

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Century Legend (Holdings) Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee, or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS,
PROPOSED ADOPTION OF THE NEW BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Century Legend (Holdings) Limited to 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. is set out on pages 16 to 30 of this circular. Whether or not you are able to attend such meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of Century Legend (Holdings) Limited in Hong Kong, Boardroom Share Registrars (HK) Limited at 31st Floor, 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event not later than 48 hours before the time for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

DEFINITIONS

In this circular, unless the context otherwise requires, the following terms shall have the following meanings:-

“AGM”	the annual general meeting of the Company to be held on Wednesday, 14 May 2014 at 5:00 p.m. at Unit 906, 9th Floor, AXA Centre, 151 Gloucester Road, Wanchai, Hong Kong, notice of which is set out on pages 16 to 30 of this circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, as amended, modified or supplemented from time to time
“Company”	Century Legend (Holdings) Limited, a company incorporated in Bermuda with limited liability with its Shares listed on the Stock Exchange
“Companies Act”	The Companies Act 1981 of Bermuda
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Issue Mandate”	A general mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares during the period as set out in the ordinary resolution no. 4 in the AGM Notice up to 20% of the issued share capital of the Company as at the date of passing the ordinary resolution
“Latest Practicable Date”	3 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Bye-laws”	The new Bye-laws to be adopted by the Company upon approval by Shareholders at the AGM
“Notice”	Notice of AGM as set out on page 16 to 30 of this circular

DEFINITIONS

“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM notice
“Repurchase Mandate”	A general mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase Shares during the period as set out in the ordinary resolution no. 5 in the AGM Notice up to 10% of the issued share capital of the Company as at the date of passing the ordinary resolution no. 5
“Share(s)”	Ordinary share(s) of HK\$0.20 each in the capital of the Company
“Shareholder(s)”	Holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	Per cent.

LETTER FROM THE BOARD



CENTURY LEGEND (HOLDINGS) LIMITED

世紀建業(集團)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00079)

Executive Directors:

Mr. Tsang Chiu Mo Samuel

(Executive Chairman)

Mr. Tsang Chiu Ching

(Deputy Chairman)

Ms. Tsang Chiu Yuen Sylvia

Ms. Chu Ming Tak Evans Tania

Independent Non-Executive Directors:

Mr. Hui Yan Kit

Mr. Wong Tak Ming Gary

Mr. Au Chi Wai Edward

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place of
business in Hong Kong:*

Unit 906, 9th Floor

AXA Centre

151 Gloucester Road, Wanchai

Hong Kong

9 April 2014

To the shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS,
PROPOSED ADOPTION OF THE NEW BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with requisite information regarding resolutions to be proposed at the AGM of the Company to be held on Wednesday, 14 May 2014. These include resolutions relating to general mandates to issue Shares of the Company and for the repurchase of the Shares by the Company, re-election of Directors who are due to retire at the AGM, the proposed amendments to the Bye-laws and the adoption of the New Bye-laws and to give the AGM notice to the shareholders of the Company at which resolutions approving the above items will be considered and voted upon.

* *For identification purposes only*

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

Approval is being sought from the Shareholders to grant a general mandate in order to ensure flexibility and discretion to the directors in the event it becomes desirable for the Company to issue shares of HK\$0.20 each equal in aggregate up to 20% of its existing issued share capital of the Company (the "Issued Share Capital") as at the date of passing the relevant resolution. The obtaining of such a mandate is in accordance with the Listing Rules.

As at the Latest Practicable Date, the Issued Share Capital comprised 303,609,597 shares of HK\$0.20 each of an aggregate amount of HK\$60,721,919.40. Subject to the passing of the relevant ordinary resolution and on the basis that no further shares are issued or repurchased prior to the annual general meeting on Wednesday, 14 May 2014, the Company will be allowed under the Issue Mandate to issue a maximum of 60,721,919 shares.

The Issue Mandate shall be exercisable during the period from the date of passing of the resolution until whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Bye-laws, or any other applicable laws; or (iii) the date upon which such authority is revoked or varied by ordinary resolution of the Company in general meeting.

The Directors consider that the Issue Mandate will enhance the flexibility for the Company to raise equity financing in future to the extent permitted under the Listing Rules and the Issue Mandate. The Directors confirm that there is no share issued by the Company under the Issue Mandate granted in the last general meeting on 14 May 2013.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general mandate to inter alia, repurchase the Shares of the Company up to 10% of the Repurchase Mandate. The Repurchase Mandate shall be exercisable during the period from the date of passing the resolution until whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Bye-laws, or any other applicable laws; or (iii) the date upon which such authority is revoked or varied by ordinary resolution of the Company in general meeting.

An explanatory statement to provide Shareholders with all the information reasonably necessary for them to make an informed decision in relation to this proposed resolution as required by the Listing Rules concerning the regulations of repurchases by companies of their own securities on the Stock Exchange is set out in the Appendix I to this circular.

LETTER FROM THE BOARD

GENERAL EXTENSION MANDATE TO ISSUE SHARES

An ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate of the total nominal value of the issued share capital of the Company on the date of passing the resolution approving the Issue Mandate.

RE-ELECTION OF DIRECTORS

The board of directors of the Company currently consists of 7 Directors, namely Mr. Tsang Chiu Mo Samuel, Mr. Tsang Chiu Ching, Ms. Tsang Chiu Yuen Sylvia, Ms. Chu Ming Tak Evans Tania, Mr. Hui Yan Kit, Mr. Wong Tak Ming Gary and Mr. Au Chi Wai Edward.

Pursuant to Bye-law 87 of the existing Bye-laws, at each annual general meeting, one-third of the Directors for the time being shall retire from office by rotation. The retiring Directors shall be eligible for re-election. Accordingly, Mr. Tsang Chiu Mo Samuel, Mr. Tsang Chiu Ching and Ms. Chu Ming Tak Evans Tania shall retire at the AGM. All the retiring Directors are eligible for re-election.

Bye-law 88 of the existing Bye-laws provides that 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 notice in writing of the intention to propose that person for election as a director and notice in writing by that person of his willingness to be elected shall have been lodged at the Company's principal place of business or at the Company's branch share registrar at least seven days before the date of the general meeting.

Accordingly, if a shareholder wishes to nominate a person to stand for election as a Director at the AGM, notice of his intention to propose such person for election as a Director and the notice executed by the nominee of his willingness to be elected must be validly served at the principal place of business of the Company at Unit 906, 9th Floor, AXA Centre, 151 Gloucester Road, Wanchai, Hong Kong or at the Company's Hong Kong branch share registrar at Boardroom Share Registrars (HK) Limited at 31st Floor, 148 Electric Road, North Point, Hong Kong on or before 30 April 2014.

If a valid notice from a Shareholder to propose a person to stand for election as a Director at the AGM is received after the printing of this circular, the Company will issue a supplementary circular to inform Shareholders of the details of the additional candidate proposed.

Particulars of the Directors who are proposed for re-election at the AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

The Directors propose to amend the Bye-laws to (i) reflect amendments to the Listing Rules relating to, among other things, the bye-laws or equivalent constitutional documents of listed issuers and certain amendments to the Listing Rules which came into effect on 1 January 2012 and 1 April 2012 respectively, (ii) reflect certain amendments to the Companies Act and (iii) incorporate certain housekeeping amendments. In summary, the major proposed amendments to the Bye-laws (the “Amendments to Bye-laws”) are as follows:

- (a) subject to compliance with the Listing Rules and the rules of any other relevant regulatory authority, to allow the Company to give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any Shares;
- (b) to provide for all resolutions at general meetings of the Company to be decided by poll as required by the Listing Rules except where the chairman in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands;
- (c) to allow the public to inspect the register of members of the Company without charge;
- (d) to exclude a Director from voting (and forming part of the quorum) on any resolution at board meetings in respect of any proposal concerning another company in which such Director or his associates (as defined in the Listing Rules) are interested as a shareholder notwithstanding that such interest is less than 5% of the issued shares of any class of shares or the voting rights of such company;
- (e) to allow paperless transfer of Shares in any manner permitted by and in accordance with the Listing Rules;
- (f) to dispense with the publication of a notice of closure of the register of members of the Company for suspension of registration of share transfers in an appointed newspaper in Bermuda;
- (g) to remove the requirement for appointment of a president and vice president or deputy chairman;
- (h) to amend the applicable solvency test, allowing the Company to declare dividends or distributions if the realisable value of the Company’s assets would not thereby become less than its liabilities, instead of less than the aggregate of its liabilities and its issued share capital and share premium accounts following recent changes to the Companies Act;
- (i) to remove from the capitalisation provisions the reference to Section 40(2A) of the Companies Act which has been repealed by Bermuda law; and

LETTER FROM THE BOARD

- (j) other amendments to better align with the wordings in the Companies Act and the Listing Rules.

Details of the proposed Amendments to Bye-laws are set out in the Notice contained in this circular.

The legal adviser to the Company as to Hong Kong law has confirmed that the proposed Amendments to Bye-laws comply with the requirements of the Listing Rules. The legal adviser to the Company as to Bermuda law has confirmed that the proposed Amendments to Bye-laws do not violate the applicable laws of Bermuda. The Company confirms that there is nothing unusual about the proposed amendments for a Bermuda company listed on the Stock Exchange.

Shareholders are advised that the Bye-laws are available in English and Chinese. The Chinese translation of the Bye-laws is for reference only. In case of any inconsistency, the English version shall prevail.

PROPOSED ADOPTION OF THE NEW BYE-LAWS

Subject to the Amendments to Bye-laws being approved by Shareholders at the AGM, the Board would like the Company to adopt the New Bye-laws incorporating all previous amendments passed by shareholders at general meetings and the Amendments to Bye-laws, in substitution for and to the exclusion of the existing Bye-laws, instead of amending the existing Bye-laws on a piecemeal basis, which may lead to confusion and complication in the future.

The proposed Amendments to Bye-laws and the proposed adoption of the New Bye-laws are subject to the approval of Shareholders by way of special resolutions at the AGM.

ANNUAL GENERAL MEETING

The Notice is set out on pages 16 to 30 of this circular. The AGM 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..

There is enclosed a form of proxy for use at the AGM. Whether or not you are able to attend such meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited at 31st Floor, 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event not later than forty-eight (48) hours before the time for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish and in such case the proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Bye-law 66, all resolutions set out in the notice of the AGM will be decided by poll. The Chairman of the meeting will at the AGM demand, pursuant to Bye-law 66 of the Company, poll voting on all resolutions set out in the notice of the AGM.

On a poll, pursuant to Bye-law 66 of the Company, subject to any special rights or restrictions as to voting for the time being attached to any Shares and to the provisions of the Bye-laws, every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorized representative or proxy, shall have one vote for every Share of which he/she is the holder.

After closure of the AGM, the poll results will be published on the HKExnews website at www.hkexnews.hk and Company's website at www.clh.com.hk.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which make any statement contained herein misleading.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, none of the Shareholders has a material interest in the Amendments to Bye-laws as at the Latest Practicable Date and as such, none of the Shareholders will be required to abstain from voting at the AGM in respect of the resolutions relating to the Amendments to Bye-laws and adoption of the New Bye-laws.

RECOMMENDATIONS AND DOCUMENTS FOR INSPECTION

The Directors consider that the Issue Mandate, the Repurchase Mandate, the general extension to the Issue Mandate, the re-election of Directors, the proposed Amendments to Bye-laws and the adoption of the New Bye-laws as aforesaid are in the best interest of the Company and its Shareholders and accordingly recommend that all Shareholders should vote in favour of all resolutions to be proposed at the said annual general meeting as they intend to do so themselves in respect of their own holdings.

Copies of the existing Bye-laws and the proposed New Bye-laws are available for inspection at the head office and principal place of business of the Company in Hong Kong at Unit 906, 9th Floor, AXA Centre, 151 Gloucester Road, Wanchai, Hong Kong during normal business hours (from 9:30 a.m. to 5:00 p.m.) on any business day (excluding Saturdays, Sundays and public holidays) from the date of this circular up to and including the date of the AGM.

Yours faithfully,
On behalf of the Board
Chu Ming Tak Evans Tania
Executive Director

This explanatory statement contains all the information required pursuant to rule 10.06(1)(b) and other relevant provisions of the Listing Rules.

THE SHARE REPURCHASE RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their fully-paid up Shares on the Stock Exchange subject to certain restrictions. In this regard, the definition of “Shares” in the Listing Rules would, and where used below in this explanatory statement (including the use of the word “Share”) shall (unless the context otherwise requires) include shares of all classes and securities which carry a right to subscribe or purchase shares of the Company.

EXERCISE OF THE REPURCHASE MANDATE

The ordinary resolution No. 5 relates to the granting of a general and unconditional mandate to the Directors to repurchase, on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognized by The Securities and Futures Commission of Hong Kong, Shares of up to a maximum of 10% of the issued share capital of the Company as at the date of the passing of the relevant resolution.

As at the Latest Practicable Date, the issued share capital of the Company comprised 303,609,597 Shares of HK\$0.20 each of an aggregate amount of HK\$60,721,919.40. Subject to the passing of the relevant ordinary resolution and on the basis that no further shares are issued or repurchased prior to the annual general meeting on Wednesday, 14 May 2014, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 30,360,959 Shares during the period ending on the earliest of the conclusion of the next annual general meeting of the Company; the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Bye-laws to be held; or the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

REASONS FOR REPURCHASE

The Directors believe that the repurchase proposal is in the best interests of the Company and its Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time lead to an enhancement of the net value of the Company’s shares and its assets and/or its earnings per share and will only be made when the Directors believe that such repurchase will benefit the Company and its Shareholders.

FUNDING OF REPURCHASE

In repurchasing shares, the Company may only apply funds legally available, from funds available for dividend or distribution or out of proceeds of new issue, for such purpose in accordance with its Memorandum of Association and Bye-laws and the laws of Bermuda.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts for the year ended 31 December 2013) in the event that the mandate to repurchase shares is exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the 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 level which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, any of their associates (as defined in the Listing Rules) has any present intention, if the Repurchase Proposal is approved by the Shareholders at the AGM to sell any shares to the Company or companies which are for the time being and from time to time the subsidiaries of the Company within the meaning of Section 2 of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), whether incorporated in Hong Kong, Macau, Bermuda, the British Virgin Islands or elsewhere (the "Subsidiaries").

The Directors have undertaken to the Stock Exchange that so far as the same may be applicable, they will exercise the repurchase mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

If as a result of the exercise of the power to repurchase shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Hong Kong Code on Takeovers and Mergers (the "Takeover Code"). As a result, a shareholder or group of Shareholders acting in concert depending on the level of increase of the shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code.

The Directors are not aware of any Shareholders or group of Shareholders acting in concert, who will be obliged to make a mandatory offer as a result of the exercise in full of the Repurchase Mandate.

As at the Latest Practicable Date, to the best knowledge and belief of the Company, Barsmark Investment Limited ("Barsmark") was beneficially interested in approximately 13.44 per cent (13.44%) of the Issued Share Capital of the Company and ST (79) Investment Limited ("ST (79) Investment") was beneficially interested in approximately 29.08 per cent

(29.08%) of the Issued Share Capital of the Company. Barsmark and ST (79) Investment are wholly and beneficially owned indirectly as to one-third by each of Mr. Tsang Chiu Mo Samuel, Mr. Tsang Chiu Ching and Ms. Tsang Chiu Yuen Sylvia. Mr. Tsang Chiu Mo Samuel, Mr. Tsang Chiu Ching and Ms. Tsang Chiu Yuen Sylvia are executive directors of the Company. Mr. Tsang Chiu Ching individually was beneficially interested in approximately 0.25% of the Issued Share Capital of the Company. Ms. Tsang Chiu Yuen Sylvia individually was beneficially interested in approximately 1.96% of the Issued Share Capital of the Company. Szeto Investments Holdings (Amusement) Limited (“Szeto Investments”) was beneficially interested in approximately 9.73 per cent (9.73%) of the Issued Share Capital of the Company. Szeto Investments is wholly and beneficially owned by Ms. Szeto Yuk Lin. Ms. Szeto Yuk Lin is the mother of Mr. Tsang Chiu Mo Samuel, Mr. Tsang Chiu Ching and Ms. Tsang Chiu Yuen Sylvia. Therefore, Barsmark, ST (79) Investment, Mr. Tsang Chiu Ching, Ms. Tsang Chiu Yuen Sylvia and Szeto Investments are shareholders acting in concert and holding in aggregate approximately 54.46 per cent (54.46%) interest in the Company.

In the event that the Directors should exercise in full the power to repurchase shares which is proposed to be granted at the forth coming annual general meeting, the beneficial interest of Barsmark, ST (79) Investment, Mr. Tsang Chiu Ching, Ms. Tsang Chiu Yuen Sylvia and Szeto Investments in the Company would increase to approximately 60.49 per cent (60.49%) of the Issued Share Capital of the Company respectively, and such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeover Code.

Currently, the Directors have no intention to exercise the powers of the Company to make any repurchases of the shares of the Company. In any event, the directors do not intend to exercise the Repurchase Mandate to an extent which will trigger off the mandatory offer requirement pursuant to the rules of the Takeover Code or which will reduce the aggregate amount of the share capital of the Company in public hands to below 25%.

No connected persons or their associates (as defined in the Listing Rules) have notified the Company that they have a present intention to sell shares of the Company to the Company in the event that the Company is authorised to make repurchases of shares of the Company or have undertaken not to sell any of the shares of the Company held by them to the Company, in the event that the Company is authorised to make repurchases of shares of the Company.

SHARE REPURCHASED BY THE COMPANY

The Company has not repurchased any of its Shares, whether on the Stock Exchange or otherwise, during the previous six months as at the Latest Practicable Date.

SHARE PRICES

The highest and lowest price at which the Company's shares were traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

Month	Price of Share	
	Highest HK\$	Lowest HK\$
2013		
April	0.325	0.260
May	0.320	0.295
June	0.380	0.300
July	0.360	0.300
August	0.380	0.305
September	0.560	0.340
October	0.470	0.385
November	0.530	0.405
December	0.680	0.410
2014		
January	0.475	0.390
February	0.580	0.380
March	0.510	0.435
April (ended 3 April 2014)	0.480	0.430

Details of Directors proposed for re-election at the AGM are set out as follows:

Mr. Tsang Chiu Mo Samuel, aged 40, joined the Company as Executive Director in 1999 and was appointed Executive Chairman in 2004. He is also a director of all the Subsidiaries. Mr. Tsang Chiu Mo Samuel is responsible for the Group's strategic planning, business development and general management. Before joining the Group, he had attained solid experience in property development, hotel management, financing and strategic investment. Mr. Tsang Chiu Mo Samuel holds a Master degree in corporate finance.

The Company has entered into a service contract with Mr. Tsang Chiu Mo Samuel for a term of 2 years from 16 September 2005, and will continue thereafter unless and until terminated by either the Company or Mr. Tsang Chiu Mo Samuel by giving not less than six months' prior notice in writing and such appointment is subject at all times to the Bye-laws of the Company. Under the Bye-laws of the Company, one-third of the directors of the Company shall retire at each annual general meeting and, if eligible they may offer themselves for re-election. Mr. Tsang Chiu Mo Samuel is entitled to receive an annual director's fee and remuneration from the Group of HK\$2,646,000 which has been determined with reference to Mr. Tsang Chiu Mo Samuel's contribution to the Group in terms of time, effort, experience and expertise as well as prevailing human capital market condition.

Mr. Tsang Chiu Mo Samuel is the elder brother of Mr. Tsang Chiu Ching, Deputy Chairman of the Company and director of the Subsidiaries and Ms. Tsang Chiu Yuen Sylvia, executive director of the Company and director of a number of the Subsidiaries. Mr. Tsang Chiu Mo Samuel, Mr. Tsang Chiu Ching and Ms. Tsang Chiu Yuen Sylvia are shareholders and directors of Barsmark Investments Limited ("Barsmark") and ST (79) Investment Limited ("ST (79) Investment"), substantial shareholders holding in aggregate 42.52% interest of the Company. Mr. Tsang Chiu Mo Samuel holds one-third interest in Barsmark and ST (79) Investment. He is also the son of Ms. Szeto Yuk Lin, beneficial shareholder of Szeto Investments Holdings (Amusement) Limited ("Szeto Investments"), a shareholder holding 9.73% interest of the Company. Save as disclosed, Mr. Tsang Chiu Mo Samuel does not have any interests in Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"), nor does he have any relationships with any Director, senior management or substantial or controlling Shareholder of the Company.

Save as disclosed above, Mr. Tsang Chiu Mo Samuel did not hold any directorships in other listed public companies in the last three years.

In relation to the re-election of Mr. Tsang Chiu Mo Samuel as Executive Director and Executive Chairman of the Company, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Mr. Tsang Chiu Ching, aged 37, was appointed Executive Director and Deputy Chairman of the Company in 1999 and 2007 respectively. He is also a director of all the Subsidiaries. Mr. Tsang Chiu Ching is responsible for the evaluation and implementation of business development strategies as well as investment activities.

The Company has entered into a service contract with Mr. Tsang Chiu Ching for a term of 2 years from 16 September 2005, and will continue thereafter unless and until terminated by either the Company or Mr. Tsang Chiu Ching by giving not less than six months' prior notice in writing and such appointment is subject at all times to the Bye-laws of the Company. Under the Bye-laws, one-third of the directors of the Company shall retire from office at each annual general meeting and, if eligible, they may offer themselves for re-election. Mr. Tsang Chiu Ching is entitled to receive an annual director's fee and remuneration of HK\$2,844,000 which has been determined by reference to the prevailing human capital market conditions as well as his relevant experience, duties and responsibilities and time spent on the affairs of the Group.

Mr. Tsang Chiu Ching is the younger brother of Mr. Tsang Chiu Mo Samuel and Ms. Tsang Chiu Yuen Sylvia. Apart from his personal interest in 749,250 Shares of the Company, Mr. Tsang Chiu Ching is a director and shareholder holding one-third interest in Barsmark and ST (79) Investment, substantial shareholders holding in aggregate 42.52% interest of the Company. He is also the son of Ms. Szeto Yuk Lin, beneficial shareholder of Szeto Investments, a shareholder holding 9.73% interest of the Company. Save as disclosed, Mr. Tsang Chiu Ching does not have any interests in Shares within the meaning of Part XV of the SFO, nor does he have any relationships with any Director, senior management or substantial or controlling Shareholder of the Company.

Save as disclosed above, Mr. Tsang Chiu Ching did not hold any directorships in other listed public companies in the last three years.

In relation to the re-election of Mr. Tsang Chiu Ching as Executive Director and Deputy Chairman of the Company, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Ms. Chu Ming Tak Evans Tania (“Ms. Chu”), aged 56, joined the Group in 1999 and was appointed Executive Director in 2001. She is also a director of all the Subsidiaries. Ms. Chu is responsible for overseeing the Group’s Finance and Human Resources & Corporate Affairs departments as well as all legal matters of the Group.

The Company has entered into a service contract with Ms. Chu for a term of 2 years from 16th September 2005, and will continue thereafter unless and until terminated by either the Company or Ms. Chu by giving not less than six months’ prior notice in writing and such appointment is subject at all times to the Bye-laws of the Company. Under the Bye-laws, one-third of the directors of the Company shall retire from office at each annual general meeting and, if eligible, they may offer themselves for re-election. Ms. Chu is entitled to receive an annual director’s fee and remuneration of HK\$888,000 which has been determined by reference to the prevailing human capital market conditions and her duties and responsibilities with the Group.

Save as disclosed above, Ms. Chu did not hold any directorships in other listed public companies in the last three years, nor does she have any interests in the Shares within the meaning of Part XV of the SFO or any relationships with any Director, senior management or substantial or controlling Shareholder of the Company.

In relation to the re-election of Ms. Chu as Executive Director of the Company, there is no information which is discloseable nor is/was she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



CENTURY LEGEND (HOLDINGS) LIMITED

世紀建業(集團)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00079)

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;
 - (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

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

(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;

NOTICE OF ANNUAL GENERAL MEETING

“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.”

Bye-law 3

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.”

NOTICE OF ANNUAL GENERAL MEETING

Bye-law 51

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);

NOTICE OF ANNUAL GENERAL MEETING

Bye-law 61

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.”

NOTICE OF ANNUAL GENERAL MEETING

Bye-law 66

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

NOTICE OF ANNUAL GENERAL MEETING

- (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.”

Bye-law 73

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.”

NOTICE OF ANNUAL GENERAL MEETING

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.”

NOTICE OF ANNUAL GENERAL MEETING

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.”

Bye-law 87

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

NOTICE OF ANNUAL GENERAL MEETING

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

NOTICE OF ANNUAL GENERAL MEETING

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.”

Bye-law 103

- (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;

NOTICE OF ANNUAL GENERAL MEETING

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”;

Bye-law 138

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

NOTICE OF ANNUAL GENERAL MEETING

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;

Bye-law 154

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.””

NOTICE OF ANNUAL GENERAL MEETING

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.