

Provisional Allotment Letter Number

暫定配額通知書編號

**IMPORTANT**  
**重要提示**

THIS FORM IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS DOCUMENT AND THE ACCOMPANYING FORM OF APPLICATION FOR EXCESS RIGHTS SHARES EXPIRES AT 4:00 P.M. ON TUESDAY, 2 NOVEMBER 2010.

此乃有價值及可轉讓的表格，並應即時處理。本文件及隨附的額外供股股份申請表格所載的要約於二零一零年十一月二日(星期二)下午四時正截止。

IF YOU ARE IN ANY DOUBT ABOUT THIS FORM, OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER LICENSED SECURITIES DEALER, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下如對本表格或應採取的行動有任何疑問，應諮詢閣下的股票經紀或其他持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

A COPY OF THIS FORM, TOGETHER WITH A COPY OF THE RIGHTS ISSUE PROSPECTUS OF THE COMPANY DATED 19 OCTOBER 2010 (THE "PROSPECTUS"), THE FORM OF APPLICATION FOR EXCESS RIGHTS SHARES AND (WHERE APPLICABLE) THE DOCUMENTS SPECIFIED IN THE PARAGRAPH HEADED "DOCUMENTS REGISTERED BY THE REGISTRARS OF COMPANIES" IN APPENDIX III TO THE PROSPECTUS, HAVE BEEN REGISTERED WITH THE REGISTRAR OF COMPANIES IN HONG KONG AS REQUIRED BY SECTION 342C OF THE COMPANIES ORDINANCE, CHAPTER 32 OF THE LAWS OF HONG KONG. A COPY OF EACH OF THE PROSPECTUS DOCUMENTS HAS BEEN, OR WILL AS SOON AS REASONABLY PRACTICABLE AFTER THE PROSPECTUS POSTING DATE BE FILED WITH THE REGISTRAR OF COMPANIES IN BERMUDA IN ACCORDANCE WITH THE COMPANIES ACT 1981 OF BERMUDA, THE SECURITIES AND FUTURES COMMISSION OF HONG KONG, THE REGISTRAR OF COMPANIES IN HONG KONG AND THE REGISTRAR OF COMPANIES IN BERMUDA TAKE NO RESPONSIBILITY AS TO THE CONTENTS OF ANY OF THESE DOCUMENTS.

本表格與本公司於二零一零年十月十九日刊發的招股章程(章程)、額外供股股份申請表格及(倘適用)章程附錄三(送呈香港公司註冊處處長登記之文件)一段所述的文件，已遵照香港法例第32章公司條例第342C條的規定送交香港公司註冊處處長存檔。各章程文件的副本已或將遵照百慕達1981年公司法於章程寄發日期後在合理可行情況下盡快送呈百慕達公司註冊處處長存檔。香港證券及期貨事務監察委員會、香港公司註冊處處長及百慕達公司註冊處處長對任何此等文件的內容概不負責。

DEALINGS IN THE SECURITIES OF THE COMPANY MAY BE SETTLED THROUGH CCASS OPERATED BY HKSCC AND YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER LICENSED SECURITIES DEALER OR OTHER REGISTERED DEALER IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER FOR DETAILS OF THE SETTLEMENT ARRANGEMENTS AND HOW SUCH ARRANGEMENTS MAY AFFECT YOUR RIGHTS AND INTERESTS.

HONG KONG EXCHANGES AND CLEARING LIMITED, THE STOCK EXCHANGE AND HKSCC TAKE NO RESPONSIBILITY FOR THE CONTENTS OF THIS DOCUMENT, 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 DOCUMENT.

香港交易及結算所有限公司、聯交所及香港結算對本文件的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不認因本文件全部或任何部分內容而產生或因依賴該等內容而引致的任何損失承擔任何責任。

SUBJECT TO THE GRANTING OF THE LISTING OF, AND PERMISSION TO DEAL IN, THE RIGHTS SHARES IN BOTH THEIR NIL-PAID AND FULLY-PAID FORMS ON THE STOCK EXCHANGE AS WELL AS COMPLIANCE WITH THE STOCK ADMISSION REQUIREMENTS OF HKSCC, THE RIGHTS SHARES IN BOTH THEIR NIL-PAID AND FULLY-PAID FORMS WILL BE ACCEPTED AS ELIGIBLE SECURITIES BY HKSCC FOR DEPOSIT, CLEARANCE AND SETTLEMENT IN CCASS WITH EFFECT FROM THE RESPECTIVE COMMENCEMENT DATES OF DEALINGS IN THE RIGHTS SHARES IN THEIR NIL-PAID AND FULLY-PAID FORMS ON THE STOCK EXCHANGE OR SUCH OTHER DATES AS DETERMINED BY HKSCC. SETTLEMENT OF TRANSACTIONS BETWEEN PARTICIPANTS OF THE STOCK EXCHANGE ON ANY TRADING DAY IS REQUIRED TO TAKE PLACE IN CCASS ON THE SECOND TRADING DAY THEREAFTER. ALL ACTIVITIES UNDER CCASS ARE SUBJECT TO THE GENERAL RULES OF CCASS AND CCASS OPERATIONAL PROCEDURES IN EFFECT FROM TIME TO TIME.

待供股股份(以未繳股款及繳足股款形式)獲准於聯交所上市及買賣，以及遵守香港結算的供股股份收納規定後，未繳股款及繳足股款的供股股份將獲香港結算納為合資格證券，由未繳股款及繳足股款的供股股份各自開始於聯交所買賣的日期或由香港結算決定的有關其他日期起，可在中央結算系統內寄存、結算及交收。聯交所參與者於任何交易日的交易交收須於其後第二個交易日於中央結算系統進行。於中央結算系統進行的一切活動均須遵照不時生效的《中央結算系統一般規則》及《中央結算系統運作程序規則》進行。



# 世紀城市國際控股有限公司

## Century City International Holdings Limited

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code: 355)

(股份代號: 355)

### RIGHTS ISSUE OF 239,180,432 RIGHTS SHARES OF

HK\$0.10 EACH AT HK\$0.48 PER RIGHTS SHARE

ON THE BASIS OF ONE (1) RIGHTS SHARE FOR

EVERY TEN (10) SHARES HELD ON THE RECORD DATE

按於記錄日期

每持有十(10)股股份獲發一(1)股供股股份

的基準以每股供股股份0.48港元

供股發行

239,180,432股每股0.10港元的供股股份

### PROVISIONAL ALLOTMENT LETTER

暫定配額通知書

Branch share registrar in Hong Kong:  
**Tricor Tengis Limited**  
26th Floor, Tesbury Centre  
28 Queen's Road East, Wanchai  
Hong Kong

香港股份過戶登記處:  
卓佳登捷時有限公司  
香港  
灣仔皇后大道東28號  
金鐘匯中心26樓

Registered office:  
註冊辦事處:  
Rosebank Centre  
11 Bermudiana Road  
Pembroke  
Bermuda

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

總辦事處及主要營業地點:  
香港  
銅鑼灣  
怡和街68號11樓

19 October 2010  
二零一零年十月十九日

Name(s) and address of Qualifying Shareholder(s) 合資格股東姓名及地址

Box A  
甲欄

Total number of Shares registered in your name at 5:00 p.m. on Monday, 18 October 2010

於二零一零年十月十八日(星期一)下午五時正登記於閣下名下的股份總數

Number of Rights Shares provisionally allotted to you, subject to payment in full on acceptance by no later than 4:00 p.m. on Tuesday, 2 November 2010.

暫定配發予閣下的供股股份數目，股款最遲須於二零一零年十一月二日(星期二)下午四時正前接納時繳足。

Box B  
乙欄

Total subscription monies payable on acceptance in full

須於接納時悉數繳付的認購股款總額

Box C  
丙欄  
HK\$  
港元

Contact telephone no. 聯絡電話:

TO ACCEPT THIS PROVISIONAL ALLOTMENT OF RIGHTS SHARES IN FULL YOU MUST LODGE THIS FORM INTACT WITH THE COMPANY'S BRANCH SHARE REGISTRAR IN HONG KONG, TRICOR TENGIS LIMITED AT 26TH FLOOR, TESBURY CENTRE, 28 QUEEN'S ROAD EAST, WANCHAI, HONG KONG, TOGETHER WITH A REMITTANCE IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C ABOVE SO AS TO BE RECEIVED BY THE COMPANY'S BRANCH SHARE REGISTRAR IN HONG KONG NOT LATER THAN 4:00 P.M. ON TUESDAY, 2 NOVEMBER 2010. ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS AND MUST BE FORWARDED EITHER BY CHEQUE DRAWN ON A LICENSED BANK ACCOUNT IN HONG KONG OR BY A CASHIER'S ORDER. INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT OVERLEAF. NO RECEIPT WILL BE GIVEN.

閣下如欲接納全部供股股份的暫定配額，須將本完整表格連同上文丙欄所指的港元全數股款，最遲於二零一零年十一月二日(星期二)下午四時正前交回本公司的香港股份過戶登記處卓佳登捷時有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有股款須以港元繳付，並須以香港持牌銀行戶口開出的支票或以香港持牌銀行發出的銀行本票支付。所有支票或銀行本票均須註明抬頭人為「CENTURY CITY INTERNATIONAL HOLDINGS LIMITED - RIGHTS ISSUE ACCOUNT」，並以「只准入抬頭人賬戶」方式劃線開出，有關轉讓及分析配額的指示載於背頁，本公司將不另發收條。

Terms defined in the Prospectus have the same meanings herein unless the context otherwise requires.

除文義另有所指外，章程所界定的詞彙與本文件表具有相同涵義。

It should be noted that the Rights Issue is conditional upon, among others, the Underwriting Agreement becoming unconditional. Upon the occurrence of certain events including force majeure events, the Underwriters have the right to, at or before the Latest Time for Termination, terminate their obligations under the Underwriting Agreement. These termination events are set out in the section headed "Termination of the Underwriting Agreement" in the Prospectus. Upon the giving of written notice of termination, all obligations of the Underwriters under the Underwriting Agreement shall cease. If the Underwriting Agreement is terminated by the Underwriters on or before the aforesaid deadline or does not become unconditional, the Underwriting Agreement shall terminate and the Rights Issue will not proceed. THE SHARES HAVE BEEN DEALT IN ON AN EX-RIGHTS BASIS SINCE WEDNESDAY, 13 OCTOBER 2010 AND THE RIGHTS SHARES ARE EXPECTED TO BE DEALT WITH IN THEIR NIL-PAID FORM FROM THURSDAY, 21 OCTOBER 2010 TO THURSDAY, 28 OCTOBER 2010 (BOTH DATES INCLUSIVE). ANY PERSON DEALING IN THE SECURITIES OF THE COMPANY FROM NOW UP TO THE DATE ON WHICH ALL THE CONDITIONS OF THE RIGHTS ISSUE ARE FULFILLED OR WAIVED (AS APPLICABLE) AND ANY PERSON DEALING IN THE NIL-PAID RIGHTS SHARES FROM THURSDAY, 21 OCTOBER 2010 TO THURSDAY, 28 OCTOBER 2010 (BEING THE FIRST DAY AND LAST DAY OF DEALINGS IN THE NIL-PAID RIGHTS SHARES RESPECTIVELY) WILL ACCORDINGLY BEAR THE RISK THAT THE RIGHTS ISSUE MAY NOT BECOME UNCONDITIONAL AND MAY NOT PROCEED. ANY PERSON DEALING OR CONTEMPLATING ANY DEALING IN THE SECURITIES OF THE COMPANY AND/OR THE RIGHTS SHARES IN THEIR NIL-PAID FORM DURING THIS PERIOD WHO IS IN ANY DOUBT ABOUT HIS/HER/ITS/ THEIR POSITION IS RECOMMENDED TO CONSULT HIS/HER/ITS/ THEIR OWN PROFESSIONAL ADVISER. IT IS EXPECTED THAT THE CONDITIONS REFERRED TO IN THE SECTION HEADED "CONDITIONS OF THE RIGHTS ISSUE" IN THE PROSPECTUS ARE TO BE FULFILLED OR WAIVED (AS APPLICABLE) BY 4:00 P.M. (HONG KONG TIME) ON FRIDAY, 5 NOVEMBER 2010. IF THE CONDITIONS REFERRED TO IN THAT SECTION ARE NOT FULFILLED OR WAIVED (AS APPLICABLE) AT OR BEFORE 4:00 P.M. (HONG KONG TIME) ON FRIDAY, 5 NOVEMBER 2010 (OR SUCH LATER TIME AND/OR DATE AS THE COMPANY AND THE UNDERWRITERS MAY AGREE IN WRITING) OR THE UNDERWRITING AGREEMENT HAS BEEN TERMINATED IN ACCORDANCE WITH THE TERMS THEREOF, THE RIGHTS ISSUE WILL NOT PROCEED.

務請留意，供股須待(其中包括)包銷協議或為無條件後，方可作實。在若干事項(包括不可抗力事件)發生時，包銷商有權於最後截止時間或之前終止彼等於包銷協議項下的責任。該等終止事項載於章程「終止包銷協議」一節內。在給予終止的書面通知時，包銷商於包銷協議項下的所有責任將予以終止。倘包銷商於上述截止時間或之前終止包銷協議或包銷協議並無成為無條件，則包銷協議亦將終止，且供股將不會進行。股份已由二零一零年十月十三日(星期三)起將權益落實。供股股份將期由二零一零年十月二十一(星期四)起至二零一零年十一月二日(星期五)止(即為預留日包括在內)期間以未繳股款形式買賣。由現在起至供股的所有條件達成或獲豁免(如適用)日期止期間買賣本公司的證券的任何人士，及由二零一零年十月二十一(星期四)起至二零一零年十一月二日(星期五)止(即分別為買賣未繳股款供股股份的首日及最後一日)期間以未繳股款形式買賣供股股份的任何人士，須承擔供股或可能不會成為無條件及可能不會進行的風險。於此期間內買賣或買賣本公司證券及/或未繳股款供股股份的任何人士如對其/彼等的狀況有任何疑問，建議諮詢其/彼等本身的專業顧問。預期章程內[供股的條件]一節所述的條件將於二零一零年十一月五日(星期五)下午四時正(香港時間)前達成或獲豁免(如適用)。倘該節所述的條件於二零一零年十一月五日(星期五)下午四時正(香港時間)前未能達成或獲豁免(如適用)或包銷商可能書面同意的有關較後時間及/或日期)或之前並無達成或獲豁免(如適用)或包銷協議已根據其條款被終止，則供股將不會進行。

Each person accepting the provisional allotment specified in this document:

- confirms that he/she/it has read the terms and conditions and acceptance procedures set out on the pages attached to this PAL and in the Prospectus and agrees to be bound by them; and
- agrees that this PAL, and the resulting contract, will be governed by and construed in accordance with Hong Kong law.

接納本文件所列的暫定配額的每位人士均:

- 確認其已閱讀本暫定配額通知書所附頁數及章程所載的條款及條件以及接納手續，並同意受其約束；及
- 同意本暫定配額通知書及章程所載的合約將受香港法律管轄。

THIS FORM IS NOT FOR PUBLICATION, RELEASE OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA.

本表格不可直接或間接在美國或向美國發售、發放或運送。



世紀城市國際控股有限公司  
**Century City**  
**International Holdings Limited**  
(Incorporated in Bermuda with limited liability)  
(Stock Code: 355)

19 October 2010

Dear Qualifying Shareholders,

#### INTRODUCTION

In accordance with the terms and subject to the conditions in the Prospectus accompanying this letter, the Directors have provisionally allotted to you the number of Rights Shares in the Company indicated on the front page of this PAL on the basis of one (1) Rights Share for every ten (10) existing Shares registered in your name in the register of members of the Company at 5:00 p.m. on Monday, 18 October 2010. Your holdings of Shares as at that date is set out in Box A on the front page of this PAL and the number of Rights Shares provisionally allotted to you is set out in Box B herein. Terms defined in the Prospectus have the same meanings when adopted herein unless the context otherwise requires.

#### RIGHTS SHARES

The Rights Shares, when allotted, issued and fully-paid, will rank pari passu with the Shares in issue on the date of allotment and issue of the Rights Shares in all respects. Holders of the Rights Shares will be entitled to receive all future dividends and other distributions the record dates of which are on or after the date of allotment and issue of the fully-paid Rights Shares.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The Prospectus Documents have not been and will not be registered or filed under the applicable securities legislation of any jurisdiction other than in Hong Kong and Bermuda. No action has been taken to permit the offering of Rights Issue in any territory outside Hong Kong, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements thereof. No person receiving a copy of the Prospectus, PAL or EAF in any territory outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares or excess Rights Shares, unless in the relevant jurisdictions such an offer or invitation could lawfully be made without compliance with any registration or other legal and regulatory requirements thereof. Subject as referred to below, it is the responsibility of anyone outside Hong Kong wishing to make an application for the Rights Shares to satisfy themselves, before acquiring any rights to subscribe for the provisionally allotted Rights Shares, as to the observance of the laws and regulations of all relevant jurisdictions, including the obtaining of any government or other consents and to pay any taxes and duties required to be paid in such territory in connection therewith. The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that doing so would violate the applicable securities legislation or other laws or regulations of any jurisdiction.

No provisional allotment of the Rights Shares has been made to the Non-Qualifying Shareholders and no PAL nor EAF is being sent to them. The Company will send copies of the Prospectus to the Non-Qualifying Shareholders for their information only. The Company will make arrangements to sell in the market the provisional allotment of Rights Shares which would otherwise have been allotted to the Non-Qualifying Shareholders as soon as practicable after dealings in the nil-paid Rights Shares commence and before dealings in nil-paid Rights Shares end, if a premium (net of expenses) can be obtained. The proceeds of such sale, less expenses and stamp duty, of more than HK\$100 will be paid pro-rata (rounded down to the nearest cent) to the Non-Qualifying Shareholders in Hong Kong dollars. The Company will retain individual amounts of HK\$100 or less for its own benefit. Any unsold entitlement of Non-Qualifying Shareholders, Rights Shares provisionally allotted but not accepted and any unsold Rights Shares created by aggregating fractions of the Rights Shares will be made available for excess application by the Qualifying Shareholders using the accompanying EAF.

#### PROCEDURE FOR ACCEPTANCE AND PAYMENT

To take up your provisional allotment of Rights Shares in full, you must lodge the whole of this PAL intact with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong together with a remittance for the full amount payable on acceptance, as shown in Box C on the front page of this PAL, so as to be received by not later than 4:00 p.m. on Tuesday, 2 November 2010. All remittances must be in Hong Kong dollars and cheques or cashier's orders must be crossed "Account Payee Only" and drawn on a Hong Kong dollar account with a licensed bank in Hong Kong or issued by a licensed bank in Hong Kong and made payable to "Century City International Holdings Limited - Rights Issue Account". Such payment will constitute acceptance of the provisional allotment on the terms of this PAL and the Prospectus and subject to the memorandum of association and bye-laws of the Company. No receipt will be given for such remittances. All enquiries in connection with this PAL should be addressed to the Company's branch share registrar in Hong Kong at the above address.

It should be noted that, unless a PAL, duly completed, together with the appropriate remittance shown in Box C on the front page of this PAL, has been received as described above by 4:00 p.m. on Tuesday, 2 November 2010, whether by the original allottee or any person in whose favour the rights have been validly transferred, your provisional allotment and all rights and entitlement thereunder will be deemed to have been declined and will be cancelled. The Company may (at its sole discretion) treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions.

Completion and return of this PAL will constitute a warranty and representation to the Company that all registration, legal and regulatory requirements of all relevant territories other than Hong Kong, in connection with this PAL and any acceptance of it, have been, or will be, duly complied with.

#### TRANSFER

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you, you must complete the form of transfer and nomination (Form B), and hand this PAL to the person(s) to or through whom you are transferring your rights hereunder. The transferee(s) must then complete and sign the registration application form (Form C), and lodge this PAL intact together with a remittance for the full amount payable on acceptance as shown in Box C on the front page of this PAL with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong by not later than 4:00 p.m. on Tuesday, 2 November 2010. It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights.

#### SPLITTING

If you wish to accept only part of your provisional allotment or to transfer a part of your rights to subscribe for the Rights Shares provisionally allotted to you or transfer your rights to more than one person, this PAL must be surrendered by not later than 4:00 p.m. on Monday, 25 October 2010 at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, which will cancel the entire original PAL and issue new provisional allotment letter(s) in the denominations required. No fee will be charged for splitting of the provisional allotment.

#### TERMINATION OF THE UNDERWRITING AGREEMENT

It should be noted that the Rights Issue is conditional upon, among others, the Underwriting Agreement becoming unconditional. Upon the occurrence of certain events including force majeure events, the Underwriters have the right to, at or before the Latest Time for Termination, terminate their obligations under the Underwriting Agreement. These termination events are set out in the section headed "Termination of the Underwriting Agreement" in the Prospectus. Upon the giving of written notice of termination, all obligations of the Underwriters under the Underwriting Agreement shall cease. If the Underwriting Agreement is terminated by the Underwriters on or before the aforesaid deadline or does not become unconditional, the Underwriting Agreement shall terminate and the Rights Issue will not proceed. THE SHARES HAVE BEEN DEALT IN ON AN EX-RIGHTS BASIS SINCE WEDNESDAY, 13 OCTOBER 2010 AND THE RIGHTS SHARES ARE EXPECTED TO BE DEALT WITH IN THEIR NIL-PAID FORM FROM THURSDAY, 21 OCTOBER 2010 TO THURSDAY, 28 OCTOBER 2010 (BOTH DATES INCLUSIVE), ANY PERSON DEALING IN THE SECURITIES OF THE COMPANY FROM NOW UP TO THE DATE ON WHICH ALL THE CONDITIONS OF THE RIGHTS ISSUE ARE FULFILLED OR WAIVED (AS APPLICABLE) AND ANY PERSON DEALING IN THE NIL-PAID RIGHTS SHARES FROM THURSDAY, 21 OCTOBER 2010 TO THURSDAY, 28 OCTOBER 2010 (BEING THE FIRST DAY AND LAST DAY OF DEALINGS IN THE NIL-PAID RIGHTS SHARES RESPECTIVELY) WILL ACCORDINGLY BEAR THE RISK THAT THE RIGHTS ISSUE MAY NOT BECOME UNCONDITIONAL AND MAY NOT PROCEED. ANY PERSON DEALING OR CONTEMPLATING ANY DEALING IN THE SECURITIES OF THE COMPANY AND/OR THE RIGHTS SHARES IN THEIR NIL-PAID FORM DURING THIS PERIOD WHO IS IN ANY DOUBT ABOUT HIS/HER/ITS/THEIR POSITION IS RECOMMENDED TO CONSULT HIS/HER/ITS/THEIR OWN PROFESSIONAL ADVISER. IT IS EXPECTED THAT THE CONDITIONS REFERRED TO IN THE SECTION HEADED "CONDITIONS OF THE RIGHTS ISSUE" IN THE PROSPECTUS ARE TO BE FULFILLED OR WAIVED (AS APPLICABLE) BY 4:00 P.M. HONG KONG TIME ON FRIDAY, 5 NOVEMBER 2010. IF THE CONDITIONS REFERRED TO IN THAT SECTION ARE NOT FULFILLED OR WAIVED (AS APPLICABLE) AT OR BEFORE 4:00 P.M. HONG KONG TIME ON FRIDAY, 5 NOVEMBER 2010 (OR SUCH LATER TIME AND/OR DATE AS THE COMPANY AND THE UNDERWRITERS MAY AGREE IN WRITING) OR THE UNDERWRITING AGREEMENT HAS BEEN TERMINATED IN ACCORDANCE WITH THE TERMS THEREOF, THE RIGHTS ISSUE WILL NOT PROCEED.

#### CHEQUES AND CASHIER'S ORDERS

All cheques and cashier's orders will be presented for payment immediately following receipt and all interest earned on such monies will be retained for the benefit of the Company. Any PAL in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation is liable to be rejected. Completion and return of a PAL together with a cheque or cashier's order in payment for the Rights Shares accepted will constitute a warranty by the subscriber that the cheque or cashier's order will be honoured on first presentation. Without prejudice to its other rights in respect thereof, the Company reserves the right, at its sole discretion, to reject any PAL in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation, and, in that event, the relevant provisional allotment and all rights given pursuant to it will be deemed to have been declined and will be cancelled.

#### SHARE CERTIFICATES AND REFUND CHEQUES

It is expected that the certificates for all fully-paid Rights Shares will be posted by the Company's branch share registrar in Hong Kong to the persons entitled thereto at their own risk on or before Tuesday, 9 November 2010. You will receive one share certificate for all the fully-paid Rights Shares allotted to you.

Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are expected to be posted by ordinary post at your own risk to your registered address, on or before Tuesday, 9 November 2010.

#### EXCESS RIGHTS SHARES

If you wish to apply for any Rights Shares in addition to your provisional allotment under the Rights Issue, you must complete and sign the accompanying form of application for excess Rights Shares and lodge it, together with a separate remittance for the full amount payable, on application in respect of the excess Rights Shares applied for, in accordance with the instructions set out in it with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong so as to be received by not later than 4:00 p.m. on Tuesday, 2 November 2010. All remittances must be in Hong Kong dollars and must be forwarded either by cheque drawn on a Hong Kong dollar account with a licensed bank in Hong Kong or by a cashier's order issued by a licensed bank in Hong Kong. All such cheques or cashier's orders must be made payable to "Century City International Holdings Limited - Excess Application Account" and crossed "Account Payee Only". No receipt will be given for such remittances.

Excess Rights Shares, if any, will be allocated by the Company to the applicants, on a fair and equitable basis but with preference be given to rounding up odd-lot holdings to whole-lot holdings of Shares and with reference to the number of the excess Rights Shares applied by them on a sliding scale (i.e. Qualifying Shareholders applying for a smaller number of excess Rights Shares are allocated with a higher percentage of successful application but will receive a lesser number of excess Rights Shares; whereas Qualifying Shareholders applying for a larger number of excess Rights Shares are allocated with a smaller percentage of successful application but will receive a higher number of excess Rights Shares) as set out in the Prospectus, to be decided at the sole discretion of the Directors. The Company's branch share registrar in Hong Kong will notify you of any allotment of excess Rights Shares made to you.

#### GENERAL

Lodgment of the PAL with, where relevant, the form of transfer and nomination purporting to have been signed by the person(s) in whose favour the PAL has been issued, shall be conclusive evidence of the party or parties lodging it to deal with the same and to receive a split letter of allotment and/or the relative share certificates. Further copies of the Prospectus are available at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.

All documents in relation to the Rights Issue, including Share certificates and cheques for refund, will be sent by ordinary post at the risk of the relevant applicants or other persons entitled thereto.

This PAL and all acceptances of the offer contained in it shall be governed by and construed in accordance with the laws of Hong Kong.

IN THE EVENT OF TRANSFER OF RIGHTS TO SUBSCRIBE FOR THE RIGHTS SHARES, AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE ENTITLEMENTS TO THE RIGHTS SHARES REPRESENTED BY THIS DOCUMENT.

如轉讓供股股份的認購權，每項買賣均須繳付從價印花稅。除以出售形式外，饋贈或轉讓實益權益亦須繳付從價印花稅。在以本文件登記轉讓供股股份權益前，須出示已繳付從價印花稅的證明。

## FORM OF TRANSFER AND NOMINATION

### 轉讓及提名表格

#### Form B

#### 表格乙

(To be completed and signed only by Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subscribe for the Rights Shares comprised herein)  
(只供擬轉讓本表格所列其/彼等的全部供股股份認購權的合資格股東填寫及簽署)

To: The Directors  
Century City International Holdings Limited

致：世紀城市國際控股有限公司\*  
列位董事 台照

Dear Sirs,

I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：  
本人/吾等謹將本暫定配額通知書所列本人/吾等的供股股份認購權轉讓予接受此權利並簽署下列登記申請表格(表格丙)的人士。

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

Signature(s) (all joint Shareholders must sign):

簽署(所有聯名股東均須簽署)：

Date \_\_\_\_\_ 2010.

日期：二零一零年 \_\_\_\_\_ 月 \_\_\_\_\_ 日

Note: Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the Rights Shares.

註：轉讓閣下的供股股份認購權須繳納香港印花稅。

## REGISTRATION APPLICATION FORM

### 登記申請表格

#### Form C

#### 表格丙

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares have been transferred)  
(只供獲轉讓供股股份認購權的人士填寫及簽署)

To: The Directors  
Century City International Holdings Limited

致：世紀城市國際控股有限公司\*  
列位董事 台照

Dear Sirs,

I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms embodied in this PAL and the Prospectus and subject to the memorandum of association and bye-laws of the Company.

敬啟者：  
本人/吾等謹請貴董事會將表格甲乙欄所列的供股股份數目，登記於本人/吾等名下。本人/吾等同意按照本暫定配額通知書及章程所載條款，以及本公司組織章程大綱及細則規限下，接納此供股股份數目。

Existing Shareholder(s) please mark  
"X" in this box  
現有股東請於本欄內填上「X」號

To be completed in BLOCK letters in ENGLISH. Joint applicants should give the address of the first-named applicant only.  
請用英文正楷填寫。聯名申請人只須填上排名首位的申請人的地址。

Name in English 英文名稱	Family name or Company name 姓氏或公司名稱 Other name 名字	Name in Chinese 中文名稱	
Name continuation and/or name(s) of applicant or joint applicants 姓名(續)及/或申請人或聯名申請人姓名			
Address in English (Joint applicant(s) should give one address only) 英文地址(聯名申請人只須提供一個地址)			
Occupation 職業		Telephone Number 電話號碼	
Dividend Instructions 派息指示			
Name and address of bank 銀行名稱及地址			Bank Account Number 銀行賬戶號碼

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

Signature(s) (all joint applicants must sign):

簽署(所有聯名申請人均須簽署)：

Date \_\_\_\_\_ 2010.

日期：二零一零年 \_\_\_\_\_ 月 \_\_\_\_\_ 日

Note: Hong Kong stamp duty is payable in connection with the acquisition of the rights to subscribe for the Rights Shares.

註：承讓供股股份認購權須繳納香港印花稅。

Names of Chinese applicants must be given both in English and in Chinese characters.

華裔申請人須填寫中英文姓名。

\* for identification purposes only  
\* 僅供識別