
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
AND
RE-ELECTION OF THE RETIRING DIRECTORS
AND
RE-APPOINTMENT OF THE AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Century Group International Holdings Limited to be held at Room 1703–1704, World Wide House, 19 Des Voeux Road Central, Central, Hong Kong, on Tuesday, 10 September 2019 at 11:00 a.m. is set out on pages 14 to 18 of this circular. Whether or not you intend to attend the meeting, you are requested to complete the 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 meeting or any adjournment thereof. Completion and return of the proxy form will not preclude shareholders from attending and voting at the meeting, or any adjourned meeting, should they so wish.

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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 Room 1703–1704, World Wide House, 19 Des Voeux Road Central, Central, Hong Kong, on Tuesday, 10 September 2019 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 (formerly known as CHERISH Holdings Limited 東盈控股有限公司), 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”	25 July 2019, 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

DEFINITIONS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or modified from time to time
“Share(s)”	ordinary share(s) of HK\$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. Li Xiangzhong

(Chairman and Chief Executive Officer)

Mr. Zhang Chengzhou

Mr. Cao Jun

Non-Executive Director:

Mr. Cao Qian

Independent Non-Executive Directors:

Mr. Cheung Wai Lun Jacky

Mr. Lee Chi Ming

Mr. Tang Chi Wai

Registered Office:

The offices of Conyers Trust

Company (Cayman) Limited

Cricket Square

Hutchins Drive

PO 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

31 July 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES
AND
RE-ELECTION OF THE RETIRING DIRECTORS
AND
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 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 6 September 2018, 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 767,750,000 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 153,550,000 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 numbers 4 and 6 respectively in the notice of AGM.

REPURCHASE MANDATE

On 6 September 2018, 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 767,750,000 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 76,775,000 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.

RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of seven Directors, Mr. Li Xiangzhong, Mr. Zhang Chengzhou, Mr. Cao Jun, Mr. Cao Qian, Mr. Cheung Wai Lun Jacky, Mr. Lee Chi Ming and Mr. Tang Chi Wai.

LETTER FROM THE BOARD

Pursuant to Articles 83(3) of the Articles of Association, Mr. Li Xiangzhong, Mr. Zhang Chengzhou, Mr. Cao Jun and Mr. Cao Qian will retire at the AGM and pursuant to Articles 84(1) and 84(2) of the Articles of Association, Mr. Tang Chi Wai will retire by rotation at the AGM. Mr. Li Xiangzhong, Mr. Cao Qian and Mr. Tang Chi Wai, will being eligible, offer themselves for re-election. Mr. Zhang Chengzhou and Mr. Cao Jun have indicated that they will not offer themselves for re-election as Directors due to their other business commitment, and will retire after the conclusion of the AGM.

Mr. Tang Chi Wai (“**Mr. Tang**”), was appointed as the independent non-executive Director in 2016. He shall retire by rotation in accordance with the Articles of Association at the AGM. During his tenure of office, Mr. Tang had been able to fulfill all the requirements regarding independence of independent non-executive director and provide annual confirmation of independence to the Company under Rule 3.13 of the Listing Rules. The Board is not aware of any foreseeable events that may occur and affect the independence of Mr. Tang and believes that he is and will continue to be independent of the Company. The Board will continue to review the independence of Mr. Tang annually.

Mr. Tang has extensive experience in auditing and accounting. The Board believes that the skills and experiences he acquired from a different background will be able to beneficial to the Board with diversity of his knowledge and bring valuable contribution to the Group.

In view of the above, the Board considers that the re-election of Mr. Tang as independent non-executive Director is beneficial to the Board, the Company and the Shareholders as a whole. Separate resolution will be proposed at the AGM to approve the re-election of Mr. Tang as independent non-executive Director.

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

ANNUAL GENERAL MEETING

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 14 to 18 of this circular.

RE-APPOINTMENT OF THE AUDITOR

SHINEWING (HK) 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 SHINEWING (HK) CPA Limited as the auditor of the Company and to hold office until the conclusion of next AGM.

LETTER FROM THE BOARD

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.

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.cherishholdings.com>). Whether or not you intend to attend the AGM, you are requested to complete the 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 Shareholders from attending and voting in person at the AGM, or any adjourned meeting, should they so wish.

RECOMMENDATION

The Directors believe that the proposed resolutions mentioned in this circular, including the proposals to re-elect the retiring Directors, to re-appoint the Company's auditor, and to grant to the Directors the Issue Mandate and the Repurchase Mandate 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 of
Century Group International Holdings Limited
Li Xiangzhong
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 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 767,750,000 Shares in issue at the Latest Practicable Date, could result in up to 76,775,000 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 REPURCHASES

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 2019 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, China Century Holdings Limited was interested in 560,535,000 Shares, representing 73.01% of the issued share capital of the Company. These shares were held by China Century Holdings Limited which is indirectly owned by Mr. Li Xiangzhong, Mr. Zhang Chengzhou and Mr. Cao Qian through their wholly-owned company, namely Xianghua International Holdings Limited, China Medival Group Limited and World Communication International Holdings Limited respectively. 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 China Century Holdings Limited would be increased to approximately 81.12% of the issued share capital of the Company.

The Directors believe that such an increase would not 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 <i>HK\$</i>	Lowest Traded Price <i>HK\$</i>
August 2018	0.650	0.495
September 2018	0.520	0.430
October 2018	0.680	0.400
November 2018	0.640	0.630
December 2018	0.640	0.590
January 2019	0.640	0.550
February 2019	0.590	0.480
March 2019	0.600	0.500
April 2019	0.560	0.435
May 2019	0.450	0.275
June 2019	0.330	0.230
July 2019 (<i>up to the Latest Practicable Date</i>)	0.275	0.210

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

1. Mr. Li Xiangzhong

Mr. Li Xiangzhong (“**Mr. Li**”), aged 44, was appointed an executive Director with effect from 10 December 2018 and was subsequently appointed as the chief executive officer of the Company with effect from 28 December 2018. He appointed as the chairman of the board of the Company with effect from 16 April 2019. Mr. Li has also been appointed as the chairman of the board of Chengdu Iris Tourism Group Limited* (成都艾瑞絲旅遊集團有限公司) since 1 December 2017, a company principally engaged in the business of tourism development, hotel management and food and beverages, and the director of International Daily News Inc* (美國國際日報報業集團) since May 2017, a company principally engaged in the sales of newspapers through vendors and vending machines.

Mr. Li has not held any directorship in the last three years in other public companies in the securities of which are listed on any securities market in Hong Kong or overseas and does not have any other relationships with any Directors, senior management, substantial Shareholders, or controlling Shareholders and does not hold any position of the Company and other companies within the Group.

Mr. Li indirectly owns 30% of the entire issued share capital of the China Century Holdings Limited, which holds 560,535,000 Shares representing approximately 73.01% of the issued share capital of the Company. Therefore, Mr. Li is deemed, or taken to be, interested in 560,535,000 Shares held by the China Century Holdings Limited for the purpose of the SFO. Save as disclosed above, Mr. Li does not have any interest in the shares within the meaning of Part XV of the SFO.

Mr. Li entered into a service contract with the Company for a term of three years from 10 December 2018 to 9 December 2021 (both dates inclusive). Pursuant to the service contract, Mr. Li is entitled to receive an annual director’s fee of HK\$600,000 which was determined by the Board with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions. Mr. Li did not receive any remuneration from the Company for his appointment as a chairman of the Board.

2. Mr. Cao Qian

Mr. Cao Qian, aged 29, was appointed as a non-executive Director with effect from 10 December 2018. He beneficially owns 30% of the China Century Holdings Limited and is the sole director of World Communication International Holdings Limited. He has been appointed as the chairman of Shenzhen City Tianyi Qiyuan Cultural Communication Limited* (深圳市天一起源文化傳播有限公司) since 20 February 2016, a company principally engaged in the business of advertisement, corporate management consulting and events management. Mr. Cao Qian obtained a diploma in administrative management from Central South University (中南大學) in January 2013 by way of distant learning.

* For identification purpose only

Mr. Cao Qian has not held any directorship in the last three years in other public companies in the securities of which are listed on any securities market in Hong Kong or overseas and does not have any other relationships with any Directors, senior management, substantial Shareholders, or controlling Shareholders and does not hold any position of the Company and other companies within the Group.

Mr. Cao Qian indirectly owns 30% of the entire issued share capital of the China Century Holdings Limited, which holds 560,535,000 Shares representing approximately 73.01% of the issued share capital of the Company. Therefore, Mr. Cao is deemed, or taken to be, interested in 560,535,000 Shares held by the China Century Holdings Limited for the purpose of the SFO. Save as disclosed above, Mr. Cao does not have any interest in the shares within the meaning of Part XV of the SFO.

Mr. Cao Qian has entered into a service contract with the Company for a term of three years from 10 December 2018 to 9 December 2021 (both dates inclusive). Pursuant to the service contract, Mr. Cao is entitled to receive an annual director's fee of HK\$180,000 which was determined by the Board with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions.

3. Mr. Tang Chi Wai

Mr. Tang Chi Wai, aged 45, was appointed as the independent non-executive Director on 20 September 2016. He is also the Chairman of audit committee and members of nomination committee and remuneration committee of the Company. Mr. Tang has over 20 years of experience in auditing and accounting. Mr. Tang has been serving as a financial controller, company secretary and authorised representative of Universal Technologies Holdings Limited (stock code: 1026) since June 2008. Mr. Tang has been an independent non-executive director of Xin Point Holdings Limited (stock code: 1571) since June 2017, Noble Engineering Group Holdings Limited (stock code: 8445) since September 2017 and ISP Global Limited (stock code: 8487) since December 2017.

Mr. Tang is a practising Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants, a Certified Internal Auditor of the Institute of Internal Auditors and a holder of the Practitioner's Endorsement from the Hong Kong Institute of Chartered Secretaries. Mr. Tang has also obtained various professional qualifications and memberships including a fellow member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants, the Hong Kong Institute of Chartered Secretaries, the Institute of Chartered Secretaries and Administrators, and a member of the Chinese Institute of Certified Public Accountants.

Save as disclosed above, Mr. Tang has not held any directorship in the last three years in other public companies in the securities of which are listed on any securities market in Hong Kong or overseas and does not have any other relationships with any Directors, senior management, substantial Shareholders, or controlling Shareholders and does not hold any position of the Company and other companies within the Group.

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

Mr. Tang entered into a service contract with the Company for a term of three years commencing from 7 September 2017, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the service contract, he is entitled to a salary of HK\$100,000 per annum and discretionary bonuses, other benefits and retirement benefit-defined contribution scheme, which is reviewed by the Board and the remuneration committee of the Company and determined by the Board with reference to market rate, his performance, qualifications and experience.

Saved as disclosed above, there is no other information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51 (2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders of the Company in connection with Mr. Li Xiangzhong's, Mr. Cao Qian's and Mr. Tang Chi Wai's re-election as Directors.

NOTICE OF ANNUAL GENERAL MEETING

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Century Group International Holdings Limited (the “Company”) will be held at Room 1703–1704, World Wide House, 19 Des Voeux Road Central, Central, Hong Kong, on Tuesday, 10 September 2019 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 2019.
2.
 - (i) To re-elect Mr. Li Xiangzhong as executive director of the Company;
 - (ii) To re-elect Mr. Cao Qian as non-executive director of the Company;
 - (iii) To re-elect Mr. Tang Chi Wai as independent non-executive director of the Company; and
 - (iv) To authorise the board of directors of the Company to fix the remuneration of directors of the Company.
3. To re-appoint SHINEWING (HK) 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 ANNUAL GENERAL MEETING

- (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 purposes 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 shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this Resolution; and

“Rights Issue” means an offer of Shares 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

NOTICE OF ANNUAL GENERAL MEETING

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 purposes 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 shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this Resolution.”

NOTICE OF ANNUAL GENERAL MEETING

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 Resolutions 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
Century Group International Holdings Limited
Li Xiangzhong
Chairman

Hong Kong, 31 July 2019

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
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

NOTICE OF ANNUAL GENERAL MEETING

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 Wednesday, 4 September 2019 to Tuesday, 10 September 2019, 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 Tuesday, 3 September 2019.
- (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. Li Xiangzhong, Mr. Cao Qian and Mr. Tang Chi Wai 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 31 July 2019.
- (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 31 July 2019.
- (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. Li Xiangzhong, Mr. Cao Jun and Mr. Zhang Chengzhou as executive Directors, Mr. Cao Qian as non-executive director and Mr. Cheung Wai Lun Jacky, Mr. Lee Chi Ming and Mr. Tang Chi Wai as independent non-executive directors.