Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



(Incorporated in Bermuda with limited liability)

(Stock Code: 00079)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Century Legend (Holdings) Limited (the "Company") will be held at Unit 906, 9th Floor, AXA Centre, 151 Gloucester Road, Wanchai, Hong Kong on Wednesday, 14 May 2014 at 5:00 p.m. for the following purposes:-

- 1. To receive and consider the audited financial statements and the reports of the Directors and Auditors for the year ended 31 December 2013.
- 2. To re-elect Directors and to authorise the Board of Directors to fix their remuneration.
- 3. To re-appoint Messrs. BDO Limited as auditors of the Company and to authorize the Directors to fix their remuneration.

As special business, to consider and, if thought fit, pass the following resolutions: -

ORDINARY RESOLUTIONS

4. "THAT:

(a) subject to paragraph (c), the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

^{*} For identification purposes only

- (b) the approval in paragraph (a) shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to a Rights Issue or the exercise of the subscription rights under the share option scheme of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes 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 of the Company is required by the bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

"Rights Issue" means an offer of shares open for a period fixed by the Directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors of the Company 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)."

5. "**THAT**:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors of the Company during the Relevant Period of all powers of the Company to repurchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval be limited accordingly; and
- (c) for the purposes 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 of the Company is required by the bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting."
- 6. "THAT conditional upon resolution no. 5 above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors of the Company as mentioned in resolution no. 5 above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to resolution no. 4 above."

SPECIAL RESOLUTIONS

7. "THAT the existing bye-laws of the Company be and are amended in the following manner:

Bye-law 1

- (a) by rearranging the meanings of "Board" or "Directors" and "Bye-laws" in the existing Bye-law 1 in the appropriate alphabetical sequence;
- (b) by inserting the following new meanings of "Bermuda", "Company's website" and "substantial shareholder" in the existing Bye-law 1 in the appropriate alphabetical sequence:

""Bermuda"

the Islands of Bermuda.

"Company's website"

the website of the Company to which any Member may have access, the address or domain name of which has been notified to the Members and as subsequently amended by notice given to the Members in accordance with the provisions of these Bye-laws.

"substantial shareholder"

a person who is entitled to exercise, or to control the exercise of, ten per cent. (10%) or more (or such other percentage as may be prescribed by the rules of the Designated Stock Exchange from time to time) of the voting power at any general meeting of the Company."

by deleting Bye-law 3(4) in its entirety and replacing therewith the following new Bye-law 3(4):

"3(4). Subject to compliance with the rules of the Designated Stock Exchange and any other relevant regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company."

Bye-law 44

by deleting the first sentence of the existing Bye-law 44 and substituting therefor the following:

"The Register and branch Register, as the case may be, shall be open to inspection between 10 a.m. and 12 noon on every business day by members of the public without charge at the Office or such other place at which the Register is kept in accordance with the Act."

Bye-law 46

by deleting the existing Bye-law 46 in its entirety and substituting therefor the following:

"46. Subject to these Bye-laws, any Member may transfer all or any of his shares in any manner permitted by and in accordance with the rules of the Designated Stock Exchange or by an instrument of transfer in the usual or common form or in a form prescribed by the Designated Stock Exchange or in any other form approved by the Board and may be under hand or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time."

by deleting the existing Bye-law 51 in its entirety and substituting therefor the following:

"51. The registration of transfers of shares or of any class of shares may, after notice has been given in accordance with the requirements of any Designated Stock Exchange or by any means in such manner as may be accepted by the Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine."

Bye-law 55

- (a) by inserting the words "and Bye-law 144" immediately after the words "Without prejudice to the rights of the Company under paragraph (2) of this Bye-law" in the existing Bye-law 55(1);
- (b) by inserting the words "(12)" immediately after the words "For the purpose of the foregoing, the "relevant period" means the period commencing twelve" in the last paragraph of the existing Bye-law 55(2);
- (c) by deleting the word "and" appears immediately after the words "To give effect to any such sale the Board may authorise some person to transfer the said shares" and substituting therewith the words "in any manner permitted by and in accordance with the rules of the Designated Stock Exchange or by" in the existing Bye-law 55(3);

Bye-law 59

by deleting the word "notices" appear immediately after the words "are not entitled to receive such" and substituting therewith the word "Notices" in the existing Bye-law 59(2);

by deleting the existing Bye-law 61(1) in its entirety and substituting therewith the following:

"61. (1) All business shall be deemed special that is transacted at a special general meeting, and also all business that is transacted at an annual general meeting, with the exception of sanctioning dividends, the reading, considering and adopting of the accounts and balance sheet and the reports of the Directors and Auditor and other documents required to be annexed to the balance sheet, the election of Directors and appointment of Auditor and other officers in the place of those retiring, the fixing of or the delegation of power to the Directors to fix the remuneration of the Auditor, and the voting of or the delegation of power to the Directors to fix remuneration or extra or special remuneration to the Directors."

Bye-law 63

by deleting the existing Bye-law 63 in its entirety and substituting therewith the following:

"63. The chairman or, in his absence, the deputy chairman (if one is appointed) of the Board shall preside as chairman at every general meeting. If at any meeting the chairman or the deputy chairman (if one is appointed), as the case may be, is not present within fifteen (15) minutes after the time appointed for holding the meeting, or if neither of them (where a deputy chairman is appointed) is willing to act as chairman, the Directors present shall choose one of their numbers to act, or if only one Director is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person (or in the case of a Member being a corporation, by its duly authorised representative) or by proxy and entitled to vote shall elect one of their numbers to be chairman."

by deleting the existing Bye-law 66 in its entirety and substituting therefor the following:

- "66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a general meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Bye-law, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.
 - (2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
 - (a) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
 - (b) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or

(c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Member."

Bye-law 68

by deleting the existing Bye-law 68 in its entirety and substituting therefor the following:

"68. Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange."

Bye-law 70

by deleting the word "Intentionally deleted" in the existing Bye-law 70 and substituting therewith the following as new Bye-law 70:

"70. The requirement or demand for a poll shall not prevent the continuance of a meeting or the transaction of any business other than the question on which the poll is required or has been demanded, and, with the consent of the chairman, it may be withdrawn at any time before the close of the meeting or the taking of the poll, whichever is the earlier."

by deleting the existing Bye-law 73 in its entirety and replacing therefor the following:

"73. In the case of an equality of votes, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have."

Bye-law 75

by deleting the existing Bye-law 75(1) in its entirety and replacing therefor the following:

"75. (1) A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such court, and such receiver, committee, curator bonis or other person may vote by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting, as the case may be."

Bye-law 84

by deleting the existing Bye-law 84(2) in its entirety and substituting therewith the following:

"84. (2) Where a Member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Bye-law shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s))

in respect of the number and class of shares specified in the relevant authorisation including, where a show of hands is permitted or otherwise required, the right to vote individually on a show of hands."

Bye-law 85

by deleting the existing Bye-law 85 in its entirety and substituting therewith the following:

- "85. (1) Subject to the Act, a resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by or on behalf of all persons for the time being entitled to receive notice of and to attend and vote at general meetings of the Company shall, for the purposes of these Bye-laws, be treated as a resolution duly passed at a general meeting of the Company and, where relevant, as a special resolution so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last Member to sign, and where the resolution states a date as being the date of his signature thereof by any Member the statement shall be prima facie evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, each signed by one or more relevant Members.
 - (2) Notwithstanding any provisions contained in these Bye-laws, a resolution in writing shall not be passed for the purpose of removing a Director before the expiration of his term of office under Bye-law 86(4) or for the purposes set out in Bye-law 157 relating to the removal and appointment of the Auditor."

Bye-law 86

- (a) by inserting the words "not less than" immediately before the words "fourteen (14) days" in the existing Bye-law 86(4);
- (b) by deleting the words "appointment of Directors or until his successors is elected or appointed or, in the absence of such election or appointment such general meeting may authorise the Board to fill any vacancy in the number left unfilled." in the existing Bye-law 86(5) and substituting therewith the following:

"annual general meeting of the Company and shall be eligible for re-election, but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting."

by deleting the words "the Bye-laws" and substituting therewith the words "these Bye-laws" in the existing Bye-law 87(1);

Bye-law 88

by deleting the existing Bye-law 88 in its entirety and substituting therewith the following:

"88. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the first day after the despatch of the notice of the general meeting appointed for such election and end on the eighth day after the day of despatch of the Notice, but in any event, no later than seven (7) days prior to the date of such general meeting."

Bye-law 92

by deleting the existing Bye-law 92 in its entirety and substituting therewith the following:

"92. Any Director may at any time by Notice delivered to the Office or head office or at a meeting of the Directors appoint any person to be his alternate Director. Any person so appointed shall have all the rights and powers of the Director or Directors for whom such person is appointed in the alternative provided that such person shall not be counted more than once in determining whether or not a quorum is present. An alternate Director may be removed at any time by the person or body which appointed him and, subject thereto, the office of alternate Director shall continue until the next annual election of Directors or, if earlier, the date on which the relevant Director ceases to be a Director. Any appointment or removal of an alternate Director shall be effected by Notice signed by the appointor and delivered to the Office or head office or tendered at a meeting of the Board. An

alternate Director may also be a Director in his own right and may act as alternate to more than one Director. An alternate Director shall, if his appointor so requests, be entitled to receive notices of meetings of the Board or of committees of the Board to the same extent as and in addition to the Director appointing him and shall be entitled to such extent to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to exercise and discharge all the functions, powers and duties of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Bye-laws shall apply as if he were a Director save that as an alternate for more than one Director his voting rights shall be cumulative."

Bye-law 93

by deleting the existing Bye-law 93 in its entirety and substituting therewith the following:

"93. An alternate Director shall only be a Director for the purposes of the Act and shall only be subject to the provisions of the Act insofar as they relate to the duties and obligations of a Director when performing the functions of the Director for whom he is appointed in the alternative and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for the Director appointing him. An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified by the Company to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part, if any, of the remuneration otherwise payable to his appointor as such appointor may by Notice to the Company from time to time direct."

Bye-law 95

by deleting the existing Bye-law 95 in its entirety and substituting therewith the following:

"95. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director, however, such alternate Director or any other person may be re-appointed by the Directors to serve as an alternate Director PROVIDED always that, if at any meeting any Director retires but is re-elected at the same meeting, any appointment of such alternate Director pursuant to these Bye-laws which was in force immediately before his retirement shall remain in force as though he had not retired."

- (a) by deleting each of the existing Bye-laws 103(1)(vi), 103(2) and 103(3) in its entirety;
- (b) by deleting the words "(within the meaning of the rules of the Designated Stock Exchange)" in the first line of existing Bye-law 103(5) and by renumbering the existing Bye-laws 103(4) and 103(5) as Bye-laws 103(2), and 103(3) respectively;

Bye-law 127

- (a) by deleting the words "a Chairman and a deputy chairman or a president and vice-president," in the existing Bye-law 127(1);
- (b) by deleting the existing Bye-law 127(2) in its entirety and substituting therewith the following:
 - "127. (2) The Directors shall, as soon as may be after each appointment or election of Directors, elect amongst the Directors a chairman; and if more than one (1) Director is proposed for the office, the election to such office shall take place in such manner as the Directors may determine."
- (c) by deleting the first paragraph in the existing Bye-law 127(4) in its entirety and substituting therewith the following:

"Where the Company appoints and maintains a resident representative ordinarily resident in Bermuda in accordance with the Act, the resident representative shall comply with the provisions of the Act."

Bye-law 129

by deleting the existing Bye-law 129 in its entirety and replacing therewith the words "129. intentionally deleted";

by deleting the existing Bye-law 138 in its entirety and substituting therewith the following:

"138. Unless otherwise provided in the Act, no dividend shall be paid and no distribution shall be made out of the contributed surplus if to do so would render the Company unable to pay its liabilities as they become due or the realisable value of its assets would thereby become less than its liabilities."

Bye-law 147

by deleting the existing Bye-law 147 in its entirety and substituting therewith the following:

"147. Before recommending any dividend, the Board may set aside out of the profits of the Company such sums as it determines as reserves which shall, at the discretion of the Board, be applicable for meeting claims on or liabilities of the Company or contingencies or for paying off any loan capital or for equalising dividends or for any purpose to which the profits of the Company may be properly applied and pending such application may, also at such discretion, either be employed in the business of the Company or be invested in such investments (including in the repurchase by the Company of its own securities or the giving of any financial assistance for the acquisition of its own shares or other securities) as the Board may from time to time think fit and so that it shall not be necessary to keep any investments constituting the reserve or reserves separate or distinct from any other investments of the Company. The Board may also without placing the same to reserve carry forward any profits which it may think prudent not to distribute."

Bye-law 148

by deleting the words "and subject to Section 40(2A) of the Act" in the first sentence of the existing Bye-law 148;

by inserting the words "but, if an appointment is not made," immediately after the words "hold office until the conclusion of the next annual general meeting" in the existing Bye-law 154(2);

Bye-law 157

by deleting the word "Intentionally deleted" in the existing Bye-law 157 and substituting therewith the following as new Bye-law 157:

"157. The Members may, at any general meeting convened and held in accordance with these Bye-laws, remove the Auditor by special resolution at any time before the expiration of its term of office and shall, by ordinary resolution, at that meeting appoint another Auditor in its place for the remainder of its term provided that subject to the Act, not less than twenty-one (21) days before the date of the general meeting, notice in writing of the proposed resolution is given to the incumbent Auditor and to the auditor proposed to be appointed."

Bye-law 160

by inserting at the end of the existing Bye-law 160 the following new sentence:

"Notwithstanding the foregoing, the Company may deem consent on the part of a Member to a corporate communication being made available to him on the Company's website if such deemed consent is permitted by the rules of the Designated Stock Exchange and the Company complies with any procedure that the Designated Stock Exchange may require."

Bye-law 163

by inserting at the end of the existing Bye-law 163 the following new sentence:

"The signature to any notice or document to be given by the Company may be written, printed or made electronically.""

8. "THAT subject to the passing of resolution No. 7 set out in the notice convening this meeting, a new set of the Bye-laws which consolidates all of the proposed amendments referred to in resolution No. 7 above and all previous amendments made pursuant to resolutions passed by shareholders of the Company at general meetings, a copy of which has been tabled at the meeting marked "A" and signed by the chairman of this meeting for identification purpose, be and is hereby adopted as the new Bye-laws of the Company in substitution for and to the exclusion of the existing Bye-laws of the Company with immediate effect."

By Order of the Board
Sze Tak On
Company Secretary

Hong Kong, 9 April 2014

Principal place of business in Hong Kong: Unit 906, 9th Floor, AXA Centre, 151 Gloucester Road, Wanchai, Hong Kong

Notes:

- (1) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy or, if he is holder of more than one share, proxies to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company but must be present in person to represent the member.
- (2) A form of proxy for use at the meeting is enclosed. Whether or not you intend to attend the meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon.
- (3) In order to be valid, the form of proxy must be deposited at the office of the Company's Hong Kong branch share registrars, Boardroom Share Registrars (HK) Limited at 31st Floor, 148 Electric Road, North Point, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
- (4) Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

(5) Where there are joint registered holders of any share of the Company, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, then one of such holders whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.

As at the date hereof, the board of directors of the Company comprises of seven directors, of which four are executive directors, namely Mr. Tsang Chiu Mo Samuel (Executive Chairman), Mr. Tsang Chiu Ching (Deputy Chairman), Ms. Tsang Chiu Yuen Sylvia and Ms. Chu Ming Tak Evans Tania; and three are independent non-executive directors, namely Mr. Hui Yan Kit, Mr. Wong Tak Ming Gary and Mr. Au Chi Wai Edward.