
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Century Group International Holdings Limited**, you should at once hand this circular together with the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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Century Group International Holdings Limited
世紀集團國際控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2113)

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

A notice convening the annual general meeting (“AGM”) of Century Group International Holdings Limited (the “Company”) to be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong, on Friday, 9 September 2022 at 11:00 a.m. is set out on pages AGM-1 to AGM-5 of this circular.

Whether or not you intend to attend the AGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude the shareholders from attending and voting at the annual general meeting, or any adjourned meeting, should they so wish.

22 July 2022

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In light of the novel coronavirus (“COVID-19”) pandemic and recent guidelines for prevention and control of the spread of COVID-19, the Company will implement the following preventive measures at the Annual General Meeting to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- Compulsory body temperature check will be conducted and hand sanitiser shall be used for every Shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius or is exhibiting flu-like symptoms will be denied entry into or be required to leave the venue;
- All Shareholders or proxies are required to wear surgical face masks throughout their attendance of the Annual General Meeting;
- The Company will maintain a soft distance between seats;
- No refreshment or drinks will be served and no corporate gifts will be distributed; and
- Every attendee is required to scan the venue QR code via “LeaveHomeSafe” mobile app and comply the government vaccine pass requirement at the entrance of the Annual General Meeting venue before admission into the Annual General Meeting venue.

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into or be required to leave the venue. The Company encourages the Shareholders to consider appointing the chairman of the Annual General Meeting as his proxy to vote on the relevant resolutions at the Annual General Meeting, instead of attending the Annual General Meeting in person to reduce the risk of infection due to overcrowding. Subject to the development of the pandemic, the Company may implement further procedures and precautionary measures at short notice and may issue further announcement as appropriate. Shareholders should check the Company’s website for updates on the latest arrangement of the Annual General Meeting.

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

| | |
|---------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “AGM” | the annual general meeting of the Company to be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Central, Hong Kong, on Friday, 9 September 2022 at 11:00 a.m. |
| “Articles of Association” | the amended and restated memorandum and articles of association of the Company currently in force |
| “Board” | the board of Directors |
| “Company” | Century Group International Holdings Limited 世紀集團國際控股有限公司, an exempted company incorporated in the Cayman Islands on 31 March 2016 with limited liability under the Companies Law (Revised) of the Cayman Islands, the Shares of which are listed on the Stock Exchange |
| “Director(s)” | the director(s) of the Company |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Issue Mandate” | a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares up to a maximum of 20% of the total number of issued shares of the Company as at the date of passing of the resolution approving the Issue Mandate during the period as set out in the ordinary resolution no. 4 of the notice of AGM |
| “Latest Practicable Date” | 13 July 2022, being the latest practicable date of ascertaining certain information contained in this circular prior to its publication |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “PRC” | the People’s Republic of China |
| “Repurchase Mandate” | a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of issued shares of the Company as at the date of passing the resolution approving the Repurchase Mandate |
| “SFO” | the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or modified from time to time |

DEFINITIONS

| | |
|------------------|---------------------------------------------------------------------------------------------------------------|
| “Share(s)” | ordinary share(s) of \$0.01 each in the share capital of the Company |
| “Shareholder(s)” | registered holder(s) of Shares |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | The Code on Takeovers and Mergers and Share Buy-backs, as amended, supplemental or modified from time to time |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “%” | per cent. |

Century Group International Holdings Limited
世紀集團國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2113)

Executive Directors:

Mr. Wang Feng (*Chairman*)
Mr. Man Wai Lun

Independent Non-executive Directors:

Mr. Law, Michael Ka Ming
Mr. Chung Man Lai
Ms. Lam Yuen Man Maria

Registered office:

The offices of Conyers Trust
Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Headquarter and Principal Place of
Business in Hong Kong:*

Office D, 16/F.,
Kings Wing Plaza 1,
No. 3 On Kwan Street,
Shek Mun, N.T.,
Hong Kong

22 July 2022

To the Shareholders

Dear Sir/Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposals for the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the re-election of the retiring Directors and the re-appointment of the auditor, and to seek your approval at the AGM in connection with, *inter alia*, such matters.

LETTER FROM THE BOARD

ISSUE MANDATE

On 10 September 2021, an ordinary resolution was passed by the then Shareholders to give a general mandate to the Directors to allot, issue and deal with Shares. Such general mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such general mandate at the AGM. Issue Mandate will be proposed at the AGM to grant a general mandate to the Directors to allot, issue and otherwise deal with additional Shares up to a limit equal to 20% of the total number of issued Shares as at the date of passing the resolution approving Issue Mandate.

As at the Latest Practicable Date, the number of the issued Shares is 804,750,000 Shares. Assuming that there is no change in the issued Shares between the Latest Practicable Date and the date of passing the resolution approving the Issue Mandate, the maximum number of Shares which may be issued pursuant to the Issue Mandate will be 160,950,000 Shares representing not more than 20% of the total number of issued shares of the Company as at the date of passing the resolution approving the Issue Mandate.

Ordinary resolutions will be proposed at the AGM to grant to the Directors the Issue Mandate, and authorise the extension of the Issue Mandate, details of which are set out in ordinary resolutions number 4 in the notice of AGM.

REPURCHASE MANDATE

On 10 September 2021, an ordinary resolution was passed by the then Shareholders to give a general mandate to the Directors to exercise the powers of the Company to repurchase its own Shares. Such general mandate will lapse at the conclusion of the AGM.

As at the Latest Practicable Date, the number of the issued shares is 804,750,000 Shares. Assuming that there is no change in the issued Shares between the Latest Practicable Date and the date of passing the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate as at the date of passing the Repurchase Mandate will be 80,475,000 Shares, representing 10% of the total number of Shares in issue as at the date of passing the resolution approving the Repurchase Mandate.

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in ordinary resolution number 5 in the notice of AGM.

An explanatory statement as required under the Listing Rules, giving certain information regarding the Repurchase Mandate, is set out in the Appendix I to this circular.

LETTER FROM THE BOARD

GENERAL EXTENSION MANDATE

In addition, if the Repurchase Mandate and the Issue Mandate are granted, an ordinary resolution will be proposed at the AGM that the Directors be granted an extension of Issue Mandate, which provides that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate. Details of which are set out in ordinary resolutions number 6 in the notice of AGM.

RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of five Directors, namely Mr. Wang Feng, Mr. Man Wai Lun, Mr. Law, Michael Ka Ming, Mr. Chung Man Lai and Ms. Lam Yuen Man Maria.

Pursuant to Article 83(3) of the Articles of Association, Mr. Man Wai Lun and Ms. Lam Yuen Man Maria, shall hold office of Directors only until the AGM and being eligible, offer themselves for re-election.

Pursuant to Articles 84(1) and 84(2) of the Articles of Association, Mr. Chung Man Lai will retire from office of Directors by rotation at the AGM and being eligible, offer himself for re-election.

Brief biographical details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

RE-APPOINTMENT OF THE AUDITOR

CWK CPA Limited will retire as the auditor of the Company at the AGM and, being eligible, offer itself for re-appointment as the auditor of the Company.

The Board proposed to re-appoint CWK CPA Limited as the auditor of the Company and to hold office until the conclusion of next AGM.

AGM

The notice convening the AGM, which contains, *inter alia*, ordinary resolutions to approve the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the re-election of the retiring Directors and the re-appointment of the auditor is set out on pages AGM-1 to AGM-5 of this circular.

VOTING BY WAY OF POLL

All the resolutions at the AGM shall be taken by poll in accordance with Rule 13.39(4) of the Listing Rules and Article 66(1) of the Articles of Association, except where the chairman, in good faith, decides to allow a resolution that relates purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules.

LETTER FROM THE BOARD

Pursuant to Article 66(1) of the Articles of Association, subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting every Shareholder present in person (or in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote for each Share registered in his name in the Company's register of members. Where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy is under no obligation to cast all his votes in the same way.

An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

ACTION TO BE TAKEN

A proxy form for use at the AGM is enclosed herein. Such form of proxy is also published on the websites of the Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.centurygroup.com.hk>). Whether or not you intend to attend the AGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the AGM, or any adjourned meeting, should they so wish.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 2 September 2022 to Friday, 9 September 2022 (both days inclusive), during which period no transfer of Shares can be registered.

In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 1 September 2022.

RECOMMENDATION

The Directors believe that the proposed resolutions mentioned in this circular, including the proposals to grant to the Directors the Repurchase Mandate, the Issue Mandate, the extension of the Issue Mandate, to re-elect the retiring Directors and to re-appoint the Company's auditor are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend all the Shareholders to vote in favour of all the relevant resolutions relating to aforesaid matters.

LETTER FROM THE BOARD

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 Company. 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.

Yours faithfully
For and on behalf of the Board
Century Group International Holdings Limited
Wang Feng
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide information reasonably necessary to enable you to make an informed decision on whether to vote for or against ordinary resolution number 5 in respect of the approval of the Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

Exercise in full of the Repurchase Mandate, on the basis of 804,750,000 Shares in issue at the Latest Practicable Date, could result in up to 80,475,000 Shares being repurchased by the Company during the period up to (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 Articles of Association or any applicable laws to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

2. REASONS FOR REPURCHASE

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and the applicable laws of the Cayman Islands. The law of the Cayman Islands provides that the amount to be repaid in connection with a share repurchase may be paid from the profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase or out of capital, if the Company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business. The Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. UNDERTAKING

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 financial statements contained in the 2022 annual report of the Company) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, Articles of Association, the laws of Hong Kong and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

5. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT

If on 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 purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, as far as the Directors are aware, D' Legem Group Limited was interested in 225,330,000 Shares, representing 28% of the issued share capital of the Company. These shares were held by D' Legem Group Limited which its 2% equity interest is directly owned by Mr. Wang Feng. Based on such shareholdings and in the event that the Directors exercised in full the power to repurchase Shares pursuant to the Repurchase Mandate, the shareholding of D' Legem Group Limited would be increased to approximately 31.11% of the issued share capital of the Company.

The Directors believe that such an increase would give rise to an obligation to make a mandatory offer under the Takeover Code. The Directors have no present intention to repurchase Shares which would result in the aggregate number of Shares held by the public being reduced to less than 25%.

6. SHARE PURCHASED MADE BY THE COMPANY

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

7. SHARE PRICES

The table below is a summary of the highest and lowest traded prices in each of the previous twelve months before the Latest Practicable Date.

| | Highest Traded Price | Lowest Traded Price |
|---------------------------------------------------|---------------------------------|--------------------------------|
| | <i>HK\$</i> | <i>HK\$</i> |
| 2021 | | |
| July | 0.335 | 0.290 |
| August | 0.350 | 0.280 |
| September | 0.370 | 0.255 |
| October | 0.420 | 0.370 |
| November | 0.405 | 0.355 |
| December | 0.385 | 0.300 |
| 2022 | | |
| January | 0.395 | 0.280 |
| February | 0.345 | 0.280 |
| March | 0.310 | 0.250 |
| April | 0.310 | 0.225 |
| May | 0.290 | 0.246 |
| June | 0.355 | 0.233 |
| July (<i>up to the Latest Practicable Date</i>) | 0.260 | 0.230 |

The following are the particulars of the retiring Directors proposed to be re-elected at the AGM:

1. Mr. Man Wai Lun (“Mr. Man”)

Executive Director

Mr. Man, aged 49, has been appointed as an executive Director of the Company since October 2021.

Mr. Man obtained his diploma in Business Management from the School of Continuing Education, Hong Kong Baptist University in 2003 and obtained a bachelor degree of accountancy from the University of South Australia in 2007. Mr. Man has over 16 years of experience in accounting.

Mr. Man is currently an executive director of China Clean Energy Technology Group Limited (Stock Code: 2379) and Life Healthcare Group Limited (Stock Code: 928), an independent non-executive director of Momentum Financial Holdings Limited (Stock Code: 1152), Millennium Pacific Group Holdings Limited (Stock Code: 8147) and Elegance Optical International Holdings Limited (Stock Code: 907). The above companies are all listed companies in Hong Kong.

Mr. Man was previously an executive director of CT Environmental Group Limited (Stock code: 1363 delisted on 10 September 2021) until 19 April 2021, an independent non-executive director of China Trustful Group Limited (Stock Code: 8265 delisted on 12 November 2021) until 9 November 2020 and Roma Group Limited (Stock Code: 8072) until 1 March 2020. The above companies are all listed in Hong Kong.

Save as disclosed above, Mr. Man has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date and does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Man did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Man has entered into a letter of appointment with the Company for a term of three year commencing from 1 October 2021, renewable automatically for a successive term of three years upon expiry of every term of the appointment subject to full compliance with the relevant requirements of the Listing Rules. His appointment will be subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles of Association. Mr. Man is entitled to receive director’s emolument of HK\$240,000 per annum, which is reviewed by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities with the Company, the prevailing market conditions and the performance of the Group.

Save as disclosed above, there is no other matters concerning Mr. Man that need to be brought to the attention of the Shareholders and the Stock Exchange.

2. Mr. Chung Man Lai (“Mr. Chung”)

Independent Non-Executive Director

Mr. Chung, aged 45, was appointed as an independent non-executive Director, and the member of Audit Committee, member of Remuneration Committee, and chairman of Nomination Committee with effect from 23 December 2019.

Mr. Chung has over 21 years of experience in auditing and accounting. Prior to joining the Board, he worked in a reputable international accounting firm and served as the chief financial officer of CMIC Ocean En-Tech Holding Co., Ltd. (formerly known as TSC Group Holdings Limited (Stock code: 206)) and IDT International Limited (stock code: 167) respectively, the shares of both companies are listed on the main board of the Stock Exchange. He is currently a non-executive director of Greatwalle Inc. (stock code: 8315), and an independent non-executive director of Roma Group Limited (stock code: 8072), the shares of both are listed on GEM of the Stock Exchange respectively. He was appointed as an independent non-executive director of Aurum Pacific (China) Group Limited (the shares of which are listed on GEM of the Stock Exchange, Stock code: 8148) for the period from 1 April 2020 to 14 September 2020 and redesigned as an executive director since 15 September 2020. He is also the chief financial officer, company secretary, member of the risk management committee and authorised representative of D&G Technology Holding Company Limited (stock code: 1301), the shares of which are listed on the Main Board of the Stock Exchange.

Mr. Chung obtained a bachelor of arts degree in Accountancy from The Hong Kong Polytechnic University in 1998 and a master of Business Administration degree with a major in international business from EU Business School in 2018. Mr. Chung is a fellow member of the Hong Kong Institute of Certified Public Accountants.

Save as disclosed above, Mr. Chung has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date and does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Chung did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Chung has entered into a letter of appointment with the Company for a term of three years commencing from 23 December 2019, subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles of Association. Mr. Chung is entitled to receive director’s emolument of HK\$120,000 per annum, which is reviewed by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities with the Company, the prevailing market conditions and the performance of the Group.

Save as disclosed above, there is no other matters concerning Mr. Chung that need to be brought to the attention of the Shareholders and the Stock Exchange.

3. Ms. Lam Yuen Man Maria (“Ms. Lam”)

Independent non-Executive Director

Ms. Lam, aged 52, was appointed as independent non-executive Director of the Company on 8 October 2021. She is also the chairman of the audit committee and members of remuneration committee and nomination committee of the Company.

Ms. Lam is currently an independent non-executive director of Aurum Pacific (China) Group Limited (Stock code: 8148), the shares of which are listed on GEM of the Stock Exchange. She is also a company secretary and an authorised representative of a Hong Kong listed company.

Ms. Lam holds a bachelor degree in Accountancy from The Hong Kong Polytechnic University, a master degree in Management from the Macquarie University and a master degree in Applied Psychology from City University of Hong Kong. She is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants, the Hong Kong Chartered Governance Institute (formerly known as the Hong Kong Institute of Chartered Secretaries), the Chartered Governance Institute (formerly the Institute of Chartered Secretaries and Administrators) and the Chartered Institute of Arbitrators. She is also an accredited mediator of the Hong Kong Mediation Accreditation Association Limited, a member and a qualified graphologist of the British Institute of Graphologists.

Prior to joining the Board, Ms. Lam has worked with an international accounting firm and other leading listed and private group of companies and has extensive experience in company secretarial practice, assurance, treasury and finance. She is currently providing management consultancy and corporate secretarial services to listed issuers and private companies, and graphology consultancy and training services.

Save as disclosed above, Ms. Lam has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date and does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Lam did not have any interest in the Shares within the meaning of Part XV of the SFO.

Ms. Lam has entered into a letter of appointment with the Company for a term of three years commencing from 8 October 2021, renewable automatically for a successive term of three years upon expiry of every term of the appointment subject to full compliance with the relevant requirements of the Listing Rules. Her appointment will be subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles of Association. Ms. Lam is entitled to receive director's emolument of HK\$120,000 per annum, which is reviewed by the remuneration committee of the Company and determined by the Board with reference to her duties and responsibilities with the Company, the prevailing market conditions and the performance of the Group.

Save as disclosed above, there is no other matters concerning Ms. Lam that need to be brought to the attention of the Shareholders and the Stock Exchange.

NOTICE OF AGM

Century Group International Holdings Limited 世紀集團國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2113)

NOTICE OF AGM

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Century Group International Holdings Limited (the “Company”) will be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong, on Friday, 9 September 2022 at 11:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company, the reports of the directors and the independent auditor of the Company for the year ended 31 March 2022;
2.
 - (i) To re-elect Mr. Man Wai Lun as executive director of the Company;
 - (ii) To re-elect Mr. Chung Man Lai as independent non-executive director of the Company;
 - (iii) To re-elect Ms. Lam Yuen Man Maria as independent non-executive director of the Company;
 - (iv) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company;
3. To re-appoint CWK CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix the auditor’s remuneration;
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with any additional shares of HK\$0.01 each in the capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares) which might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of Shares or securities allotted or issued or conditionally or unconditionally agreed to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of Shares upon the exercise of the subscription rights, convertible securities or similar rights which may be issued by the Company from time to time; or (iii) an issue of Shares upon the exercise of options which may be granted under any option scheme or similar arrangement for the time being adopted or to adopt for the grant or issue to officers, employees and/or directors of the Company and/or any of its subsidiaries of shares or rights to acquire Shares; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; or (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20 per cent. of the total number of Shares in issue as at the date of passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution) and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution,
- “Relevant Period” means the period from the passing of this resolution until whichever is the earliest 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 articles of association of the Company or any applicable laws to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this resolution; and

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“Rights Issue” means an offer of Shares, or offer or issue of options, warrants or other securities giving the rights to subscribe for Shares, open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities), subject in all cases to such exclusions 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 applicable to the Company.”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase securities of the Company on the Stock Exchange or any other stock exchange of which the shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of the Shares repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10 per cent. of the total number of shares of the Company in issue as at the date of passing this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution) and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purpose of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest 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 articles of association of the Company or any applicable laws to be held; or

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(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this resolution.”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to the passing of the resolution nos. 4 and 5 set out in the notice convening this meeting, the general mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with any unissued Shares or securities pursuant to Resolution no. 4 set out in the notice convening this meeting be and is hereby extended by the addition to the total number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to Resolution no. 5 set out in the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent. of total number of Shares in issue as at the date of passing of the said Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution).”

By order of the Board of
Century Group International Holdings Limited
Wang Feng
Chairman

Hong Kong, 22 July 2022

Headquarter and Principal place of business in Hong Kong:

Office D, 16/F.,
Kings Wing Plaza 1,
No. 3 On Kwan Street,
Shek Mun, N.T.,
Hong Kong

Registered Office:

The offices of Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

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Notes:

- (1) A shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a shareholder of the Company.
- (2) In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or the adjourned meeting (as the case may be).
- (3) Completion and return of the proxy form will not preclude shareholders of the Company from attending and voting in person at the Meeting, or any adjourned meeting, should they so wish.
- (4) The register of members will be closed from Friday, 2 September 2022 to Friday, 9 September 2022, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance of annual general meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Thursday, 1 September 2022.
- (5) With regard to Resolution no. 2 in this notice, the board of directors of the Company proposes that the retiring directors of the Company, namely Mr. Man Wai Lun, Mr. Chung Man Lai and Ms. Lam Yuen Man Maria, be re-elected as directors of the Company. Particulars of the said retiring directors of the Company are set out in Appendix II to the circular to the shareholders of the Company dated 22 July 2022.
- (6) An explanatory statement containing further details regarding Resolution no. 5 as required by the Listing Rules of the Stock Exchange is set out in Appendix I to the circular to the shareholders of the Company dated 22 July 2022.
- (7) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all votes of shareholders at the Meeting will be taken by poll except where the chairman of the Meeting, 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. The Company will announce the results of the poll in the matter prescribed under Rule 13.39(5) of the Listing Rules.

As at the date of this notice, the Board comprises Mr. Wang Feng and Mr. Man Wai Lun as executive Directors and Mr. Law, Michael Ka Ming, Mr. Chung Man Lai and Ms. Lam Yuen Man Maria as independent non-executive Directors.