

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



NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Century City International Holdings Limited (“**Company**”) will be held at Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Friday, 24 April 2020 at 11:00 a.m. (the “**SGM**”) for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution, which will be proposed as ordinary resolution of the Company:

ORDINARY RESOLUTION

- “(a) THAT the disposal of the Second Cosmo Shares (as defined in the circular of the Company dated 31 March 2020 (“**Circular**”) to its shareholders of which this notice forms part) by the Second Cosmo Shares Vendor (as defined in the Circular), a subsidiary of the Company, to the Second Cosmo Shares Purchaser (as defined in the Circular) on the terms and subject to the conditions of the Second Cosmo Shares Transfer Agreement (as defined in the Circular) and the transactions contemplated by the Second Cosmo Shares Transfer Agreement as described in the Circular, be and are hereby approved, ratified and/or confirmed and that the directors of the Company be and are hereby authorised to take all such steps to implement the same and to execute all documents and deeds as may be necessary or appropriate in relation thereto, subject to such non-material modifications, amendments, waivers, variations or extensions of such terms and conditions as they think fit; and
- (b) THAT the acquisition of the AMTD III Shares (as defined in the Circular) by P&R Finance (as defined in the Circular), a subsidiary of the Company, from the AMTD Shares Vendor (as defined in the Circular) on the terms and subject to the conditions of the AMTD III Acquisition Agreement (as defined in the Circular) and the transactions contemplated by the AMTD III Acquisition Agreement as described in the Circular, be and are hereby approved, ratified and/or confirmed and that the directors of the Company be and are hereby authorised to take all such steps to implement the same and to execute all documents and deeds as may be necessary or appropriate in relation thereto, subject to such non-material modifications, amendments, waivers, variations or extensions of such terms and conditions as they think fit.”

By order of the board of directors of
Century City International Holdings Limited
Eliza LAM Sau Fun
Secretary

Hong Kong, 31 March 2020

Registered office:
4th Floor North
Cedar House
41 Cedar Avenue
Hamilton HM12
Bermuda

*Head office and principal place of business
in Hong Kong:*
11th Floor, 68 Yee Wo Street
Causeway Bay
Hong Kong

Notes:

1. For the purpose of ascertaining shareholders' entitlement to attend and vote at the SGM, the register of ordinary shareholders of the Company will be closed from Tuesday, 21 April 2020 to Friday, 24 April 2020, both dates inclusive, and no transfer of ordinary shares of the Company will be effected during such period. In order to be entitled to attend and vote at the SGM, all transfers of ordinary shares of the Company, duly accompanied by the relevant share certificates must be lodged with the Company's branch registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Monday, 20 April 2020.
2. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf at the meeting. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's branch registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member 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.
4. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy, and for this purpose seniority shall be determined by the order in which the names stand in the register of the Company in respect of the joint holdings.
5. Votes cast at a general meeting will be taken by poll 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.
6. In the event that a typhoon signal no. 8 (or above) or a black rainstorm warning is in effect on the day of the meeting, shareholders are requested to call the Company's hotline at (852) 2894-7546 on that day to enquire about the arrangements of the meeting.

As at the date of this announcement, the board of directors of the Company comprises the following members:

Executive directors:

Mr. LO Yuk Sui

(Chairman and Chief Executive Officer)

Mr. Jimmy LO Chun To *(Vice Chairman)*

Miss LO Po Man *(Vice Chairman)*

Mr. Kenneth NG Kwai Kai

(Chief Operating Officer)

Mr. Donald FAN Tung

Mr. Kelvin LEUNG So Po

Independent non-executive directors:

Mr. Anthony CHUANG

Ms. Winnie NG, JP

Mr. WONG Chi Keung