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

If you have sold or transferred all your ordinary shares in **Century City International Holdings Limited**, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE AND
REPURCHASE ORDINARY SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the 2012 Annual General Meeting of Century City International Holdings Limited (the "Company") to be held at the Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Wednesday, 30th May, 2012 at 12:30 p.m. is appended to this circular. If you do not propose to attend the Meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's branch registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the Meeting or at any adjourned meeting should you so wish, and in the event that you turn out for such meeting(s) after sending in the proxy form, the proxy shall be deemed to be revoked.

30th April, 2012

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DEFINITIONS

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

“2011 Annual Report”	the annual report of the Company for the year ended 31st December, 2011
“2012 AGM”	the annual general meeting of the Company convened to be held on Wednesday, 30th May, 2012 at 12:30 p.m.
“associates”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors, presently comprising six Executive Directors and three Independent Non-Executive Directors, all as named in the Letter from the Chairman contained in this circular
“Bye-laws”	the bye-laws of the Company
“Century City Group”	the Company, Paliburg and Regal, together with their respective subsidiaries (in respect of Regal, not including Regal REIT and its subsidiaries)
“Companies Act”	The Companies Act 1981 of Bermuda
“Company”	Century City International Holdings Limited, a company incorporated in Bermuda with limited liability, the Ordinary Shares of which are listed on the Stock Exchange
“connected persons”	has the meaning ascribed thereto in the Listing Rules
“controlling shareholders”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24th April, 2012, being the latest practicable date for the purposes of ascertaining certain information in this circular
“listed public companies”	public companies which securities are listed on any securities market in Hong Kong or overseas
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Notice of 2012 AGM”	the notice convening the 2012 AGM appended to this circular

DEFINITIONS

“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as set out in the Notice of 2012 AGM
“Ordinary Shares”	ordinary shares of HK\$0.10 each in the share capital of the Company
“Paliburg”	Paliburg Holdings Limited, a company incorporated in Bermuda with limited liability, the ordinary shares of which are listed on the Stock Exchange
“Regal”	Regal Hotels International Holdings Limited, a company incorporated in Bermuda with limited liability, the ordinary shares of which are listed on the Stock Exchange
“Regal REIT”	Regal Real Estate Investment Trust, a Hong Kong collective investment scheme authorised under section 104 of the SFO, the units of which are listed on the Stock Exchange
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors in such manners as set out in Ordinary Resolution 5(A) contained in the Notice of 2012 AGM relating to the repurchase of Ordinary Shares
“Repurchase Proposal”	the proposal with respect to the repurchase of Ordinary Shares pursuant to the Repurchase Mandate, details of which proposal are set out in “Appendix II — Explanatory Statement on Repurchase of Ordinary Shares” to this circular
“Retiring Directors”	those Directors who, as named under the section headed “Re-election of Directors” in the Letter from the Chairman contained in this circular, will retire at the 2012 AGM pursuant to the Bye-laws
“RPML”	Regal Portfolio Management Limited, a wholly owned subsidiary of Regal and the manager of Regal REIT
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Shareholder(s)”	holder(s) of Ordinary Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholders”	has the meaning ascribed thereto in the Listing Rules
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“%”	per cent

LETTER FROM THE CHAIRMAN



Executive Directors:

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

Independent Non-Executive Directors:

Anthony CHUANG
NG Siu Chan
WONG Chi Keung

*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

30th April, 2012

To the Shareholders

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE AND
REPURCHASE ORDINARY SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

The purpose of this circular is to provide the Shareholders with requisite information with respect to the resolutions to be proposed at the forthcoming 2012 AGM relating to the followings:

- (1) the re-election of the Retiring Directors who will retire and, being eligible, have offered themselves for re-election at the 2012 AGM;
- (2) the grant of a general mandate to the Directors for the issue of new Ordinary Shares in such manners as set out in Ordinary Resolutions 5(B) and 5(C) contained in the Notice of 2012 AGM; and
- (3) the grant of the Repurchase Mandate to the Directors for the Repurchase Proposal.

LETTER FROM THE CHAIRMAN

Re-election of Directors

In accordance with Bye-law 109(A) of the Bye-laws, the Retiring Directors, namely Mr. Anthony CHUANG, an Independent Non-Executive Director, and Mr. Donald FAN Tung and Mr. Kelvin LEUNG So Po, both Executive Directors, will retire from office by rotation at the 2012 AGM.

The Retiring Directors, being eligible, have offered themselves for re-election at the 2012 AGM.

The re-election of the Retiring Directors at the 2012 AGM will not be for any specific term of office, but the Retiring Directors will be subject to retirement by rotation at least once every three years in accordance with the Bye-laws. The particulars of the Retiring Directors offering for re-election, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix I to this circular.

General Mandate to Issue Ordinary Shares

The Directors wish to seek the approval of the Shareholders (i) to grant a general mandate to the Directors to exercise the powers of the Company to allot and issue new Ordinary Shares up to 20% of the Ordinary Shares in issue as at the date of the passing of the proposed Ordinary Resolution 5(B) as set out in the Notice of 2012 AGM; and (ii) to extend the 20% share issuing mandate to be granted pursuant to Ordinary Resolution 5(B) by adding to such mandate the number of Ordinary Shares repurchased by the Company pursuant to the Repurchase Mandate.

Based on 3,236,085,188 Ordinary Shares in issue as at the Latest Practicable Date and on the assumption that there will be no variation in the issued ordinary share capital of the Company during the period up to the date of the 2012 AGM on 30th May, 2012, the Company would be allowed to allot and issue a maximum number of 647,217,037 Ordinary Shares pursuant to the 20% share issuing mandate as set out in Ordinary Resolution 5(B).

There is no immediate plan for the issue by the Company of any new Ordinary Shares pursuant to the 20% share issuing mandate.

General Mandate to Repurchase Ordinary Shares

The Directors wish to seek the approval of the Shareholders to the Repurchase Mandate for the Repurchase Proposal. The explanatory statement regarding the Repurchase Proposal required to be sent to the Shareholders in accordance with the Listing Rules is set out in Appendix II to this circular.

Notice of 2012 AGM

The Notice of 2012 AGM is contained in pages 11 to 13 of this circular. Pursuant to Rule 13.39(4) of the Listing Rules and Bye-law 78 of the Bye-laws, voting on all resolutions to be put forth to the Shareholders at the 2012 AGM will be taken by poll. The Company will announce the results of poll voting by way of publication of an announcement in accordance with the requirements under Rule 13.39(5) of the Listing Rules on the websites of the Stock Exchange and the Company, respectively.

LETTER FROM THE CHAIRMAN

Recommendation from the Directors

The Directors consider that the proposed grant of the Repurchase Mandate and the 20% share issuing mandate pursuant to the Ordinary Resolution 5(A) and the Ordinary Resolutions 5(B) and 5(C), respectively, are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of these Ordinary Resolutions to be proposed at the 2012 AGM.

Yours faithfully,
LO YUK SUI
Chairman

(I) Mr. Anthony CHUANG (*Independent Non-Executive Director*)

Mr. Anthony Chuang, aged 67, was invited to the Board as an Independent Non-Executive Director in 1993. Mr. Chuang graduated from University of Notre Dame, South Bend, Indiana, U.S.A. and has extensive experience in the commercial field. Mr. Chuang has not held any directorships in other listed public companies during the last three years.

Mr. Chuang's directorship with the Company is subject to retirement by rotation at least once every three years pursuant to the relevant provisions under the Bye-laws. Mr. Chuang does not have a service contract with the Group. He is entitled to normal Director's fee in the amount of HK\$100,000 per annum in acting as a Director. Mr. Chuang is also entitled to normal fees in the respective amounts of HK\$50,000 and HK\$30,000 per annum in acting as a member of the Audit Committee and the Remuneration Committee of the Company. Mr. Chuang was appointed as a member of the Nomination Committee of the Company which was established by the Board on 29th March, 2012, and, in acting as a member of the Nomination Committee, he is entitled to normal fee in the amount of HK\$30,000 per annum. The normal fees were determined based on the duties and responsibilities in respect of such respective offices, and the Director's fee was previously approved by the Shareholders at general meeting.

Mr. Chuang does not hold any interests in the securities of the Company within the meaning of Part XV of the SFO. He does not have any relationships with any Directors, senior management, or substantial or controlling shareholders of the Company.

Mr. Chuang has served on the Board as an Independent Non-Executive Director for more than nine years and, during such tenure, he has given independent guidance and advice to the Company. The Company has received from Mr. Chuang his annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers that Mr. Chuang is independent.

There is no information that is required to be disclosed by Mr. Chuang pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders in relation to the re-election of Mr. Chuang.

(II) Mr. Donald FAN Tung (*Executive Director*)

Mr. Donald Fan, aged 55, was appointed to the Board as an Executive Director in 2007. He is a qualified architect and has been with the Group since 1987. Mr. Fan is also an executive director and the chief operating officer of Paliburg, an executive director of Regal and a non-executive director of RPML. Mr. Fan is in charge of the property development, architectural design and project management functions as well as overseeing the building construction business of the Group. He acted as a non-executive director of KH Investment Holdings Limited (“KH Investment”), a company listed on the Growth Enterprise Market of the Stock Exchange, since mid September 2011 (when KH Investment was a listed subsidiary of the Company) until he resigned from such position in early March 2012. Save as disclosed herein, Mr. Fan has not held any directorships in other listed public companies during the last three years.

Mr. Fan’s directorship with the Company is subject to retirement by rotation at least once every three years pursuant to the relevant provisions under the Bye-laws. Mr. Fan has a service contract with the Group, which does not have a specific length of service and is determinable by either party on 2 months’ notice. Under his service contract, he is presently entitled to receive from the Group an allocated monthly salary of HK\$93,600, which was determined by reference to industry norm and market conditions and based on the services rendered to the Group and, in addition, performance based discretionary bonus and other related employee benefits and allowances. Mr. Fan is also entitled to normal director’s fee in the amount of HK\$100,000 per annum each in acting as a Director and a director of Paliburg respectively. The normal director’s fees were determined based on the duties and responsibilities in respect of such respective offices and were previously approved by the respective shareholders of the Company and Paliburg at relevant general meetings.

Mr. Fan does not hold any interests in the securities of the Company within the meaning of Part XV of the SFO. He does not have any relationships with any Directors, senior management, or substantial or controlling shareholders of the Company.

There is no information that is required to be disclosed by Mr. Fan pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders in relation to the re-election of Mr. Fan.

(III) Mr. Kelvin LEUNG So Po (*Executive Director*)

Mr. Kelvin Leung, aged 39, was appointed to the Board as an Executive Director in 2010. Mr. Leung has been with the Group since 1997. He is involved in the corporate finance function as well as in the China business division of the Century City Group. Mr. Leung holds a Bachelor Degree in Business Administration and a Master of Laws Degree in Chinese Business Law both from The Chinese University of Hong Kong. He is a member of the American Institute of Certified Public Accountants. Mr. Leung has over 16 years of experience in accounting and corporate finance field. He is also a non-executive director of Cosmopolitan International Holdings Limited, a company listed on Stock Exchange. Mr. Leung acted as an executive director of KH Investment, since mid September 2011 (when KH Investment was a listed subsidiary of the Company) until he resigned from such position in early March 2012. Save as disclosed herein, Mr. Leung has not held any directorships in other listed public companies during the last three years.

Mr. Leung's directorship with the Company is subject to retirement by rotation at least once every three years pursuant to the relevant provisions under the Bye-laws. Mr. Leung has a service contract with the Group, which does not have a specific length of service and is determinable by either party on 2 months' notice. Under his service contract, he is presently entitled to receive from the Group an allocated monthly salary of HK\$35,000, which was determined by reference to industry norm and market conditions and based on the services rendered to the Group and, in addition, performance based discretionary bonus and other related employee benefits and allowances. Mr. Leung is also entitled to normal Director's fee in the amount of HK\$100,000 per annum in acting as a Director. The normal Director's fee was determined based on the duties and responsibilities in respect of such office and was previously approved by the Shareholders at general meeting.

As at the Latest Practicable Date, Mr. Leung directly held interests in 4,000 issued Ordinary Shares, representing approximately 0.0001% of the issued ordinary share capital of Company as at the Latest Practicable Date, within the meaning of Part XV of the SFO. Mr. Leung does not have any relationships with any Directors, senior management, or substantial or controlling shareholders of the Company.

There is no information that is required to be disclosed by Mr. Leung pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders in relation to the re-election of Mr. Leung.

This is the explanatory statement to provide requisite information to you for your consideration of the Repurchase Proposal, as required by the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listings on the Stock Exchange of their own securities on the Stock Exchange. The Ordinary Shares are listed on the Stock Exchange.

1. SHARE CAPITAL

As at the Latest Practicable Date, there were 3,236,085,188 Ordinary Shares in issue.

Subject to the passing of the Ordinary Resolution 5(A) as set out in the Notice of 2012 AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 323,608,518 Ordinary Shares, on the assumption that there will be no variation in the issued ordinary share capital of the Company during the period up to the date of the 2012 AGM. The aggregate nominal amount of Ordinary Shares which may be repurchased under the Repurchase Mandate will not exceed 10% of that of the Ordinary Shares in issue at the date of the 2012 AGM.

The Repurchase Mandate will be valid for the period from the date of passing the Ordinary Resolution 5(A) until whichever is the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting is required by the Bye-laws or the Companies Act or any other applicable law of Bermuda to be held; and (iii) the revocation or variation of the authority given under the Ordinary Resolution 5(A) by an ordinary resolution of the Shareholders in general meeting.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Proposal is in the interests of the Company and its Shareholders. Such purchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per share or may otherwise be in the interests of the Company, and will only be made when the Directors believe that such purchases will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's funds legally available for such purpose in accordance with the Company's Memorandum of Association and Bye-laws and the laws of Bermuda. Any shares repurchased under the Repurchase Mandate must be funded out of the capital paid up on the repurchased shares or the funds of the Company which would otherwise be available for dividend or distribution, or out of the proceeds of a fresh issue of shares. Any premium payable on the repurchase must be provided for out of the funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account.

It is not expected that there would be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the 2011 Annual Report) even if the proposed repurchases were to be carried out in full at any time during the proposed repurchase period. Nevertheless, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Ordinary Shares have traded on the Stock Exchange in each of the previous twelve months and in April 2012 (up to the Latest Practicable Date) were as follows:

	Ordinary Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
April 2011	0.610	0.590
May 2011	0.600	0.560
June 2011	0.590	0.550
July 2011	0.590	0.550
August 2011	0.580	0.455
September 2011	0.540	0.390
October 2011	0.530	0.405
November 2011	0.520	0.465
December 2011	0.520	0.480
January 2012	0.560	0.490
February 2012	0.590	0.530
March 2012	0.600	0.550
From 1st April, 2012 to the Latest Practicable Date	0.580	0.530

5. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates have any present intention to sell any Ordinary Shares to the Company under the Repurchase Proposal if the same is approved by the Shareholders. No other connected persons of the Company have notified the Company that they have a present intention to sell Ordinary Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Proposal is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Ordinary Resolution 5(A) in accordance with the Listing Rules and the laws of Bermuda.

As at the Latest Practicable Date, Mr. LO Yuk Sui (the Chairman and controlling shareholder of the Company), together with his associates, held approximately 56.65% shareholding interests in the issued ordinary share capital of the Company.

In the event that the Repurchase Mandate granted to the Directors pursuant to the Repurchase Proposal were to be carried out in full, the shareholding interests of Mr. LO Yuk Sui in the Company would increase to approximately 62.94% of the issued ordinary share capital of the Company, assuming there are no other changes in the capital structure of the Company. Pursuant to Rule 32.1 of the Takeovers Code, such resultant increase in shareholding interests would be treated as an acquisition of voting rights for the purpose of the Takeovers Code. Based on information known to date, the Directors are not aware of any consequences which may arise under the Takeovers Code even if the Repurchase Mandate were exercised in full. Nevertheless, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, trigger any potential consequences under the Takeovers Code.

Furthermore, the Directors have no intention to exercise the Repurchase Mandate to such extent as would cause the public float to fall below 25% or such other minimum percentage as prescribed by the Listing Rules from time to time.

6. SECURITIES PURCHASES MADE BY THE COMPANY

The Company has repurchased a total of 5,448,000 Ordinary Shares on the Stock Exchange during the six months preceding the Latest Practicable Date, details of which are as follows:

Date of Repurchase	Number of Ordinary Shares repurchased	Price per Ordinary Shares	
		Highest HK\$	Lowest HK\$
24/10/2011	212,000	0.470	0.460
25/10/2011	92,000	0.470	—
26/10/2011	100,000	0.485	0.480
31/10/2011	120,000	0.510	0.495
01/11/2011	100,000	0.495	0.490
02/11/2011	100,000	0.495	—
04/11/2011	24,000	0.520	0.500
07/11/2011	100,000	0.510	—
08/11/2011	100,000	0.510	—
09/11/2011	200,000	0.510	—
10/11/2011	240,000	0.500	0.490
11/11/2011	120,000	0.510	0.500
14/11/2011	100,000	0.510	—

APPENDIX II**EXPLANATORY STATEMENT ON
REPURCHASE OF ORDINARY SHARES**

Date of Repurchase	Number of Ordinary Shares repurchased	Price per Ordinary Shares	
		Highest HK\$	Lowest HK\$
16/11/2011	100,000	0.500	—
17/11/2011	300,000	0.500	0.495
22/11/2011	100,000	0.485	—
23/11/2011	104,000	0.480	0.470
24/11/2011	100,000	0.480	—
25/11/2011	200,000	0.475	—
28/11/2011	200,000	0.480	0.475
29/11/2011	252,000	0.495	0.480
30/11/2011	312,000	0.495	0.490
01/12/2011	120,000	0.510	—
02/12/2011	128,000	0.510	—
05/12/2011	344,000	0.510	0.500
06/12/2011	248,000	0.500	0.495
07/12/2011	124,000	0.495	—
08/12/2011	100,000	0.500	—
09/12/2011	168,000	0.500	0.490
12/12/2011	244,000	0.500	0.490
13/12/2011	216,000	0.495	0.490
15/12/2011	188,000	0.490	0.485
16/12/2011	128,000	0.490	0.485
23/12/2011	64,000	0.510	—
30/12/2011	<u>100,000</u>	0.520	0.510
Total:	<u>5,448,000</u>		

Save as disclosed herein, the Company has not purchased any of its Ordinary Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

NOTICE OF 2012 AGM



NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at the Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Wednesday, 30th May, 2012 at 12:30 p.m. for the following purposes:

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and the Auditors for the year ended 31st December, 2011.
2. To declare a final dividend for the year ended 31st December, 2011 of HK1.7 cents per ordinary share.
3. To elect Directors.
4. To appoint Auditors and authorise the Board of Directors to fix their remuneration.
5. To consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

(A) **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to purchase ordinary shares of HK\$0.10 each in the capital of the Company (“Ordinary Shares”), subject to and in accordance with all applicable laws and the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Ordinary Shares which may be purchased by the Company pursuant to paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the Ordinary Shares in issue at the date of this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
 - (i) the conclusion of the next Annual General Meeting of the Company;
 - (ii) the expiration of the period within which the next Annual General Meeting 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

NOTICE OF 2012 AGM

(iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders in general meeting.”

(B) “**THAT** the exercise by the Directors during the Relevant Period (as defined in Resolution 5(A) set out in the Notice of this Meeting) of all the powers of the Company to issue, allot and dispose of additional Ordinary Shares (including making and granting offers, agreements and options which would or might require Ordinary Shares to be issued, allotted or disposed of, whether during or after the end of the Relevant Period) be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to a rights issue where Ordinary Shares are offered to shareholders on a fixed record date in proportion to their then holdings of Ordinary Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong), the additional Ordinary Shares issued, allotted or disposed of (including Ordinary Shares agreed conditionally or unconditionally to be issued, allotted or disposed of, whether pursuant to an option or otherwise) shall not in aggregate exceed 20% of the aggregate nominal amount of the Ordinary Shares in issue at the date of this Resolution, and the said approval shall be limited accordingly.”

(C) “**THAT** the general mandate granted to the Directors under Resolution 5(B) above be and is hereby extended by the addition of an amount representing the aggregate nominal amount of Ordinary Shares purchased by the Company pursuant to the general mandate approved in Resolution 5(A) above.”

By Order of the Board
Century City International Holdings Limited
Eliza Lam Sau Fun
Secretary

Hong Kong, 30th April, 2012

Notes:

1. A shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
2. The proxy form must be deposited with the Company’s branch registrar in Hong Kong, Tricor Tengis Limited, (the “Branch Registrar”) at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the Meeting or any adjournment thereof.

NOTICE OF 2012 AGM

3. The Register of Ordinary Shareholders of the Company will be closed during the following periods, within which no transfers of shares will be effected:
 - (i) from Monday, 28th May, 2012 to Wednesday, 30th May, 2012, both days inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the Meeting. In order to be entitled to attend and vote at the Meeting, all transfers of Ordinary Shares, duly accompanied by the relevant share certificates, must be lodged with the Branch Registrar at the address set out above no later than 4:30 p.m. on Friday, 25th May, 2012; and
 - (ii) from Wednesday, 6th June, 2012 to Friday, 8th June, 2012, both days inclusive, for the purpose of ascertaining shareholders' entitlement to the proposed final dividend. In order to qualify for the proposed final dividend, all transfers of Ordinary Shares, duly accompanied by the relevant share certificates, must be lodged with the Branch Registrar at the address set out above no later than 4:30 p.m. on Tuesday, 5th June, 2012.
4. A circular of the Company containing further details relating to the re-election of Directors and an explanatory statement or information regarding Resolutions 5(A), 5(B) and 5(C) above will be sent to the Company's shareholders together with the 2011 Annual Report of the Company.
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) 2894-7511 on that day to enquire about the arrangements of the Meeting.