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# **i.century Holding Limited** **愛世紀集團控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8507)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (“**AGM**”) of i.century Holding Limited (the “**Company**”) will be held at 2:30 p.m., on Friday, 16 September 2022 at Units 212-215, 2/F., Elite Industrial Centre, No. 883 Cheung Sha Wan Road, Lai Chi Kok, Kowloon, Hong Kong for the following purposes:

### **ORDINARY RESOLUTIONS**

1. to receive and adopt the audited consolidated financial statements of the Company and its subsidiaries, and reports of the directors (the “**Director(s)**”) and the independent auditor of the Company for the year ended 31 March 2022;
2. to consider and approve, each as a separate resolution, if thought fit, the following resolutions:
  - (a) to re-elect Mr. Leung Kwok Hung Wilson as an executive Director of the Company;
  - (b) to re-elect Ms. Cheung Wai Man as an independent non-executive Director of the Company;
  - (c) to re-elect Mr. Lau Yau Chuen Louis as an independent non-executive Director of the Company;
3. to authorise the board of directors of the Company to fix the remuneration of the directors of the Company;
4. to re-appoint Messrs. HLB Hodgson Impey Cheng Limited as the independent auditors of the Company for the year ending 31 March 2023 and authorise the board of directors of the Company to fix their remuneration;

As a special business, to consider and, if thought fit, pass with or without modifications the following resolutions as ordinary resolutions of the Company:

5. “**THAT:**
  - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of the Hong Kong Limited (the “**Stock Exchange**”), a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of nominal and par value of HK\$0.01 each in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
  - (i) a Right Issue (as hereinafter defined); or
  - (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into shares of the Company; or
  - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company (the “**Articles**”) in force from time to time shall not exceed 20% of the total number of shares of the Company in issue at the date of the passing this resolution and the said approval shall be limited accordingly; or
  - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants, bonds or debentures of the Company or any securities which are convertible into Shares; or
  - (v) a specific authority granted by the shareholders of the Company, shall not exceed the aggregate of 20% of the number of Shares in issue as at the date of the passing of this resolution; and the said approval shall be limited accordingly;
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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 or any applicable laws to be held; and
- (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting;

“**Rights Issue**” means an offer of shares or issue of options, warrants or other securities giving rights to subscribe for shares of the Company open for a period fixed by the Directors to holders of shares on the register of members of the Company on a fixed record date in proportion to their holdings of shares of the Company (subject to such exclusion or other arrangements as the Directors 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).”

6. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares on GEM or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of the issued share of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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 other applicable laws to be held; and
- (iii) the passing of an ordinary resolution by the shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”

7. **“THAT:**

conditional upon to the passing of resolutions nos. 5 and 6 above, the general mandate granted to the Directors and for the time being in force to exercise the power of the Company to allot, issue and otherwise deal with shares pursuant to the said resolution no. 5 be and is hereby extended by the addition thereto of the total number of shares repurchased by the Company under the authority granted pursuant to the said resolution no. 6, provided that such number of shares so repurchased shall not exceed 10% of the total number of the share of the Company in issue as at the date of the passing of the said resolution no. 6.”

**SPECIAL RESOLUTIONS**

As a special business, to consider and, if thought fit, pass with or without modifications the following resolutions as ordinary resolutions of the Company:

8. **“THAT:**

- (i) the proposed amendments to the existing memorandum of association and articles of association of the Company (the **“Memorandum and Articles”**), details of which are set out in Appendix III to the circular of the Company dated 17 August 2022, and (ii) the second amended and restated memorandum of association and articles of association of the Company (the **“New Memorandum and Articles”**), a copy of which has been produced to this Meeting and for identification purpose signed by the Chairman of the Meeting, be and is hereby approved and adopted in substitution for, and to the exclusion of, the Memorandum and Articles of the Company with immediate effect after the close of this Meeting and that the registered office service provider or any Director of the Company be and are hereby authorised to do all things necessary to implement the adoption of the New Memorandum and Articles.”

By order of the Board

**i.century Holding Limited**

**Leung Kwok Hung Wilson**

*Chairman, Executive Director and Chief Executive Officer*

Hong Kong, 17 August 2022

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Headquarters and Principal Place of Business:*

Units 212-215, 2/F., Elite Industrial Centre

No. 883 Cheung Sha Wan Road

Lai Chi Kok

Kowloon

Hong Kong

*Notes:*

- (1) All resolutions at the AGM must be taken by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the GEM Listing Rules. The results of the poll will be published on the website of The Hong Kong Exchanges and Clearing Limited at <https://www.hkexnews.hk/> and the Company's website at [www.icenturyholding.com](http://www.icenturyholding.com) in accordance with the GEM Listing Rules.
- (2) Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the shareholder to speak at the meeting. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. If more than one proxy is appointed, the number of shares of the Company in respect of which each such proxy so appointed must be specified in the relevant proxy form. A proxy need not be a shareholder of the Company.
- (3) To be valid, a proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's Hong Kong branch share registrar and transfer office in Hong Kong, Link Market Services (Hong Kong) Pty Limited, Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, Hong Kong not later than 48 Hours before the time appointed for holding the AGM (i.e. 2:30 p.m. on Wednesday, 14 September 2022) or any adjourned meeting and in default thereof the proxy form shall not be treated as valid.
- (4) Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the AGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) Where there are joint registered holders of any share, any one of such persons may vote at the AGM, either in person or by proxy, in respect of such shares as if he was solely entitled thereto; but if more than one of such joint registered holders be present at the AGM either personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (6) To ascertain the entitlement of shareholders of the Company to attend and vote at the AGM, the transfer books and register of members of the Company will be closed from Tuesday, 13 September 2022 to Friday, 16 September 2022 (both days inclusive), during of which no transfer of shares will be effected. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, Hong Kong not later than 4:30 p.m. on Friday, 9 September 2022.
- (7) If Typhoon Signal No. 8 or above, or "extreme conditions" caused by super typhoons or a "black" rainstorm warning is in effect any time after 9:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will publish an announcement on website of The Hong Kong Exchanges and Clearing Limited at <https://www.hkexnews.hk/> and the Company's website at [www.icenturyholding.com](http://www.icenturyholding.com) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
- (8) Considering the outbreak of coronavirus disease 2019 ("COVID-19") pandemic, certain measures will be implemented at the AGM with a view to addressing the risk to attendees of infection, including, without limitation (i) all attendees will be required to wear a surgical face mask throughout the AGM within the AGM venue (no mask will be provided at the AGM venue); (ii) all attendees will be required to undergo mandatory body temperature screening; (iii) seating will be arranged to ensure approximate social distancing; and (iv) no refreshment or drinks will be served and no corporate gift will be distributed. The Company reminds attendees that they should carefully consider the risks of attending the AGM, taking into account their own personal circumstances. For details, all attendees of the AGM should read the section headed "Precautionary Measures for the AGM" on page ii of the circular of the Company for the AGM dated 17 August 2022.
- (9) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- (10) Pursuant to Rule 17.47(4) of the GEM Listing Rules, all resolutions set out in this notice will be decided by poll at the above meeting.

*As at the date of this announcement, the executive Directors are Mr. Leung Kwok Hung Wilson (Chairman and Chief Executive Officer) and Ms. Tam Shuk Fan; and the independent non-executive Directors are Ms. Cheung Wai Man, Mr. Lau Yau Chuen Louis and Mr. Lee Kwun Ting.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Exchange (the “**GEM 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 (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for a minimum period of seven days from the day of its publication and on the Company’s website at [www.icenturyholding.com](http://www.icenturyholding.com).*