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**CENTURY GINWA RETAIL HOLDINGS LIMITED**

**世紀金花商業控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 162)**

**DESPATCH OF CIRCULAR IN RELATION TO  
(1) OFF-MARKET SHARE BUY-BACK OF NON-VOTING CONVERTIBLE  
PREFERRED SHARES; AND  
(2) CONNECTED TRANSACTION**

References are made to the announcement (the “**Announcement**”) of Century Ginwa Retail Holdings Limited (the “**Company**”) dated 15 June 2022 in relation to, among other things, the Share Buy-back, the announcement of the Company dated 6 July 2022 in relation to the delay in despatch of the circular (the “**Circular**”), the announcement of the Company dated 5 August 2022 in relation to the monthly update on the Share Buy-back, the announcement of the Company dated 5 September 2022 in relation to the further delay in despatch of the Circular, the announcement of the Company dated 30 September 2022 in relation to the further delay in despatch of the Circular, the announcement of the Company dated 28 October 2022 in relation to the monthly update on the Share Buy-back, and the announcement of the Company dated 30 November 2022 in relation to the further delay in despatch of the Circular. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those ascribed to them in the Announcement.

The Circular containing, among other things, (i) further details of the Agreement and the transactions contemplated thereunder; (ii) the letter from the Code IBC giving its recommendation to the Independent Shareholders on the Agreement and the Share Buy-back; (iii) the letter from the Listing Rules IBC giving its recommendation to the Independent Shareholders on the Agreement and the Share Buy-back; (iv) the letter from the Independent Financial Adviser containing its advice to the Code IBC, the Listing Rules IBC and the Independent Shareholders in the same regard; (v) the valuation report in respect of the Preferred Shares; (vi) the notice of the SGM and (vii) other information as required under the Listing Rules and the Share Buy-backs Code, was despatched to the Shareholders on Wednesday, 7 December 2022.

The Independent Shareholders are advised to read the Circular carefully, in particular, (i) the letter of recommendation from the Code IBC to the Independent Shareholders; (ii) the letter of recommendation from the Listing Rules IBC to the Independent Shareholders; and (iii) the letter from the Independent Financial Adviser, before making a decision as to how to vote on the relevant resolution to be proposed at the SGM.

By Order of the Board  
**Century Ginwa Retail Holdings Limited**  
**Huang Shunxu**  
*Chairman*

Hong Kong, 7 December 2022

*As at the date of this announcement, the Board comprises three executive Directors, being Mr. Huang Shunxu, Mr. Qin Chuan and Ms. Wan Qing; two non-executive Directors, being Mr. Li Yang and Mr. Chen Shuai, and three independent non-executive Directors, being Mr. Tsang Kwok Wai, Mr. Ruan Xiaofeng and Ms. Song Hong.*

*All the Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*