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 you should take, 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 Energy International Holdings Limited (the ''Company''), you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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.

Century Energy International Holdings Limited

百能國際能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8132)

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

A notice convening the annual general meeting of the Company to be held at 10:00 a.m. on Tuesday, 30 September 2025 at Unit 5906-5912, 59/F, The Center, 99 Queen's Road Central, Central, Hong Kong (the ''AGM'') is set out on pages 14 to 18 of this circular. **NO refreshments will be served and NO gifts will be distributed at the AGM.**

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy and return the same 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 in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours (i.e. Sunday, 28 September 2025 at 10:00 a.m.) before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

This circular will remain on the ''Latest Listed Company Information'' page of the website of the Stock Exchange at http://www.hkexnews.hk for at least 7 days from the date of its posting and be posted on the website of the Company at www.8132century.com.

29 August 2025

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

''AGM''	the annual general meeting of the Company to be held at 10:00 a.m. on Tuesday, 28 September 2025 at Unit 5906-5912, 59/F, The Center, 99 Queen's Road Central, Central, Hong Kong or any adjournment thereof
''Articles of Association''	the third amended and restated articles of association of the Company
''Board''	the board of Directors
''Company''	Century Energy International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
''Director(s)''	the director(s) of the Company
''GEM''	the GEM of the Stock Exchange
''GEM Listing Rules''	the Rules Governing the Listing of Securities on GEM
''Group''	the Company and its subsidiaries
''HK$''	Hong Kong dollars, the lawful currency of Hong Kong
''Hong Kong''	the Hong Kong Special Administrative Region of the People's Republic of China
''Issue Mandate''	the issue mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares not exceeding 20% of the total number of the issued shares of the Company as at the date of passing the relevant ordinary resolution for approving the issue mandate
''Latest Practicable Date''	27 August 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
''Memorandum and Articles of Association''	collectively, the third amended and restated memorandum of association and the third amended and restated articles of association of the Company

''Repurchase Mandate''	the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase the Shares up to a maximum of 10% of the total number of the issued shares of the Company as at the date of passing of the ordinary resolution approving the repurchase mandate
''SFO''	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
''Share(s)''	ordinary share(s) of nominal value of HK$0.004 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
''Takeovers Code''	The Codes on Takeovers and Mergers as amended from time to time
''%''	per cent

Century Energy International Holdings Limited
百能國際能源控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8132)

Executive Directors:
Mr. Sun Jiusheng *(Chairman)*
Mr. Cheung Yip Sang
Mr. Li Dewen
Mr. Yeung Shing Wai

Independent Non-Executive Directors:
Mr. Cheong Siu Fai
Ms. Chong Wing Lum, Cherrie
Mr. Liu Yongxin

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

Principal Place of Business in Hong Kong:
Room 202B, 2/F, Mirror Tower
61 Mody Road
Tsim Sha Tsui, Kowloon
Hong Kong

29 August 2025

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for (i) the granting of the Issue Mandate; (ii) the granting of the Repurchase Mandate; (iii) the extension of the Issue Mandate; (iv) the re- election of retiring Directors; and (v) the re-appointment of the auditor of the Company; and to give you the notice of the AGM.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The Company's existing mandates to issue and repurchase Shares were approved by its then Shareholders on September 2024. Unless otherwise renewed, the existing mandates to issue and repurchase Shares will lapse at the conclusion of the AGM. Ordinary resolutions will be proposed at the AGM for the Shareholders to consider and approve:

(a) the granting of the Issue Mandate so that the Directors will be able to allot, issue and deal with up to a total of 538,893,090 Shares, representing 20% of the total number of issued Shares which is also equal to 20% of the aggregate nominal amount of issued Shares on the date of passing of such resolution (based on 2,694,465,453 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of the AGM);

(b) the granting of the Repurchase Mandate so that the Directors are authorized to repurchase up to a total of 269,446,545 Shares on the Stock Exchange, representing 10% of the total number of issued Shares which is also equal to 10% of the aggregate nominal amount of issued Shares on the date of passing of such resolution; and

(c) the extension of the Issue Mandate by an amount representing the aggregate number of the Shares which is also equal to the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate will continue in force until the earliest of (i) the conclusion of the next annual general meeting of the Company; or (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 law of the Cayman Islands to be held; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

In accordance with the requirements of the GEM Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the Repurchase Mandate. The explanatory statement as required by the GEM Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

At the AGM, the Directors, namely Mr. Sun Jiusheng, Mr. Cheong Siu Fai and Ms. Chong Wing Lum, Cherrie will retire from office by rotation in accordance with Article 83 to 84 of the Articles of Association and, being eligible, will offer themselves for re-election.

In accordance with Article 83 (3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Company after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re- election. In accordance with Article 84(2) of the Articles of Association, 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. Accordingly, Mr. Cheong Siu Fai and Ms. Chong Wing Lum, Cherrie, the independent non-executive Directors, will retire from office at the AGM and, being eligible, will offer himself for re-election.

In accordance with Article 84 of the Articles of Association, 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, 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 of the Company at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he 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 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. Accordingly, Mr. Sun Jiusheng, the executive Director, will retire from office at the AGM and, being eligible, will offer themselves for re-election.

Particulars of the Directors who offer themselves for re-election are set out in Appendix II to this circular.

RE-APPOINTMENT OF AUDITOR

Confucius International 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 Confucius International CPA Limited as the auditor of the Company and to hold office until the conclusion of next annual general meeting of the Company, subject to the approval of the Shareholders at the AGM.

AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 14 to 18 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. If you are unable to attend the AGM, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return the same 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 and in any event not less than 48 hours (i.e. Sunday, 28 September 2025 at 10:00 a.m.) before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the AGM shall be voted by poll. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under rules 17.47(5)-(5A) of the GEM Listing Rules.

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 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.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 24 September 2025 to Tuesday, 30 September 2025, both days inclusive, during which period no transfer of the Shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 23 September 2025.

RECOMMENDATION

The Directors believe that the granting of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate and the re-election of retiring Directors, and the re-appointment of the auditor of the Company are in the 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.

Yours faithfully,
By Order of the Board
Century Energy International Holdings Limited
Sun Jiusheng
Chairman

This appendix serves as an explanatory statement, as required by rule 13.08 of the GEM Listing Rules, to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,694,465,453 Shares.

Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the Directors would be authorized to repurchase up to a maximum of 269,446,545 Shares, representing 10% of the total number of the issued Shares as at the Latest Practicable Date during the period up to (i) the conclusion of the next annual general meeting of the Company; or (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 law of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

2. REASONS FOR THE REPURCHASE

The Directors consider that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

3. SOURCE OF FUNDS

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with the Memorandum and Articles of association, the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company will not repurchase the Shares on the Stock Exchange for consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital or gearing position of the Company compared with that as at 31 March 2025, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. DIRECTORS AND THEIR CLOSE ASSOCIATES

To the best knowledge of the Directors having made all reasonable enquiries, none of the Directors nor their respective close associates (as defined in the GEM Listing Rules) have any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

6. 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 and the applicable laws and regulations of the Cayman Islands.

7. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the following parties are deemed to be interested in the Shares by virtue of the SFO:

Mr. Sun Jiusheng, Ms. Zhou Jing, Mr. Zhang Chao and Mr. Leung Wing Cheong Eric, together with BAINENG Holdings Limited (''BAINENG'') which is controlled by them, are interest in 1,750,549,090 Shares, of which 249,470,809 Shares are held by other parties acting in concert, representing approximately 64.97% of the issued share capital of the Company. BAINENG is beneficially owned as to approximately 33.40% by Hengsheng Holding Limited which is wholly-owned by Mr. Sun Jiusheng, approximately 29.68% by Melin Holding Limited which is wholly-owned by Ms. Zhou Jing, approximately 18.57% by Zhongrui Holding Limited which is wholly-owned by Mr. Zhang Chao, approximately 5.16% by Mr. Cheng Lianfu, approximately 2.58% by Mr. Zhou Xinhua and approximately 10.61% by Mr. Leung Wing Cheong Eric. Ms. Zhou Jing is the spouse of Mr. Cheung Yip Sang who beneficially owns 161,000,000 Shares representing approximately 5.975% of the issued share capital of the Company. Accordingly, Mr. Cheung Yip Sang is deemed to be interested in all the Shares in which Ms. Zhou Jing is interested under the SFO.

Mr. Chu David, Mr. Cheung Yuen Chau, Ms. Tsang Siu Lan and Ms. Ip Tsang Katherine Man Tung, together with Richmax Investment (H.K.) Limited (''Richmax Investment'') which is controlled by them, are interest in 1,750,549,090 Shares, of which 1,533,392,076 Shares are held by other parties acting in concert, representing approximately 64.97% of the issued share capital of the Company. Richmax Investment is beneficially owned as to approximately 46.67% by Mr. Chu David, approximately 40% by Mr. Cheung Yuen Chau, approximately 6.67% by Ms. Tsang Siu Lan and approximately 6.66% by Ms. Ip Tsang Katherine Man Tung. Ms. Tsang Siu Lan is the spouse of Mr. Chu David.

Ms. To Sau Man, together with New Origins International Limited (''New Origins'') which is controlled by her, are interest in 1,750,549,090 Shares, of which 1,718,585,295 Shares are held by other parties acting in concert, representing approximately 64.97% of the issued share capital of the Company. New Origins is beneficially wholly-owned by Ms. To Sau Man.

In the event that the Repurchase Mandate is exercised in full, the interest of BAINENG, Richmax Investment and New Origins will increase to approximately 72.19% and the interest of Mr. Cheung Yip Sang will increase to approximately 78.83%. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code but would reduce the number of Shares held by the public to less than 25%.

In respect of the public float, the Directors will not repurchase the Shares on the Stock Exchange if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the GEM Listing Rules.

8. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of the Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

9. REPURCHASE OF SECURITIES FROM CORE CONNECTED PARTIES

No core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has he/she/it undertaken not to do so in the event that the Repurchase Mandate is approved and exercised.

10. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Share Prices	
	Highest	**Lowest**
	HK$	*HK$*
2024		
August	0.068	0.049
September	0.076	0.050
October	0.097	0.069
November	0.080	0.059
December	0.070	0.059
2025		
January	0.070	0.063
February	0.068	0.058
March	0.066	0.056
April	0.065	0.042
May	0.047	0.042
June	0.064	0.041
July	0.041	0.041
August (up to and including the Latest Practicable Date)	0.041	0.041

11. STATUS OF REPURCHASED SHARES

The listing of all Shares which are repurchased by the Company (whether on the Stock Exchange or otherwise) shall be automatically cancelled upon repurchase. The Company shall ensure that the documents of title of the repurchased Shares are cancelled and destroyed as soon as reasonably practicable following settlement of any such repurchase.

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

1. **Mr. Sun Jiusheng**, aged 33, was appointed as an executive Director and the vice chairman of the Board on 4 August 2021. Mr. Sun also serves as director of certain subsidiaries of the Company. He has over 5 years of experience and in-depth research and practical experience in the areas of energy technology investment, energy engineering construction project, energy equipment manufacturing, energy trade and transportation, international energy project operation, international energy transactions, and energy logistics, storage, and terminal sales. He has participated in many large-scale projects such as West-East Gas Transmission Project and ShaanxiBeijing Fourth-Line Gas Transmission Project. He has led the realization of in-depth cooperation with national scientific research institutions in the field of energy technology, and served as chairman of a number of energy technology and energy security companies. Mr. Sun is a director of the China Association of Port-Of-Entry and a member of China Society of Logistics.

   Save as disclosed above, Mr. Sun did not hold any directorships in any other listed public company (whether in Hong Kong or overseas) in the last three years.

   As at the Latest Practicable Date, Mr. Sun is deemed to be interested in 1,750,549,090 Shares which are held by BAINENG within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Sun does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company.

   Mr. Sun entered into a service agreement with the Company for a term of three years commencing from August 2021 and shall continue thereafter on a three yearly basis until termination by either party by giving to the other party one month's notice in writing. He is entitled to a discretionary bonus for each of the financial year of the Company as may be determined by the Board at its sole discretion. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The annual remuneration payable to Mr. Sun under the service agreement is HK$540,000 which was determined by the Board after considering a range of factors including his experience, his duties and responsibilities in the Group, the remuneration structure of the Group and levels of remuneration for peers in the market. The emoluments paid or payable to Mr. Sun for the year ended 31 March 2025 amounted to approximately HK$674,000.

   Save as disclosed above, there are no other matters concerning Mr. Sun that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to rule 17.50(2)(h) to (v) of the GEM Listing Rules.

2. **Mr. Cheong Siu Fai**, aged 53, has over 30 years of experience in accounting and finance, capital markets, and compliance for listed companies, having held positions in Hong Kong listed companies and international accounting firms. Mr. Cheong served as Chief Financial Officer and Company Secretary at China International Marine Containers (CIMC) Enric Holdings Limited (stock code: 3899), a Hong Kong-listed company, from December 2004 to March 2022. He resigned as Company Secretary in December 2021, where he gained extensive experience in financial management and corporate governance. Prior to December 2004, Mr. Cheong worked at an international accounting firm, accumulating years of experience in auditing, financial management, and corporate finance. He holds a Bachelor's degree in Business Administration from Thames Valley University, UK. Mr. Cheong is a registered accountant with the Hong Kong Institute of Certified Public Accountants and a member of the Association of International Accountants, UK.

   Save as disclosed above, Mr. Cheong has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas, or any other major appointments or professional qualifications.

   As at the Latest Practicable date, Mr. Cheong does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company. Mr. Cheong is not interested in any shares of the Company within the meaning of Part XV of the SFO.

   Pursuant to the appointment letter entered into between the Company and Mr. Cheong, Mr. Cheong is appointed for an initial term of three years from 4 June 2025 and is subject to retirement by rotation and re-election at the next general meeting of the Company in accordance with the articles of association of the Company. Mr. Cheong is entitled to an annual director's fee of HK$120,000 which is determined with reference to his responsibilities, the Company's remuneration policy and the prevailing market conditions.

   Save as disclosed above, there are no other matters concerning Mr. Cheong that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to rule 17.50(2)(h) to (v) of the GEM Listing Rules.

   Mr. Cheong made a written confirmation of independence at his appointment pursuant to the independence guidelines set out in Rule 5.09 of the GEM Listing Rules. The Board is of the view that Mr. Cheong meets the guidelines for assessing independence set out in Rule 5.09 of the GEM Listing Rules and is independent. Mr. Cheong possesses extensive experience in the field of capital markets and compliance for listed companies and has the ability to provide an independent view to the Company's affairs during his tenure in office. The Board considers to enhance its diversity with different expertise when re-election of an independent non-executive Director. The Board is of the view that Mr. Cheong will continue to bring independent judgement on the development, performance and risk management of the Group.

3. **Ms. Chong Wing Lum, Cherrie (莊詠琳) (former name: Chong Kong Ngai (莊江毅))**, aged 56, has extensive experience in management, business development and intellectual property consulting. She is currently the managing director of Hu Yi Global Information Hong Kong Limited since 2010 and Global Intellectual Property Company Limited since 2007. She is also the founder and director of GigGik Technology Limited.

Ms. Chong currently serves as the president of the Innovative Entrepreneur Association, the executive vice chairperson and deputy secretary-general of the Greater Bay Area Hong Kong Women Entrepreneurs Association and a member of the MPF Industry Schemes Committee of the Mandatory Provident Fund Schemes Authority. She is also the permanent honorary president of Hong Kong People Brands.

Save as disclosed above, Ms. Chong has not held any directorships in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas, or any other major appointments or professional qualifications.

As at the Latest Practicable date, Ms. Chong does not have any relationships with any Directors, senior management or substantial or controlling shareholders (having the meaning ascribed to it under the Rules Governing the Listing of Securities on GEM (''GEM Listing Rules'') of The Stock Exchange of Hong Kong Limited (''Stock Exchange'')) of the Company.

As at the date of this announcement, Ms. Chong is not interested in any shares of the Company within the meaning of Part XV of the SFO.

Pursuant to the appointment letter entered into between the Company and Ms. Chong, Ms. Chong is appointed for an initial term of three years from 5 December 2024 and is subject to retirement by rotation and re-election at the next general meeting of the Company in accordance with the articles of association of the Company. Ms. Chong is entitled to an annual director's fee of HK$120,000 which is determined with reference to her responsibilities, the Company's remuneration policy and the prevailing market conditions.

Save as disclosed above, there are no other matters concerning Ms. Chong that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Ms. Chong made a written confirmation of independence at his appointment pursuant to the independence guidelines set out in Rule 5.09 of the GEM Listing Rules. The Board is of the view that Ms. Chong meets the guidelines for assessing independence set out in Rule 5.09 of the GEM Listing Rules and is independent. Ms. Chong possesses extensive experience in the field of management and business development and has the ability to provide an independent view to the Company's affairs during his tenure in office. The Board considers to enhance its diversity with different expertise when re-election of an independent non-executive Director. The Board is of the view that Ms. Chong will continue to bring independent judgement on the development, performance and risk management of the Group. Ms. Chong was adjudged bankrupt by the High Court of Hong Kong on 31 October 2002 and was subsequently discharged without any conditions on 31 October 2006.

Century Energy International Holdings Limited
百能國際能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8132)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the ''AGM'') of Century Energy International Holdings Limited (the ''Company'') will be held at 10:00 a.m. on Tuesday, 30 September 2025 at Unit 5906-5912, 59/F, The Center, 99 Queen's Road Central, Central, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements, the report of the directors and the independent auditor's report of the Company for the year ended 31 March 2025.

2. (A) To re-elect Mr. Sun Jiusheng as an executive director of the Company;

   (B) To re-elect Mr. Cheong Siu Fai as an independent non-executive director of the Company;

   (C) To re-elect Ms. Chong Wing Lum, Cherrie as an independent non-executive director of the Company;

   (D) To authorize the board of directors of the Company (the ''Board'') to fix the directors' remuneration.

3. To re-appoint Confucius International CPA Limited as the auditor of the Company and to authorize the Board to fix their remuneration.

4. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

   (A) ''**THAT**:

      (a) subject to paragraph (c) below, pursuant to Rules Governing the Listing of Securities on GEM (the ''GEM Listing Rules'') of The Stock Exchange of Hong Kong Limited (the ''Stock Exchange''), the exercise by the directors of the Company (the ''Directors'') during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period (as defined below);

(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) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme or similar arrangements of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the amended and restated articles of association of the Company in force from time to time; or (iv) the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the aggregate number of shares of the share capital of the Company in issue on the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be issued as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and

(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; or

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the amended and restated articles of association of the Company or any applicable law of the Cayman Islands to be held; or

(iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

''Rights Issue'' means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares of the Company on the register on a fixed record date in proportion to their then 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, 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 recognized regulatory body or any stock exchange outside Hong Kong).''

(B) ''**THAT**:

(a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the shares of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act (Revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the aggregate number of shares of the Company which may be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be purchased as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and

(c) 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; or

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the amended and restated articles of association of the Company or any applicable law of the Cayman Islands to be held; or

(iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.''

(C) ''**THAT** subject to the passing of resolutions numbered 4(A) and 4(B) as set out in the notice convening this meeting (the ''Notice''), the general mandate referred to in the resolution numbered 4(A) as set out in the Notice be extended by the addition to the aggregate number of the shares of the Company which may be allotted and issued or agreed to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate number of shares of the Company purchased by the Company pursuant to the mandate to purchase shares of the Company referred to in the resolution numbered 4(B) as set out in the Notice, provided that such extended amount shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of passing of this resolution.''

By Order of the Board
Century Energy International Holdings Limited
Sun Jiusheng
Chairman

Hong Kong, 29 August 2025

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

Principal Place of Business in Hong Kong:
Room 202B, Mirror Tower
61 Modu Road
Tsim Sha Tsui, Kowloon
Hong Kong

Notes:

1. Any member of the Company (''Member'') entitled to attend and vote at the meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of such Member. A Member 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 general meeting of the Company. A proxy need not be a Member. In addition, a proxy/ proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise as if it were an individual shareholder present in person at the general meeting.

2. Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

3. In order to be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited 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 not less than 48 hours (i.e. Sunday, 28 September 2025 at 10:00 a.m.) before the time appointed for holding the meeting or adjourned meeting or postponed meeting. Completion and return of a form of proxy will not preclude a Member from attending and voting at the meeting convened and in such event, the form of proxy will be deemed to be revoked.

4. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 24 September 2025 to Tuesday, 30 September 2025, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 23 September 2025.

5. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the Meeting will be Tuesday, 30 September 2025. All transfers of shares of the Company 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 23 September 2025.

6. If tropical cyclone warning signal no. 8 or above is hoisted or ''extreme conditions'' caused by super typhoons or a black rainstorm warning signal is in force at 8:00 a.m. on Tuesday, 30 September 2025, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

7. **NO refreshments will be served and NO gifts will be distributed at the AGM.**