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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in i.century Holding Limited (the "**Company**"), you should at once hand this circular together with the enclosed form of proxy, to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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)

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) RE-APPOINTMENT OF AUDITOR;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the "**AGM**") of the Company to be held at 3:00 p.m. on Friday, 12 September 2025, at 6/F., Orient International Tower, No. 1018 Tai Nan West Street, Lai Chi Kok, Kowloon, Hong Kong is set out on pages 17 to 21 of this circular. A form of proxy for use at the AGM is also enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.icenturyholding.com).

Whether or not that you are able or intend to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, but in any event not later than 48 hours before the time appointed for the holding of the AGM (i.e. 3:00 p.m. on Wednesday, 10 September 2025) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof (as the case may be) should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

This circular will remain on the website of the Stock Exchange at https://www.hkexnews.hk on the "Latest Listed Company Information" page for at least seven days from the date of its publication and on the website of the Company at www.icenturyholding.com.

12 August 2025

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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NOTICE OF AGM 17

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

"AGM"	the annual general meeting of the Company to be held at 3:00 p.m. on Friday, 12 September 2025 at 6/F., Orient International Tower, No. 1018 Tai Nan West Street, Lai Chi Kok, Kowloon, Hong Kong
"AGM Notice"	the notice for convening the AGM as set out on pages 17 to 21 of this circular
"Articles"	the articles of association of the Company, as amended, supplemented and/or otherwise modified from time to time
"associate(s)" or "close associate(s)"	has the same meaning as defined in the GEM Listing Rules
"Audit Committee"	the audit committee of the Board
"Board"	the board of Directors
"BVI"	the British Virgin Islands
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
"Codes"	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong as amended from time to time
"Companies Act"	the Companies Act (as amended) of the Cayman Islands, as amended, supplemented or modified from time to time
"Company"	i.century Holding Limited (Stock Code: 8507), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
"controlling shareholder(s)"	has the same meaning as defined in the GEM Listing Rules
"core connected person(s)"	has the same meaning as defined in the GEM Listing Rules
"Director(s)"	the director(s) of the Company
"Extension Mandate"	the general and unconditional mandate proposed to be granted to the Directors at the AGM to the effect 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

"GEM"	GEM of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM, as amended, supplemented and/or otherwise modified from time to time
"Giant Treasure"	Giant Treasure Development Limited, a company incorporated in the BVI on 18 November 2016 with limited liability and owned by Mr. Leung Kwok Hung Wilson and Ms. Tam Shuk Fan in equal shares
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue or otherwise deal with new Shares up to a maximum of 20% of the total number of issued shares of the Company (excluding Treasury Shares, if any) as at the date of passing of the relevant resolution granting such mandate
"Latest Practicable Date"	8 August 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
"Listing Date"	16 April 2018, being the date on which the Shares are listed on GEM
"Memorandum"	the memorandum of association of the Company as amended, supplemented or modified from time to time
"Nomination Committee"	the nomination committee of the Board
"PRC"	the People's Republic of China
"Remuneration Committee"	the remuneration committee of the Board
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase the Shares not exceeding 10% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing the relevant resolution granting such mandate
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented and otherwise modified from time to time

"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Treasury Shares"	has the meaning described thereto in the GEM Listing Rules
"%"	per cent

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)

Executive Directors:
Mr. Leung Kwok Hung Wilson
(Chairman and Chief Executive Officer)
Ms. Tam Shuk Fan

Independent Non-Executive Directors:
Ms. Cheung Wai Man
Mr. Lau Yau Chuen Louis
Mr. Lee Kwun Ting

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Headquarters and principal place of business in Hong Kong:
6/F., Orient International Tower
No. 1018 Tai Nan West Street
Lai Chi Kok
Kowloon
Hong Kong

12 August 2025

To the Shareholder(s)

Dear Sir/Madam,

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) RE-APPOINTMENT OF AUDITOR;
AND
(4) NOTICE OF AGM

1. INTRODUCTION

The purpose of this circular is to (i) provide you with all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the AGM for the approval of (1) the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (2) the proposed re-election of the retiring Directors, (3) the re-appointment of the Company's independent auditor, and (ii) give you the AGM Notice.

2. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 6 September 2024, the then Shareholders granted a general mandate to the Directors to allot, issue and deal with the Shares. Such mandate will remain in effect until:

(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 or any applicable laws of the Cayman Islands to be held; or

(iii) being revoked or varied or renewed by an ordinary resolution of the Shareholders at a general meeting of the Company,

whichever occurs first.

In order to ensure that the flexibility and discretion be given to the Directors in the event that it becomes desirable to allot, issue and deal with the Shares and/or to sell or transfer Treasury Shares (if any), approval is being sought from the Shareholders for the granting of the Issue Mandate to the Directors to allot, issue and deal with additional Shares and/or to sell or transfer Treasury Shares (if any) of up to a maximum of 20% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of the passing of the ordinary resolution contained in item 5 of the Notice of AGM. No Share is repurchased by the Company, exercise in full of the Issue Mandate (on the basis of 400,000,000 Shares in issue (excluding Treasury Shares, if any) as at the Latest Practicable Date) would result in up to 80,000,000 new Shares being allotted, issued and dealt with by the Company.

3. GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 6 September 2024, the then Shareholders granted a general mandate to the Directors to allot, issue and deal with the Shares. Such mandate will remain in effect until:

(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 or any applicable laws of the Cayman Islands to be held; or

(iii) being revoked or varied or renewed by an ordinary resolution of the Shareholders at a general meeting of the Company,

whichever occurs first.

As at the Latest Practicable Date, a total of 400,000,000 Shares (excluding Treasury Shares, if any) were in issue. A resolution to grant the Directors the Repurchase Mandate will be proposed at the AGM to enable the Directors to exercise the powers of the Company to repurchase its own issued and fully paid Shares up to a maximum of 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of the passing of the ordinary resolution contained in item 6 of the Notice of AGM (i.e. a total of 40,000,000 Shares (excluding Treasury Shares, if any), assuming that the number of issued Shares remains unchanged after the Latest Practicable Date and up to the date of the AGM). The Directors have no immediate plans to repurchase any Shares pursuant to the Repurchase Mandate.

In accordance with Rule 13.08 of the GEM Listing Rules, an explanatory statement containing information reasonably necessary for the Shareholders to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix I to this circular.

Each of the Repurchase Mandate and the Issue Mandate, if granted, would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the applicable laws of the Cayman Islands to be held; or (c) the revocation or variation of the authority given under the relevant mandate by an ordinary resolution of the Shareholders in a general meeting.

4. EXTENSION MANDATE

In addition, a separate ordinary resolution will be proposed at the AGM to extend the Issue Mandate by an addition of an amount representing the aggregate number of issued Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

5. RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprised two executive Directors, namely Mr. Leung Kwok Hung Wilson and Ms. Tam Shuk Fan and three independent non-executive Directors, namely, Ms. Cheung Wai Man, Mr. Lau Yau Chuen Louis and Mr. Lee Kwun Ting.

In accordance with Article 84(1) of the Articles, notwithstanding any other provisions in the Articles, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

In accordance with Article 84(2) of the Articles, a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he/she retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself/herself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

In accordance with the above provisions of the Articles, Ms. Tam Shuk Fan and Mr. Lau Yau Chuen Louis shall retire from office as Directors at the AGM. Ms. Tam Shuk Fan and Mr. Lau Yau Chuen Louis (collectively, the "**Retiring Directors**") being eligible, have agreed to offer herself/himself for re-election at the AGM. Details of the above Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the GEM Listing Rules.

All of the independent non-executive Directors, namely Ms. Cheung Wai Man, Mr. Lau Yau Chuen Louis and Mr. Lee Kwun Ting, have made confirmation of independence pursuant to the independence guidelines set out in Rule 5.09 of the GEM Listing Rules. The Nomination Committee is also responsible for, inter alia, assessing the independence of independent non-executive Directors. The Nomination Committee assessed and reviewed the individual independent non-executive Director's annual confirmation of independence based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules, and affirmed that Ms. Cheung Wai Man, Mr. Lau Yau Chuen Louis and Mr. Lee Kwun Ting remained independent.

The Nomination Committee has also evaluated the performance of the Retiring Directors, which is of the opinion that their performance are satisfactory. With the nomination of the Nomination Committee, the Board has recommended that all the Retiring Directors stand for re-election at the AGM. As a good corporate governance practice, each of the Retiring Directors has abstained from voting at the relevant Board meeting.

6. RE-APPOINTMENT OF AUDITOR

Messrs. HLB Hodgson Impey Cheng Limited will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board proposed to re-appoint Messrs. HLB Hodgson Impey Cheng Limited as the independent auditor of the Company to hold office until the conclusion of the next AGM and authorise the Board to fix its remuneration.

7. NOTICE OF AGM AND FORM OF PROXY

The Notice of AGM is set out on pages 17 to 21 of this circular.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

A form of proxy for use in connection with the AGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange http://www.hkexnews.hk and the Company's website at www.icenturyholding.com. Whether or not you are able or intend to attend and vote at the AGM, you are requested to complete, sign and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong and in any event not later than 48 hours before the time appointed for holding of the AGM (or any adjourned meeting thereof, as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjourned meeting thereof, as the case may be) should you so wish. If you attend and vote at the AGM, the authority of your proxy will be revoked.

8. CLOSURE OF REGISTER OF MEMBERS

In order to ascertain the entitlement of Shareholders to attend and vote at the AGM, the transfer books and register of members of the Company will be closed from Tuesday, 9 September 2025 to Friday, 12 September 2025 (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, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 8 September 2025.

9. VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith and in compliance with the GEM Listing Rules, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions proposed at the AGM shall be voted by poll. The Company will appoint Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, as the scrutineer to handle the vote-taking procedures at the AGM. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

10. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with 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 circular is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

11. RECOMMENDATIONS

The Directors are of the opinion that the (1) the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (2) the proposed re-election of Retiring Directors; and (3) the re-appointment of the Company's independent auditors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

12. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
On behalf of the Board
i.century Holding Limited
Leung Kwok Hung Wilson
Chairman, Executive Director and Chief Executive Officer

This Appendix serves as an explanatory statement, as required by Rule 13.08 and other relevant provisions of the GEM Listing Rules, to provide all the information reasonably necessary to enable Shareholders to make an informed decision on whether to approve the Repurchase Mandate.

1. GEM LISTING RULES

The GEM Listing Rules permit companies with a primary listing on GEM to repurchase their Shares on the Stock Exchange subject to certain restrictions.

2. SHAREHOLDERS' APPROVAL

All proposed repurchases of Shares by a company with a primary listing on GEM must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval of a particular transaction.

3. SHARE CAPITAL

As at the Latest Practicable Date, the Company has 400,000,000 Shares in issue.

Subject to the passing of the ordinary resolution set out in item 5 of the Notice of AGM in respect of the grant of the Repurchase Mandate and assuming that the total number of Shares in issue remains the same at 400,000,000 Shares from the Latest Practicable Date up to the date of passing such resolution, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to 40,000,000 Shares, representing 10% of the total number of issued Shares at the date of the AGM.

4. REASONS FOR SHARE REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company the flexibility to make such repurchase when appropriate and beneficial to the Company. Repurchases of the Shares will only be made when the Directors believe that it is the best interests of the Company and the Shareholders to seek a general authority from Shareholders as such repurchases will benefit the Company and the Shareholders as a whole. Shares repurchased and held by the Company as Treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the GEM Listing Rules, the Articles, and the laws of the Cayman Islands. 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.

5. FUNDING OF REPURCHASE

In repurchasing the Shares, the Company may only apply funds legally available for such purposes in accordance with the Memorandum, the Articles, the applicable laws of the Cayman Islands, the GEM Listing Rules and all other applicable laws, rules and regulations, as the case may be.

It is presently proposed that any repurchase of Shares will be made out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or the proceeds of a fresh issue of shares made for the purpose of the purchase, and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company. Subject to the Companies Act, a repurchase of Shares may also be paid out of capital.

6. MATERIAL ADVERSE IMPACT IN THE EVENT OF REPURCHASE IN FULL

Taking into account the current working capital position of the Group, the Directors consider that, 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 annual report of the Company for the year ended 31 March 2025) in the event that the Repurchase Mandate is exercised in full.

The Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

The Company may not purchase its own shares on GEM 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.

7. GENERAL

If the Company purchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased, and/or (ii) hold such Shares in treasury for subsequent sale or transfer subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. If the Company holds any Treasury Shares, any sale or transfer of Treasury Shares will be made pursuant to the terms of the Issue Mandate and in accordance with the GEM Listing Rules and applicable laws and regulations of the Cayman Islands.

For the Treasury Shares deposited with the CCASS pending resale on the Stock Exchange, the Company has appropriate measures to ensure that it would not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those Shares were registered in the Company's own name as Treasury Shares. The Company has implemented the following measures in place: (i) the Company would procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited (HKSCC) to vote at general meetings for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company would withdraw the Treasury Shares from CCASS, and either re-register them in the Company's own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

8. CONNECTED PERSONS

As at the Latest Practicable Date, none of the Directors nor, to the best of the knowledge of the Directors, having made all reasonable enquiries, any of their respective Close Associates, has any present intention to sell any Shares to the Company or its subsidiaries, in the event that the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no Core Connected Persons have notified the Company that he/she/it has a present intention to sell any Shares to the Company, nor has he/she/it undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the Companies Act, the Articles and the applicable laws of the Cayman Islands.

10. EFFECT OF THE TAKEOVERS CODE

If, as a result of a repurchase of Shares, 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. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, based on disclosures made under Part XV of the SFO and to the best of the knowledge and belief of the Directors, the interests of substantial Shareholders were as follows:

Name of substantial shareholders	**Capacity/ Nature of interest**	**Number of Shares held (Long position)**	**Approximate percentage of existing shareholding** *(Note 1)*	**Approximate percentage of shareholding if the Repurchase Mandate is exercised in full**
Giant Treasure	Beneficial owner	280,000,000 *(Note 2)*	70.00%	77.78%
Mr. Leung Kwok Hung Wilson	Interest in a controlled corporation	280,000,000 *(Note 3)*	70.00%	77.78%
Ms. Tam Shuk Fan	Interest in a controlled corporation	280,000,000 *(Note 4)*	70.00%	77.78%

Notes:

(1) The percentage of shareholding was calculated based on the total 400,000,000 Shares in issue as at the Latest Practicable Date.

(2) Giant Treasure is the registered owner of 280,000,000 Shares, representing 70% of the entire issued share capital of the Company. Giant Treasure is owned as to 50% by Mr. Leung Kwok Hung Wilson and 50% by Ms. Tam Shuk Fan.

(3) Mr. Leung Kwok Hung Wilson is interested in 50 shares in Giant Treasure, representing approximately 50% of the entire issued share capital of Giant Treasure. By virtue of the SFO, Mr. Leung is deemed or taken to be interested in the Shares in which the Giant Treasure is interested.

(4) Ms. Tam Shuk Fan is interested in 50 shares in Giant Treasure, representing approximately 50% of the entire issued share capital of Giant Treasure. By virtue of the SFO, Ms. Tam is deemed or taken to be interested in the Shares in which the Giant Treasure is interested.

On the basis of 400,000,000 Shares in issue as at the Latest Practicable Date and assuming there is no further issue or repurchases of Shares during the period from the Latest Practicable Date up to and including the date of the AGM, if the Repurchase Mandate is to be exercised in full, the total number of the Shares which will be repurchased pursuant to the Repurchase Mandate shall be 40,000,000 Shares (being 10% of the total number of issued Shares as at the Latest Practicable Date) and the interests in the shareholding in the Company held by Giant Treasure, Mr. Leung Kwok Hung Wilson and Ms. Tam Shuk Fan would be increased from 70.00% to approximately 77.78% of the issued Shares. Such increase would result in the aggregate number of Shares in the public hands being reduced to less than 25%. Any repurchase of the Shares which results in the number of the Shares held by the public being reduced to less than the prescribed percentage of the Shares then in issue could only be implemented with the approval of the Stock Exchange to waive the GEM Listing Rules requirements regarding the minimum public float.

The Directors confirm that the Repurchase Mandate will not be exercised to the extent which may result in a requirement of any of the above shareholder or any other persons obliged to make a mandatory general offer under Rule 26 of the Takeover Code.

The Director confirm that the Repurchase Mandate will not be exercised to the extent which may result in a public shareholding falling below the prescribed minimum percentage under the GEM Listing Rules.

11. SHARE PRICES

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange in the last 12 months prior to the Latest Practicable Date were as follows:

	Highest Price	**Lowest Price**
	HK$	*HK$*
2024		
July	0.074	0.063
August	0.061	0.054
September	0.060	0.051
October	0.124	0.061
November	0.090	0.080
December	0.085	0.083
2025		
January	0.086	0.068
February	0.088	0.079
March	0.100	0.079
April	0.096	0.079
May	0.095	0.080
June	0.086	0.080
July	0.128	0.081
August (up to the Latest Practicable Date)	0.150	0.122

12. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares have been made by the Company, whether on the Stock Exchange or otherwise in the six months preceding the Latest Practicable Date.

The following are the particulars of the Directors who will retire and, being eligible, shall offer themselves for re-election at the AGM pursuant to the Articles.

EXECUTIVE DIRECTOR

MS. TAM SHUK FAN (譚淑芬)

Ms. Tam Shuk Fan (譚淑芬, "**Ms. Tam**"), aged 54, was appointed as a Director on 20 June 2017 and was re-designated as an executive Director on 26 September 2017. Ms. Tam is responsible for overseeing the management and administration of the Group's business operations. Ms. Tam is also a director of certain subsidiaries of the Group. Ms. Tam completed her secondary education in Hong Kong in 1987 and one-year post-secondary secretarial studies at Chu Hai College in July 1988. From April 1989 to April 1999, she worked in Kasmen Limited, an apparel manufacturing and exporting company, and her last position was shipping officer. In April 1999, she left Kasmen Limited and worked as a shipping and account officer of Mikura Limited, an electrical and electronic manufacturing company, from 1999 to 2001. Prior to co-founding the Group in August 2008, she was a clerk in the finance department of Quality Healthcare Medical Centre Limited, a healthcare company from December 2001 to February 2006.

Ms. Tam has entered into a service contract with the Company for a term of three years commencing on Listing Date and renewed for a successive term of three years after the initial term. Either party has the right to give not less than six months' prior written notice to terminate the respective service contract. Ms. Tam is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Ms. Tam is currently entitled to a monthly remuneration of HK$150,000, which was determined by the Board having regard to the recommendation of the Remuneration Committee and with reference to his qualifications, experience and duties and responsibilities with the Company and the prevailing market conditions.

Ms. Tam is the wife of Mr. Leung Kwok Hung Wilson, the executive Director of the Company. Save as disclosed above, Ms. Tam is not related to any other Directors, member of senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Tam was deemed to be interested in 280,000,000 Shares within the meaning of Part XV of the SFO. 280,000,000 Shares were beneficial owned by Giant Treasure. Giant Treasure is owned as to 50% by Ms. Tam and 50% by Mr. Leung who is also the executive Director of the Company. Ms. Tam and Mr. Leung are husband and wife. Therefore, each of Ms. Tam and Mr. Leung is deemed to be interested in all the shares held by Giant Treasure.

Save as disclosed above, the Company considers that in relation to the re-election of Ms. Tam as an executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that needs to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR

MR. LAU YAU CHUEN LOUIS (劉友專)

Mr. Lau Yau Chuen Louis (劉友專, "**Mr. Lau**"), aged 48, was appointed as an independent non-executive Director on 20 March 2018. Mr. Lau is also the chairman of the Audit Committee, member of the Remuneration Committee and member of the Nomination Committee. Mr. Lau is responsible for providing independent judgement on the Group's strategy, performance, resources and standard of conduct. After graduated from City University of Hong Kong, Mr. Lau obtained a MBA from the University of Greenwich in United Kingdom and is a member of the Association of Chartered Certified Accountants. Mr. Lau has over 25 years of financial reporting, audit and compliance experiences gained from international certified public accounting firms and listed companies. Mr. Lau was formerly an executive director and financial controller of Artini China Co. Ltd. (stock code: 789); the deputy chief financial officer and company secretary of China Innovative Financial Group Limited (stock code: 412); the independent non-executive director of IAG Holding Limited (stock code: 8513); the chief financial officer of Millennium Pacific Group Holdings Limited (stock code: 8147) and the chief financial officer and company secretary of China Wantian Holdings Limited (stock code: 1854).

Mr. Lau has entered into a contract with the Company for a term of three years commencing from the Listing Date. After expiry, Mr. Lau entered into an agreement for one year together with automatically renewable successive term until termination. The engagement with Mr. Lau is subject to the provisions for termination set out in Clause 6 of the contract and the provisions on retirement by rotation of directors as set out in the Memorandum and Articles. Pursuant to the contract, he is entitled to a fixed annual fee of HK$144,000, or such other amount as the Board may from time to time determined in its absolute discretion.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, Mr. Lau (i) has not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (ii) is not related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) has not held any other major appointments or professional qualifications; and (iv) is not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, there is no other information relating to Mr. Lau that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules, nor are there any other matters concerning Mr. Lau that needs to be brought to the attention of the Shareholders.

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 3:00 p.m., on Friday, 12 September 2025 at 6/F., Orient International Tower, No. 1018 Tai Nan West Street, 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 and the independent auditor of the Company for the year ended 31 March 2025;

2. to consider and approve, each as a separate resolution, if thought fit, the following resolutions:

   (a) to re-elect Ms. Tam Shuk Fan as an executive director of the Company;

   (b) 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 auditor of the Company for the year ending 31 March 2026 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 (the "**GEM Listing Rules**") 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 of the Company (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 HK$0.01 (the "**Shares**") each in the capital of the Company and/or to sell or transfer treasury shares, which shall have the meaning as described to it under the GEM Listing Rules (the "**Treasury Shares**") (if any) 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) and Treasury Shares, if any, sold or transferred or agreed conditionally or unconditionally to be sold or transferred 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; 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 (excluding Treasury Shares, if any) 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 (excluding Treasury Shares, if any) 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 or any 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.

"**Rights Issue**" means an offer of Shares or issue of options, warrants or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares or any class of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong)."

6. "**THAT**:

(a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares or securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the "**SFC**") and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law (2013 Revision) of the Cayman Islands (as amended, supplemented or modified from time to time) and all other applicable laws as amended from time to time in this regard, be and the same is hereby generally and unconditionally approved;

(b) the total number of Shares which the Company is authorised to repurchased pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of the issued Share (excluding Treasury Shares, if any) 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 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."

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 (excluding Treasury Shares, if any) as at the date of the passing of the said resolution no. 6."

By order of the Board
i.century Holding Limited
Leung Kwok Hung Wilson
Chairman, Executive Director and Chief Executive Officer

Hong Kong, 12 August 2025

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Headquarters and Principal Place of Business:
6/F., Orient International Tower
No. 1018 Tai Nan West Street
Lai Chi Kok
Kowloon
Hong Kong

Notes:

(1) All resolutions at the AGM will 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 Stock Exchange at https://www.hkexnews.hk and the Company's website at 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 form of proxy. A proxy need not be a shareholder of the Company.

(3) To be valid, a form of proxy, 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, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 Hours before the time appointed for holding the AGM (i.e. 3:00 p.m. on Wednesday, 10 September 2025) or any adjourned meeting and in default thereof the form of proxy 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, 9 September 2025 to Friday, 12 September 2025 (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, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 8 September 2025.

(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 Stock Exchange at https://www.hkexnews.hk and the Company's website at www.icenturyholding.com to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

(8) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

(9) 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.