

**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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*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00079)**

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

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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 Friday, 20 May 2016 at 4:00 p.m. is set out on pages 15 to 18 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 Friday, 20 May 2016 at 4:00 p.m. at Unit 906, 9th Floor, AXA Centre, 151 Gloucester Road, Wanchai, Hong Kong, and any adjournment thereof
“AGM Notice”	Notice of AGM as set out on page 15 to 18 of this circular
“Board”	the board of Directors
“Bye-laws”	The Bye-laws of the Company in force 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
“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”	11 April 2016, 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, as amended from time to time
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM Notice

## DEFINITIONS

“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 Share(s)
“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



*(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

15 April 2016

*To the shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE SHARES AND TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS  
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 Friday, 20 May 2016. These include resolutions relating to general mandates to issue Shares of the Company and for the repurchase of the Shares by the Company and re-election of Directors who are due to retire at the AGM and to give the AGM Notice to the Shareholders 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 309,705,597 shares of HK\$0.20 each of an aggregate amount of HK\$61,941,119.40. 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 Friday, 20 May 2016, the Company will be allowed under the Issue Mandate to issue a maximum of 61,941,119 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 26 May 2015.

### 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 Issued Share Capital as at the date of passing the relevant resolution pursuant to the Listing Rules. 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 Ching, Ms. Chu Ming Tak Evans Tania and Mr. Wong Tak Ming Gary shall retire at the AGM. All the retiring Directors are eligible for re-election.

Pursuant to Appendix 14 to the Listing Rules, serving more than nine years could be relevant to the determination of a non-executive director's independence. If an independent non-executive director serves more than nine years, his/her further appointment should be subject to a separate resolution to be approved by shareholders. The papers to shareholders accompanying that resolution should include the reasons why the Board believes he/she is still independent and should be re-elected.

Mr. Wong Tak Ming Gary ("Mr. Wong") has been appointed as an independent non-executive Director for more than nine years. He does not have any management role in the Group and he has no relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

The Company received from Mr. Wong a confirmation of independence pursuant to Rule 3.13 of the Listing Rules. In this regard, the Board is satisfied that Mr. Wong is a person of integrity and stature and believes that his re-appointment allows the Board as well as the Group to continuously benefit from the sharing of his invaluable experience, contribution and participation. Also, the Board is of the view that Mr. Wong is independent in accordance with the independence guidelines. Therefore, the Board recommended the re-appointment and re-election of Mr. Wong as an independent non-executive Director in the AGM.

## LETTER FROM THE BOARD

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 29 April 2016.

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.

### **ANNUAL GENERAL MEETING**

The Notice is set out on pages 15 to 18 of this circular. The AGM will be held at Unit 906, 9th Floor, AXA Centre, 151 Gloucester Road, Wanchai, Hong Kong on Friday, 20 May 2016 at 4:00 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.

### **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.



## LETTER FROM THE BOARD

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](http://www.hkexnews.hk) and Company's website at [www.clh.com.hk](http://www.clh.com.hk).

### RESPONSIBILITY STATEMENT

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

### RECOMMENDATIONS

The Directors consider that the Issue Mandate, the Repurchase Mandate, the general extension to the Issue Mandate, the re-election of Directors, 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.

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 309,705,597 Shares of HK\$0.20 each of an aggregate amount of HK\$61,941,119.40. 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 Friday, 20 May 2016, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 30,970,559 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 2015) 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 close 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, 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 Investments Limited (“Barsmark”) was beneficially interested in approximately 6.24 per cent (6.24%) of the Issued Share Capital of the Company and ST (79) Investment Limited (“ST (79) Investment”) was beneficially interested in approximately 28.50 per cent (28.50%) 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 0.24% of the Issued Share Capital of the Company. Ms. Tsang Chiu Yuen Sylvia individually was beneficially interested in approximately 0.99% of the Issued Share Capital of the Company. Szeto Investments Holdings (Amusement) Limited (“Szeto Investments”) was beneficially interested in approximately 16.47 per cent (16.47%) 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 52.44 per cent (52.44%) 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 58.27 per cent (58.27%) 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 core 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:

<b>Month</b>	<b>Price of Share</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2015</b>		
April	1.07	0.52
May	1.15	0.86
June	1.53	1.00
July	1.29	0.50
August	0.88	0.65
September	1.02	0.61
October	1.00	0.88
November	1.02	0.84
December	0.93	0.81
<b>2016</b>		
January	0.90	0.74
February	0.89	0.77
March	0.83	0.79
April (ended 11 April 2016)	0.82	0.80

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

**Mr. Tsang Chiu Ching (“Mr. Tsang”)**, aged 39, was appointed as Executive Director, and Deputy Chairman in 1999 and 2007 respectively. He is responsible for the evaluation and implementation of business development strategies, as well as investment activities. Before joining the Group, Mr. Tsang worked in a finance company responsible for corporate finance functions, direct investments and project financing.

The Company has entered into a service contract with Mr. Tsang 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 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.

As an Deputy Chairman and Executive Director, Mr. Tsang is entitled to receive an annual remuneration of HK\$3,360,000 and a year end discretionary bonus as determined by both the remuneration committee of the Company and the Board with reference to the prevailing market conditions, Mr. Tsang’s contribution to the Group in terms of time, effort, experience and expertise.

Mr. Tsang is the brother of Mr. Tsang Chiu Mo Samuel, Executive Chairman and director of the Company and all its Subsidiaries and Ms. Tsang Chiu Yuen Sylvia, director of both the Company and some of its Subsidiaries. Apart from his personal interest in 749,250 Shares of the Company, Mr. Tsang, Mr. Tsang Chiu Mo Samuel 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 34.74% interest of the Company. Mr. Tsang holds one-third interest in each of Barsmark and ST (79) Investment. He is also the son of Ms. Szeto Yuk Lin, beneficial shareholder of Szeto Investments Holdings (Amusement) Limited, a shareholder holding 16.47% interest of the Company.

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

In relation to the re-election of Mr. Tsang as Deputy Chairman and Executive Director, 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 58, joined the Group in 1999 and was appointed as Executive Director in 2001. She has also become a member of the Nomination Committee and Remuneration Committee since 2013. Besides overseeing the Group’s Finance and Human Resources & Corporate Affairs departments, she is also responsible for all legal matters of the Group.

Ms. Chu received her tertiary education in Canada. Prior to joining the Group, she had more than 12 years of experience working in the financial field of various commercial enterprises both in Hong Kong and Canada.

The Company has entered into a service contract with Ms. Chu for a term of 2 years from 16 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.

As an Executive Director and member of the Nomination Committee and Remuneration Committee, Ms. Chu is entitled to receive an annual remuneration of HK\$996,000 and a year end discretionary bonus as determined by both the remuneration committee of the Company and the Board with reference to the prevailing market conditions, Ms. Chu’s contribution to the Group in terms of time, effort, experience and expertise.

As at the Latest Practicable Date, Ms. Chu was interested in share options entitling her to subscribe for 8,930,087 Shares representing approximately 2.88% of the Issued Share Capital of the Company. Save as disclosed, Ms. Chu 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 she have any relationships with any Director, senior management or substantial or controlling Shareholder of the Company.

Save as disclosed above, Ms. Chu did not hold any directorships in other listed public companies in the last three years.

In relation to the re-election of Ms. Chu as Executive Director and member of the Nomination Committee and Remuneration Committee, 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.

**Mr. Wong Tak Ming Gary (“Mr. Wong”)**, aged 40, was appointed as an Independent Non-executive Director of the Company and Chairman of the Audit Committee in 2006. He is also a member of the Nomination Committee. Mr. Wong is a practicing certified public accountant in Hong Kong and a fellow member of both the Association of Chartered Certified Accountants and the Taxation Institution of Hong Kong and also an associate of the Institute of Chartered Accountants in England and Wales. He now runs a professional accountancy firm and has over 10 years of experience in accounting, auditing, taxation and corporate finance. Mr. Wong is also an independent non-executive director of Emperor International Holdings Limited (stock code: 163), a company listed on the main board of the Hong Kong Stock Exchange of Hong Kong Limited.

The Company has renewed a service contract with Mr. Wong for 1 year 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.

As an Independent Non-executive Director, Chairman of the Audit Committee and member of the Nomination Committee, Mr. Wong is entitled to receive an annual director’s fee of HK\$40,000 based on the Company’s remuneration policy for independent non-executive directors of the Company with reference to the duties and responsibilities undertaken by him and the workload, scale and complexity of the Company’s business involved.

Save as disclosed above, Mr. Wong did not hold any directorships in other listed public companies in the last three years, nor does he have any interest in the Shares within the meaning of Part XV of the SFO or any relationships with any Directors, senior management or substantial or controlling Shareholders of the Company.

In relation to the re-election of Mr. Wong as Independent Non-executive Director, Chairman of the Audit Committee and member of the Nomination Committee, 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.



## 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 Friday, 20 May 2016 at 4:00 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 2015.
2. (a) To re-elect Mr. Tsang Chiu Ching as Deputy Chairman and executive director;  
(b) To re-elect Ms. Chu Ming Tak Evans Tania as executive Director;  
(c) To re-elect, approve and confirm the continuous appointment of Mr. Wong Tak Ming Gary who has already served the Company for more than nine years as an independent non-executive director; and  
(d) To authorise the board of directors to fix the remuneration of the directors.
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;

\* For identification purposes only

## NOTICE OF ANNUAL GENERAL MEETING

(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;

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(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.”

By Order of the Board  
**Sze Tak On**  
*Company Secretary*

Hong Kong, 15 April 2016

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

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*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/she is holder of more than one share, proxies to attend and, in the event of a poll, vote in his/her 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.