, G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong.
- (c) The secretary of Century City is Ms. Lam Sau Fun, Eliza, an associate of the Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Company Secretaries.
- (d) The qualified accountant of Century City is Mr. Allen Wan Tze Wai, an associate of the Hong Kong Institute of Certified Public Accountants.
- (e) The English text of this circular shall prevail over the Chinese text.