
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 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 securities in **Century City International Holdings Limited**, you should at once hand this circular 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



MAJOR TRANSACTION

LAND ACQUISITION

A letter from the Board is set out on pages 4 to 7 of this circular.

9 July 2013

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	4
Appendix I — Financial information of the Group	8
Appendix II — General information	11

DEFINITIONS

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

“Acquisition”	the acquisition of the Land by Real Charm under the Land Grant
“Agreement”	the agreement between Real Charm and the Government in respect of the Acquisition
“associates”	has the meaning as defined in the Listing Rules
“Board”	the board of Directors
“Business Day”	a day (excluding Saturdays, Sundays and public holidays) on which commercial banks are open for business in Hong Kong and the Stock Exchange is open for trading
“Company”	Century City International Holdings Limited, a company incorporated in Bermuda and whose issued Shares are listed on the Main Board of the Stock Exchange (Stock Code: 355)
“Directors”	the directors of the Company
“GFA”	gross floor area
“Government”	the Government of Hong Kong
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Land”	the piece of land located at Sha Tin Town Lot No. 482 at Po Tai Street, Ma On Shan, Sha Tin, New Territories, Hong Kong
“Land Grant”	the grant of the Land by the Government
“Latest Practicable Date”	5 July 2013, being the latest practicable date for ascertaining certain information in this circular before printing of 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 issued ordinary shares are listed on the Main Board of the Stock Exchange (Stock Code: 617)

DEFINITIONS

“Paliburg Group”	Paliburg and its subsidiaries (excluding the Regal Group for the purposes of this circular, unless otherwise stated)
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Taiwan and the Macau Special Administrative Region of the PRC
“Project”	the proposed property development at the Land by Real Charm as further described in the paragraph headed “The Project” in this circular
“P&R Group”	P&R Holdings and its subsidiaries
“P&R Holdings”	P&R Holdings Limited, established and owned by Capital Merit Investments Limited (a wholly-owned subsidiary of Paliburg) and Regal Hotels Investments Limited (a wholly-owned subsidiary of Regal) as to 50% and 50% respectively
“Qualified Issuer(s)”	has the meaning ascribed to it under Rule 14.04(10B) of the Listing Rules
“Qualified Property Acquisition”	has the meaning ascribed to it under Rule 14.04(10C) of the Listing Rules
“Real Charm”	Real Charm Investment Limited, the purchaser under the Acquisition, a wholly-owned subsidiary of P&R Holdings to undertake the Project
“Regal”	Regal Hotels International Holdings Limited, a company incorporated in Bermuda whose issued ordinary shares are listed on the Main Board of the Stock Exchange (Stock Code: 78)
“Regal Group”	Regal and its subsidiaries
“Regal REIT”	Regal Real Estate Investment Trust, a Hong Kong collective investment scheme authorised under section 104 of the SFO, the issued units of which are listed on the Main Board of the Stock Exchange (Stock Code: 1881)
“Regal REIT MTN Programme”	the US\$1 billion medium term note programme established by Regal REIT on 11 January 2013, details of which were set out in Regal REIT’s announcement dated 11 January 2013
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholders”	holders of Shares

DEFINITIONS

“Shares”	ordinary shares of par value HK\$0.10 each in the capital of the Company
“sq.m.”	square metre(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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 Chief Executive Officer)

Mr. Kenneth NG Kwai Kai

(Chief Operating Officer)

Mr. Donald FAN Tung

Mr. Kelvin LEUNG So Po

Mr. Jimmy LO Chun To

Miss LO Po Man

Independent Non-Executive Directors:

Mr. Anthony CHUANG

Mr. NG Siu Chan

Mr. WONG Chi Keung

Registered Office:

26 Burnaby Street

Hamilton HM 11

Bermuda

Head Office and

Principal Place of Business:

11th Floor

68 Yee Wo Street

Causeway Bay

Hong Kong

9 July 2013

To the Shareholders

Dear Sir or Madam,

MAJOR TRANSACTION

LAND ACQUISITION

INTRODUCTION

As set out in the joint announcement of the Company, Paliburg and Regal dated 17 June 2013, on 14 June 2013, Real Charm was awarded the Land by the Government at a consideration of approximately HK\$661.9 million.

As at the Latest Practicable Date, the Company held approximately 62.2% of the issued share capital of Paliburg and Paliburg held approximately 51.3% of the issued share capital of Regal. P&R Holdings is a 50-50 joint venture of Paliburg and Regal. Regal Charm is a wholly-owned subsidiary of P&R Holdings and is a subsidiary of the Company.

LETTER FROM THE BOARD

The Acquisition constitutes a major transaction for the Company under the Listing Rules. Pursuant to Chapter 14 of the Listing Rules, the Company is a Qualified Issuer and the Acquisition constitutes an exempt Qualified Property Acquisition. In compliance with Rule 14.33A of the Listing Rules, the Acquisition is exempt from Shareholders' approval of the Company.

The purpose of this circular is to provide you with further information in relation to the Acquisition.

MAJOR TERMS OF LAND GRANT

Parties

The Government is a third party independent of the Company and its connected persons (as defined in the Listing Rules).

Real Charm is a wholly-owned subsidiary of P&R Holdings and a subsidiary of the Company. Real Charm engages in the real estate development business.

Consideration

The consideration for the Acquisition is approximately HK\$661.9 million, of which HK\$25 million has been paid as a deposit and the remaining balance of approximately HK\$636.9 million shall be payable by Real Charm to the Government on or before 11 July 2013. The consideration amount represents Real Charm's tender price of the Land and such tender price was determined by Real Charm after having regard to inter alia the development potential of the Project.

Principal terms of the Land Grant

Location	Sha Tin Town Lot No. 482 at Po Tai Street, Ma On Shan, Sha Tin, New Territories
Site area	5,090 sq.m.
Minimum and maximum GFA	9,162 sq.m. (minimum) 15,270 sq.m (maximum)
Permitted land use	Non-industrial purposes (excluding residential, godown and petro filling station)
Term of Land Grant (years)	50 years

Subject to the full payment of the consideration for the Acquisition, the Land shall be granted to Real Charm with effect on the date of the Agreement. The construction of the Project is required to be completed by 30 September 2018.

LETTER FROM THE BOARD

THE PROJECT

The Land is located at Sha Tin Town Lot No. 482 at Po Tai Street, Ma On Shan, Sha Tin, New Territories. It is preliminarily planned that the Project will be developed into a shopping mall for rental purposes.

The Project will be undertaken by Real Charm, the purchaser of the Land. Real Charm is a wholly-owned subsidiary of P&R Holdings established by the Paliburg Group and the Regal Group in April 2011 for undertaking real estate projects for sale and/or leasing by leveraging the expertise and resources of the Paliburg Group and the Regal Group. Details in respect of the establishment of P&R Holdings (previously known as Flourish Lead Investments Limited) were disclosed in a joint announcement of the Company, Paliburg and Regal dated 17 March 2011.

The deposit for the Acquisition has been and the balance of the consideration of the Land will be funded by pro rata shareholders' loans from each of the Paliburg Group and the Regal Group to the P&R Group. The Paliburg Group and the Regal Group intend to finance the funding needs for the further development costs of the Project via their internal resources, and/or bank and other borrowings and/or funds generated from sale of existing properties of the P&R Group.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Group is principally engaged in property development and investment, construction and building related businesses, hotel ownership (through its listed subsidiary, Regal REIT), hotel management and operation, asset management of Regal REIT, and securities and other investment.

For the year ended 31 December 2012, the Group recorded segment revenue of HK\$304.8 million from their property development and investment activities. The Company is a Qualified Issuer for the purposes of the Listing Rules.

The Acquisition is undertaken by Real Charm in its ordinary and usual course of business. The terms of the Acquisition are determined after having considered the requirements of the tender set by the Government and the prospects of the Project. The Company considers that the Project is a good business opportunity given, among other factors, the development potential of the Project. The Directors consider that the terms of the Acquisition are on normal commercial terms and are fair and reasonable, and that the Acquisition is in the interests of the Company and the Shareholders as a whole.

FINANCIAL EFFECT OF THE ACQUISITION

The consideration for the Acquisition will be funded by the Group's internal resources. It is expected that the Acquisition will not have any immediate effect on the total assets, earnings and liabilities of the Group.

LETTER FROM THE BOARD

LISTING RULES IMPLICATION

Real Charm is a subsidiary of the Company. As an applicable percentage ratio in respect of the Acquisition exceeds 25% and all applicable percentage ratios are less than 100% for the Company, the Acquisition constitutes a major transaction for the Company. Given that the Acquisition involves the acquisition of the Land from the Government through a tender and the Project is undertaken by a member of the Group on a sole basis, the Acquisition is an exempt Qualified Property Acquisition under Rule 14.33A of the Listing Rules. Accordingly, the Acquisition is exempt from Shareholders' approval of the Company pursuant to Rule 14.33A of the Listing Rules.

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of the Board of
Century City International Holdings Limited
LO Yuk Sui
Chairman

AUDITED CONSOLIDATED FINANCIAL INFORMATION OF THE GROUP FOR THE THREE YEARS ENDED 31 DECEMBER 2010, 2011 AND 2012

Financial information of the Group for each of the years ended 31 December 2010, 2011 and 2012 is disclosed on pages 49 to 140 of the annual report of the Company for the year ended 31 December 2011 and pages 47 to 163 of the annual report of the Company for the year ended 31 December 2012, both of which are available on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.centurycity.com.hk).

INDEBTEDNESS

As at the close of business on 31 May 2013, being the latest practicable date for the purpose of this statement of indebtedness, the Group had outstanding borrowings of approximately HK\$9,811.4 million which represented (i) bank loans of HK\$5,542.6 million secured by certain of the Group's property, plant and equipment, investment properties and properties held for sale, (ii) unsecured notes of US\$300.0 million (approximately HK\$2,329.2 million) issued under a US\$1,000.0 million medium term note programme of Regal, and (iii) unsecured notes of HK\$775.0 million and US\$150.0 million (approximately HK\$1,164.6 million) issued under the Regal REIT MTN Programme.

Save as disclosed above and apart from intra-group liabilities, the Group did not have, at the close of business on 31 May 2013, any outstanding mortgages, charges, debentures, bank loans and overdrafts, debt securities or loan notes or other similar indebtedness, loan capital issued or outstanding or agreed to be issued, finance leases, liabilities under acceptances or acceptance credits or any finance leases commitments, or any guarantees or other material contingent liabilities.

FINANCIAL AND TRADING PROSPECTS

As the ultimate holding company of a sizable listed group, the Company has all along been actively exploring new investment opportunities that suit the business needs of its member companies, with a view to broadening the asset and earnings base of the Group. The diversification into the aircraft leasing and fund management and related investment businesses have been undertaken with the objective to optimise the investment returns on the Group's available cash surpluses.

Hotel and property businesses will continue to be the core business segments of the Group, in which management of the Group has extensive experience and expertise. A number of strategic acquisitions have already been made during the year to strengthen the Group's property portfolio and new acquisition opportunities will continue to be reviewed. Further information on the prospects of the member groups is set out below.

Paliburg Group

The Government has recently imposed additional stamp duties on property transactions in an attempt to curb short term speculations and to cool down overheated demands. The Government has also announced that it will make available more development lands for public tenders or auctions to

ensure a steady future supply of land for new developments. The Paliburg Group considers that these measures could help in creating a stable environment for the healthy development of the real estate market in Hong Kong and remains optimistic of the continuing prosperity of the local property sector.

On 27 June 2013, among other transactions, the P&R Group, a member of the Paliburg Group, entered into a conditional agreement to dispose of its interests in the project companies (the “**Project Companies**”) undertaking a property development project in Chengdu, Sichuan Province, PRC to a wholly-owned subsidiary of Cosmopolitan International Holdings Limited (“**Cosmo**”, together with its subsidiaries, the “**Cosmo Group**”). On 27 June 2013, the P&R Group also entered into a conditional agreement to acquire certain properties in Hong Kong from the Cosmo Group. Cosmo’s shares are listed on the Main Board of the Stock Exchange. The Paliburg Group and the Regal Group hold shares and convertible bonds in Cosmo. Details in respect of the aforesaid transactions were set out in the joint announcement of the Company, Paliburg and Regal dated 27 June 2013.

On 28 June 2013, the P&R Group entered into a conditional agreement to dispose of its interest in a hotel in Sheung Wan, Hong Kong (the “**Sheung Wan Hotel**”) to Regal REIT. On 28 June 2013, the P&R Group also entered into a conditional agreement to grant an option to Regal REIT entitling Regal REIT to acquire a hotel in North Point, Hong Kong (the “**North Point Hotel**”) from the P&R Group. Details in respect of the aforesaid transactions were set out in the circular of the Company dated 29 June 2013.

On 2 July 2013, the Paliburg Group exercised an option to subscribe for additional convertible bonds in Cosmo Group as set out in the joint announcement of the Company, Paliburg and Regal dated 2 July 2013.

The Paliburg Group has strong financial resources and is both committed and well prepared to pursue the new acquisition opportunities that will become available, with a view to further expanding its property portfolio.

Regal Group

Hong Kong has embarked on various initiatives to increase tourism facilities, such as the Kai Tak International Cruise Terminal and the expansion projects at Hong Kong Disneyland and Ocean Park. The Government is also undertaking major infrastructural development projects to improve connectivity as well as efficiencies for business activities, including, more notably, the expansion of the Hong Kong International Airport, the Guangzhou-Shenzhen-Hong Kong Express Rail Link and the Hong Kong-Zhuhai-Macau Bridge. These will all benefit directly or indirectly the development of its tourism and hotel industries in the long run.

The Regal Group is optimistic on the continuing prospects of the tourism and hotel markets in Hong Kong and, jointly with Regal REIT, are committed to maintaining its position as one of the pre-eminent hotel groups in Hong Kong. Through P&R Holdings, four new hotels are being developed in Hong Kong, including the Sheung Wan Hotel and North Point Hotel. Although there will be quite a number of new hotels that will come on stream in Hong Kong over the course of the next few years,

many of those new hotels are of relatively smaller sizes or are located in non-traditional business or tourist districts. The Regal Group believes that it has distinctive competitive advantages over such new hotels due to its operational efficiencies attained through economies of scale as well as its broad hotel network and well-established marketing platform.

When Regal REIT was separately listed from the Regal Group in 2007 to become the first listed hospitality real estate investment trust in Hong Kong, it has always been intended that the Regal Group will act as a key provider of potential acquisition targets to Regal REIT when it implements its plans to expand its properties portfolio. In January 2013, Regal REIT established the Regal REIT MTN Programme as a funding platform to finance such expansion plan including the acquisition of the Sheung Wan Hotel and the possible acquisition of the North Point Hotel.

On 27 June 2013, among other transactions, the Regal Group entered into a conditional agreement to dispose of companies holding a piece of land in Tianjin, the PRC to the Cosmo Group. On 27 June 2013, a joint venture held as to 50% by each of the Regal Group and the Cosmo Group entered into a conditional agreement to dispose of its interests in the Project Companies to the Cosmo Group. Details in respect of the aforesaid transactions were set out in the joint announcement of the Company, Paliburg and Regal dated 27 June 2013.

On 2 July 2013, the Regal Group exercised an option to subscribe for additional convertible bonds in Cosmo Group as set out in the joint announcement of the Company, Paliburg and Regal dated 2 July 2013.

The Regal Group is committed to further investing in its core hotel and property businesses with an objective to achieve continuing growth.

WORKING CAPITAL

The Directors, after due and careful consideration, are of the opinion that after taking into account the internal resources, present banking facilities available to the Group and the consideration payable in relation to the Acquisition, the Group has sufficient working capital for its requirements for at least the next twelve months from the date of this circular in the absence of unforeseeable circumstances.

1. RESPONSIBILITY STATEMENT

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

2. DISCLOSURE OF DIRECTORS' INTERESTS

As at the Latest Practicable Date, the interests and short positions, if any, of each Director and the chief executive of the Company in the shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and the chief executive of the Company were taken or deemed to have under such provisions of the SFO), or which were required to be and are recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules (“**Model Code**”) were as follows:

The Company/ 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	Corporate interests	Family/ Other interests	
1. The Company	Mr. LO Yuk Sui	Ordinary (issued)	99,587,396	1,769,164,691 <i>(Note a)</i>	380,683	1,869,132,770 (58.18%)
	Mr. Kelvin LEUNG So Po	Ordinary (issued)	4,000	—	—	4,000 (0.000%)
	Mr. Jimmy LO Chun To	Ordinary (issued)	251,735	—	—	251,735 (0.008%)
	Miss LO Po Man	Ordinary (issued)	112,298	—	—	112,298 (0.003%)
	Mr. NG Siu Chan	Ordinary (issued)	—	—	3,521,973	3,521,973 (0.11%)

APPENDIX II
GENERAL INFORMATION

	The Company/ 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	Corporate interests	Family/ Other interests	
2.	Paliburg	Mr. LO Yuk Sui	Ordinary (issued)	88,182,014	739,970,803 <i>(Note b)</i>	15,000	828,167,817 (74.27%)
		Mr. Kenneth NG Kwai Kai	Ordinary (issued)	176,200	—	—	176,200 (0.02%)
		Mr. Donald FAN Tung	Ordinary (issued)	556	—	—	556 (0.000%)
		Mr. Kelvin LEUNG So Po	Ordinary (issued)	390,185	—	—	390,185 (0.03%)
		Mr. Jimmy LO Chun To	Ordinary (issued)	2,274,600	—	—	2,274,600 (0.20%)
		Miss LO Po Man	Ordinary (issued)	1,116,000	—	—	1,116,000 (0.10%)
		Mr. NG Siu Chan	Ordinary (issued)	—	—	80,474	80,474 (0.007%)
3.	Regal	Mr. LO Yuk Sui	Ordinary (i) issued	24,200	495,459,261 <i>(Note c(i))</i>	260,700	495,744,161
			(ii) underlying	—	27,542,000 <i>(Note c(ii))</i>	—	27,542,000
						Total (i) & (ii):	523,286,161 (54.28%)
		Mr. Kelvin LEUNG So Po	Ordinary (issued)	200	—	—	200 0.000%
		Miss LO Po Man	Ordinary (issued)	300,000	—	269,169 <i>(Note d)</i>	569,169 (0.06%)
4.	Regal REIT	Mr. LO Yuk Sui	Units (issued)	—	2,434,851,102 <i>(Note e)</i>	—	2,434,851,102 (74.75%)
5.	8D International (BVI) Limited	Mr. LO Yuk Sui	Ordinary (issued)	—	1,000 <i>(Note f)</i>	—	1,000 (100%)
6.	8D Matrix Limited	Mr. LO Yuk Sui	Ordinary (issued)	—	2,000,000 <i>(Note g)</i>	—	2,000,000 (100%)
7.	8D International Limited	Mr. LO Yuk Sui	Ordinary (issued)	—	500,000 <i>(Note h)</i>	—	500,000 (100%)

APPENDIX II
GENERAL INFORMATION

	The Company/ Name of associated corporation	Name of Director	Class of shares held	Personal interests	Number of shares held		Total (Approximate percentage of the issued shares as at the Latest Practicable Date)
					Corporate interests	Family/ Other interests	
8.	8D International (China) Limited	Mr. LO Yuk Sui	Ordinary (issued)	—	1 (Note i)	—	1 (100%)
9.	Century Digital Communications (BVI) Limited	Mr. LO Yuk Sui	Ordinary (issued)	—	1 (Note j)	—	1 (100%)
10.	Century Digital Communications Limited	Mr. LO Yuk Sui	Ordinary (issued)	—	2 (Note k)	—	2 (100%)
11.	Century Digital Enterprise Limited	Mr. LO Yuk Sui	Ordinary (issued)	—	100 (Note l)	—	100 (100%)
12.	Century Digital Holdings Limited	Mr. LO Yuk Sui	Ordinary (issued)	—	3 (Note m)	—	3 (100%)
13.	Century Digital Investments Limited	Mr. LO Yuk Sui	Ordinary (issued)	—	49,968 (Note n)	—	49,968 (99.94%)
14.	China Noble Investments Limited	Mr. LO Yuk Sui	Ordinary (issued)	—	1 (Note o)	—	1 (100%)
15.	Full Range Technology Limited	Mr. LO Yuk Sui	Ordinary (issued)	—	10,000 (Note p)	—	10,000 (100%)
16.	Giant Forward Holdings Limited	Mr. LO Yuk Sui	Ordinary (issued)	—	1 (Note q)	—	1 (100%)
17.	Grand Modern Investments Limited	Mr. LO Yuk Sui	Ordinary (issued)	—	330 (Note r)	—	330 (100%)
18.	Important Holdings Limited	Mr. LO Yuk Sui	Ordinary (issued)	—	10,000 (Note s)	—	10,000 (100%)
19.	Net Age Technology Limited	Mr. LO Yuk Sui	Ordinary (issued)	—	97 (Note t)	—	97 (100%)
20.	Net Community Limited	Mr. LO Yuk Sui	Ordinary (issued)	—	3 (Note u)	—	3 (100%)

The Company/ Name of associated corporation	Name of Director	Class of shares held	Personal interests	Number of shares held			Total (Approximate percentage of the issued shares as at the Latest Practicable Date)
				Corporate interests	Family/ Other interests		
21. Pilot Pro Holdings Limited	Mr. LO Yuk Sui	Ordinary (issued)	—	1 (Note v)	—	1 (100%)	
22. Speedway Technology Limited	Mr. LO Yuk Sui	Ordinary (issued)	—	50,000 (Note w)	—	50,000 (100%)	
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) The interests in 1,769,164,691 issued Shares of the Company were held through companies wholly owned by Mr. LO Yuk Sui (“Mr. Lo”) and a company, namely Master City Limited, 99.9% owned by Mr. Lo.
- (b) The interests in 693,234,547 issued ordinary shares of Paliburg were held through companies wholly owned by the Company, in which Mr. Lo held 58.16% shareholding interests as at the Latest Practicable Date.

The interests in 16,271,685 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 30,464,571 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

(c) (i) The interests in 421,400 issued ordinary shares of Regal were held through companies wholly owned by the Company, in which Mr. Lo held 58.16% shareholding interests as at the Latest Practicable Date, and the interests in the other 495,037,861 issued ordinary shares of Regal were held through companies wholly owned by Paliburg, in which the Company held 62.17% shareholding interests as at the Latest Practicable Date.

(ii) These derivative interests in underlying 27,542,000 ordinary shares of Regal were held by a wholly owned subsidiary of Paliburg through certain equity derivative contracts on ordinary shares of Regal, which will be settled in cash only.

(d) The interests in 269,169 issued ordinary shares of Regal were held by Miss LO Po Man as the beneficiary of a trust.

(e) The interests in 2,428,831,739 units of Regal REIT were held through wholly owned subsidiaries of Regal. The interests in 732,363 units of Regal REIT were held through wholly owned subsidiaries of Paliburg. The interests in 5,287,000 units of Regal REIT were held through wholly owned subsidiaries of the Company. Paliburg, in which the Company held 62.17% shareholding interests as at the Latest Practicable Date, held 51.35% shareholding interests in Regal as at the Latest Practicable Date. Mr. Lo held 58.16% shareholding interests in the Company as at the Latest Practicable Date.

(f) 400 shares were held through companies controlled by the Company, in which Mr. Lo held 58.16% shareholding interests as at the Latest Practicable Date, and 600 shares were held through a company controlled by Mr. Lo.

(g) 800,000 shares were held through companies controlled by the Company, in which Mr. Lo held 58.16% shareholding interests as at the Latest Practicable Date, and 1,200,000 shares were held through companies controlled by Mr. Lo (including 8D International (BVI) Limited).

(h) 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
The Company	Mr. Lo	58.16
Century City BVI Holdings Limited	The Company	100.00
8D International (BVI) Limited	Century City BVI Holdings Limited	40.00
Task Master Technology Limited	8D International (BVI) Limited	100.00
Important Holdings Limited	Task Master Technology Limited	33.33
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
8D International (BVI) Limited	Manyways Technology Limited	60.00
Task Master Technology Limited	8D International (BVI) Limited	100.00
Important Holdings Limited	Task Master Technology Limited	33.33
Secure Way Technology Limited	Mr. Lo	100.00
Important Holdings Limited	Secure Way Technology Limited	66.67
8D Matrix Limited	Important Holdings Limited	60.00

(i) 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
The Company	Mr. Lo	58.16
Century City BVI Holdings Limited	The Company	100.00
8D International (BVI) Limited	Century City BVI Holdings Limited	40.00
Task Master Technology Limited	8D International (BVI) Limited	100.00
Important Holdings Limited	Task Master Technology Limited	33.33
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
8D International (BVI) Limited	Manyways Technology Limited	60.00
Task Master Technology Limited	8D International (BVI) Limited	100.00
Important Holdings Limited	Task Master Technology Limited	33.33
Secure Way Technology Limited	Mr. Lo	100.00
Important Holdings Limited	Secure Way Technology Limited	66.67
8D Matrix Limited	Important Holdings Limited	60.00

(j) 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
The Company	Mr. Lo	58.16
Century City BVI Holdings Limited	The Company	100.00
8D International (BVI) Limited	Century City BVI Holdings Limited	40.00
Task Master Technology Limited	8D International (BVI) Limited	100.00
Important Holdings Limited	Task Master Technology Limited	33.33

(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
Important Holdings Limited	Task Master Technology Limited	33.33
Secure Way Technology Limited	Mr. Lo	100.00
Important Holdings Limited	Secure Way Technology Limited	66.67

- (k) 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
The Company	Mr. Lo	58.16
Century City BVI Holdings Limited	The Company	100.00
8D International (BVI) Limited	Century City BVI Holdings Limited	40.00
Task Master Technology Limited	8D International (BVI) Limited	100.00
Important Holdings Limited	Task Master Technology Limited	33.33
Century Digital Communications (BVI) Limited	Important Holdings 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
Important Holdings Limited	Task Master Technology Limited	33.33
Secure Way Technology Limited	Mr. Lo	100.00
Important Holdings Limited	Secure Way Technology Limited	66.67
Century Digital Communications (BVI) Limited	Important Holdings Limited	100.00

- (l) 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
The Company	Mr. Lo	58.16
Century City BVI Holdings Limited	The Company	100.00
8D International (BVI) Limited	Century City BVI Holdings Limited	40.00
Task Master Technology Limited	8D International (BVI) Limited	100.00
Important Holdings Limited	Task Master Technology Limited	33.33
Century Digital Investments Limited	Important Holdings Limited	99.93

(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
Important Holdings Limited	Task Master Technology Limited	33.33
Secure Way Technology Limited	Mr. Lo	100.00
Important Holdings Limited	Secure Way Technology Limited	66.67
Century Digital Investments Limited	Important Holdings Limited	99.93

(m) The interests in these shares of Century Digital Holdings Limited were held through corporations wholly owned by Mr. Lo.

(n) 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
The Company	Mr. Lo	58.16
Century City BVI Holdings Limited	The Company	100.00
8D International (BVI) Limited	Century City BVI Holdings Limited	40.00
Task Master Technology Limited	8D International (BVI) Limited	100.00
Important Holdings Limited	Task Master Technology Limited	33.33

(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
Important Holdings Limited	Task Master Technology Limited	33.33
Secure Way Technology Limited	Mr. Lo	100.00
Important Holdings Limited	Secure Way Technology Limited	66.67

(o) The interest in the share of China Noble Investments Limited was held through corporations controlled by Mr. Lo as detailed below:

(a) Name of corporation	Controlled by	% of control
The Company	Mr. Lo	58.16
Century City BVI Holdings Limited	The Company	100.00
8D International (BVI) Limited	Century City BVI Holdings Limited	40.00
Task Master Technology Limited	8D International (BVI) Limited	100.00
Important Holdings Limited	Task Master Technology Limited	33.33
8D Matrix Limited	Important Holdings Limited	60.00
8D Matrix Limited	Century City BVI Holdings Limited	40.00
Pilot Pro Holdings Limited	8D Matrix 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
Important Holdings Limited	Task Master Technology Limited	33.33
Secure Way Technology Limited	Mr. Lo	100.00
Important Holdings Limited	Secure Way Technology Limited	66.67
8D Matrix Limited	Important Holdings Limited	60.00
Pilot Pro Holdings Limited	8D Matrix Limited	100.00

(p) 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
The Company	Mr. Lo	58.16
Century City BVI Holdings Limited	The Company	100.00
8D International (BVI) Limited	Century City BVI Holdings Limited	40.00
Task Master Technology Limited	8D International (BVI) Limited	100.00
Important Holdings Limited	Task Master Technology Limited	33.33

(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
Important Holdings Limited	Task Master Technology Limited	33.33
Secure Way Technology Limited	Mr. Lo	100.00
Important Holdings Limited	Secure Way Technology Limited	66.67

(q) 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
The Company	Mr. Lo	58.16
Century City BVI Holdings Limited	The Company	100.00
8D International (BVI) Limited	Century City BVI Holdings Limited	40.00
Task Master Technology Limited	8D International (BVI) Limited	100.00
Important Holdings Limited	Task Master Technology Limited	33.33
8D Matrix Limited	Important 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
8D International (BVI) Limited	Manyways Technology Limited	60.00
Task Master Technology Limited	8D International (BVI) Limited	100.00
Important Holdings Limited	Task Master Technology Limited	33.33
Secure Way Technology Limited	Mr. Lo	100.00
Important Holdings Limited	Secure Way Technology Limited	66.67
8D Matrix Limited	Important Holdings Limited	60.00

(r) The interests in these shares of Grand Modern Investments Limited were held through corporations wholly owned by Mr. Lo.

(s) 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
The Company	Mr. Lo	58.16
Century City BVI Holdings Limited	The Company	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	100.00

(t) 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
The Company	Mr. Lo	58.16
Century City BVI Holdings Limited	The Company	100.00
8D International (BVI) Limited	Century City BVI Holdings Limited	40.00
Task Master Technology Limited	8D International (BVI) Limited	100.00
Important Holdings Limited	Task Master Technology Limited	33.33
Century Digital Investments Limited	Important Holdings Limited	99.93

(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
Important Holdings Limited	Task Master Technology Limited	33.33
Secure Way Technology Limited	Mr. Lo	100.00
Important Holdings Limited	Secure Way Technology Limited	66.67
Century Digital Investments Limited	Important Holdings Limited	99.93

(u) The interests in these shares of Net Community Limited were held through a corporation wholly owned by Mr. Lo.

(v) 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
The Company	Mr. Lo	58.16
Century City BVI Holdings Limited	The Company	100.00
8D International (BVI) Limited	Century City BVI Holdings Limited	40.00
Task Master Technology Limited	8D International (BVI) Limited	100.00
Important Holdings Limited	Task Master Technology Limited	33.33
8D Matrix Limited	Important 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
8D International (BVI) Limited	Manyways Technology Limited	60.00
Task Master Technology Limited	8D International (BVI) Limited	100.00
Important Holdings Limited	Task Master Technology Limited	33.33
Secure Way Technology Limited	Mr. Lo	100.00
Important Holdings Limited	Secure Way Technology Limited	66.67
8D Matrix Limited	Important Holdings Limited	60.00

(w) The interests in these shares of Speedway Technology Limited were held through a corporations wholly owned by Mr. Lo.

(a) Name of corporation	Controlled by	% of control
The Company	Mr. Lo	58.16
Century City BVI Holdings Limited	The Company	100.00
8D International (BVI) Limited	Century City BVI Holdings Limited	40.00
Task Master Technology Limited	8D International (BVI) Limited	100.00
Important Holdings Limited	Task Master Technology Limited	33.33

(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
Important Holdings Limited	Task Master Technology Limited	33.33
Secure Way Technology Limited	Mr. Lo	100.00
Important Holdings Limited	Secure Way Technology Limited	66.67

(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
The Company	Mr. Lo	58.16
Century City BVI Holdings Limited	The Company	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
The Company	Mr. Lo	58.16
Century City BVI Holdings Limited	The Company	100.00
8D International (BVI) Limited	Century City BVI Holdings Limited	40.00
Task Master Technology Limited	8D International (BVI) Limited	100.00
Important Holdings Limited	Task Master Technology Limited	33.33
(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
Important Holdings Limited	Task Master Technology Limited	33.33
Secure Way Technology Limited	Mr. Lo	100.00
Important Holdings Limited	Secure Way Technology Limited	66.67

(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
The Company	Mr. Lo	58.16
Century City BVI Holdings Limited	The Company	100.00
8D International (BVI) Limited	Century City BVI Holdings Limited	40.00
Task Master Technology Limited	8D International (BVI) Limited	100.00
Important Holdings Limited	Task Master Technology Limited	33.33
8D Matrix Limited	Important 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
8D International (BVI) Limited	Manyways Technology Limited	60.00
Task Master Technology Limited	8D International (BVI) Limited	100.00
Important Holdings Limited	Task Master Technology Limited	33.33
Secure Way Technology Limited	Mr. Lo	100.00
Important Holdings Limited	Secure Way Technology Limited	66.67
8D Matrix Limited	Important Holdings Limited	60.00
Giant Forward Holdings Limited	8D Matrix Limited	100.00

Save as disclosed above, none of the Directors or the chief executive of the Company had, as at the Latest Practicable Date, any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

3. DISCLOSURE OF SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at the Latest Practicable Date, so far as is known to the Directors and the chief executive 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 of the Company 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 Group.

Name of substantial shareholder	Number of issued Shares held	Number of underlying Shares held	Total number of Shares (issued and underlying) held	Approximate percentage of issued Shares as at the Latest Practicable Date
Secure Way Technology Limited <i>(Notes i and ii)</i>	1,630,416,666	—	1,630,416,666	50.75%
Net Community Limited <i>(Notes i, ii and iii)</i>	1,630,416,666	—	1,630,416,666	50.75%
Century Digital Holdings Limited <i>(Notes i, ii and iv)</i>	1,630,416,666	—	1,630,416,666	50.75%
Grand Modern Investments Limited <i>(Notes i, ii and v)</i>	1,630,416,666	—	1,630,416,666	50.75%
Dalton Investments LLC	289,168,296	—	289,168,296	9.00%

Notes:

- (i) These companies are wholly owned by Mr. Lo Yuk Sui and their interests in Shares are included in the corporate interests of Mr. Lo Yuk Sui in the Company as disclosed in the section headed “Disclosure of Directors’ interests” above.
- (ii) The interests in these Shares are directly held by Grand Modern Investments Limited.
- (iii) Net Community Limited is wholly owned by Secure Way Technology Limited.
- (iv) Century Digital Holdings Limited is wholly owned by Net Community Limited.
- (v) Grand Modern Investments Limited is wholly owned by Century Digital Holdings Limited.

Save as disclosed above, the Directors and the chief executive 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 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 Group.

Details of directorships of the Directors in each of the following substantial shareholders of the Company which has an interest in the Shares and underlying Shares as disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO are set out as follows:

- (1) Mr. LO Yuk Sui is a director of Secure Way Technology Limited.
- (2) Mr. LO Yuk Sui, Mr. Jimmy LO Chun To and Miss LO Po Man are directors of Net Community Limited, Century Digital Holdings Limited and Grand Modern Investments Limited.

4. DIRECTORS’ INTERESTS IN THE GROUP’S ASSETS AND CONTRACTS

Save as disclosed in this circular, as at the Latest Practicable Date, none of the Directors had any material direct or indirect interest in any assets which have since 31 December 2012 (being the date to which the latest published audited accounts of the Group were made up) been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group. As at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement subsisting at the Latest Practicable Date which was significant in relation to the business of the Group.

5. SERVICE CONTRACTS

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

6. 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.

7. 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 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 Group.

8. MATERIAL CONTRACTS

There are no material contracts (not being a contract in the ordinary course of business) entered into by any members of the Group within the two years preceding the date of this circular.

9. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors confirmed that there had not been any material adverse change in the financial or trading position of the Group since 31 December 2012, the date to which the latest published audited consolidated financial statements of the Group were made up.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the head office and principal place of business in Hong Kong of the Company at 11th Floor, 68 Yee Wo Street, Causeway Bay, Hong Kong during normal business hours on any Business Day from the date of this circular up to and including 23 July 2013:

- (a) the memorandum of association and bye-laws of the Company;
- (b) the annual reports of the Company for the three years ended 31 December 2010, 2011 and 2012;
- (c) the circular of the Company dated 29 June 2013; and
- (d) this circular.

11. GENERAL

- (a) The registered office of the Company is at 26 Burnaby Street, Hamilton HM 11, Bermuda.
- (b) The head office and principal place of business of the Company in Hong Kong is at 11th Floor, 68 Yee Wo Street, Causeway Bay, Hong Kong.
- (c) The branch share registrar of the Company in Hong Kong is Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.
- (d) The secretary of the Company is Ms. Eliza LAM Sau Fun, an associate of The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries.
- (e) The English text of this circular shall prevail over the Chinese text.