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CENTURY GINWA RETAIL HOLDINGS LIMITED

世紀金花商業控股有限公司

(incorporated in Bermuda with limited liability)

(Stock Code: 162)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of Century Ginwa Retail Holdings Limited (the “Company”) will be held at Suites 1701-1703, 17/F., Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong on 15 December 2011, Thursday at 11:00 a.m. for the following purposes of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

“THAT

- (a) the supplemental instrument (the “**Supplemental Instrument**”) dated 31 October 2011 entered into between the Company and Glory Keen Holdings Limited (a copy of the Supplemental Instrument is marked “A” and produced to the SGM and signed by the chairman of the SGM for identification purposes) in relation to the amendment of the coupon rate of the Hony Convertible Bonds (as defined in the circular of the Company dated 24 November 2011) from three per cent (3%) per annum to zero and waiver of interest (as defined in the circular of the Company dated 24 November 2011) and the terms and conditions thereof and the transactions contemplated thereunder and the implementation thereof be and is hereby approved and confirmed; and
- (b) any one director and the company secretary or any two directors of the Company be and is/are hereby authorised to do all such acts and things and execute and affix common seal on all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Supplemental Instrument and the transactions contemplated thereunder.”

Yours faithfully,
On behalf of the board
Century Ginwa Retail Holdings Limited
Choon Hoi Kit, Edwin
Chief Executive Officer

Hong Kong, 24 November 2011

Registered office:

Clarendon House
2 Church Street
Hamilton, HM 11
Bermuda

*Principal place of business
in Hong Kong:*

Suites 1701-1703,
17/F., Dah Sing Financial Centre,
108 Gloucester Road,
Wanchai, Hong Kong

Notes:

1. A member entitled to attend and vote at the SGM convened by the above notice (or any adjournment thereof) is entitled to appoint one or if he is the holder of two or more shares, more than one proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the SGM (or any adjournment thereof) is enclosed.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the SGM personally or by proxy, that one of the said person at present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority (if any) under which it is signed or a certified copy of that power or authority, at the office of the Company's Hong Kong branch registrar, Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong no later than 48 hours before the time for holding the SGM or adjourned meeting. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish.

As at the date of this announcement, the Board comprises four executive directors, being Mr. Qiu Zhongwei, Mr. Choon Hoi Kit, Edwin, Mr. Qu Jiaqi and Mr. Sha Yingjie; two non-executive directors, being Mr. Wu Yijian and Mr. Chen Shuai; and three independent non-executive directors, being Mr. Chan Wai Kwong, Peter, Mr. Tsang Kwok Wai and Ms. Li Ling.