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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)

COMPLETION OF OFF-MARKET BUY-BACK OF NON-VOTING CONVERTIBLE PREFERRED SHARES

References are made to the circular (the “**Circular**”) and the poll results announcement (the “**Announcement**”) of Century Ginwa Retail Holdings Limited (the “**Company**”) dated 7 December 2022 and 29 December 2022 respectively. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that as all the conditions under the Agreement were fulfilled, Completion took place on 6 January 2023. The Preferred Shares have been cancelled by the Company with effect as at 6 January 2023.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The following table illustrates the Company’s shareholding structure immediately before and after Completion and cancellation of the Preferred Shares:

Name of Shareholder	Immediately before Completion		Immediately after Completion and cancellation of the Preferred Shares	
	Number of Shares held	Approximate%	Number of Shares held	Approximate%
Ordinary Shares				
Qujiang Investment ⁽¹⁾	336,166,156	29.24	336,166,156	29.24
Glory Keen and its parties acting in concert ⁽²⁾	322,727,272	28.07	322,727,272	28.07
Mr. Ge Xin ⁽³⁾	123,500	0.01	123,500	0.01
Public Shareholders	490,677,787	42.68	490,677,787	42.68
Total	1,149,694,715	100	1,149,694,715	100
Preferred Shares				
Glory Keen	1,177,068,181	100	–	–
Total	1,177,068,181	100	–	–

Notes:

- (1) Qujiang Investment held 336,166,156 Ordinary Shares. Xi'an Qujiang Cultural Financial Holdings (Group) Co. Ltd. holds the entire issued share capital of Qujiang Investment. Each of Xi'an Qujiang New District Management Committee and Xi'an Qujiang Cultural Holding Company Limited beneficially owns 80.05% and 19.95% equity interests in Xi'an Qujiang Cultural Financial Holdings (Group) Co. Ltd., respectively. Each of Xi'an Qujiang New District Management Committee and Xi'an Qujiang Cultural Industry Development Center owns 99.90% and 0.10% equity interest in Xi'an Qujiang Cultural Holding Company Limited, respectively. As such, Xi'an Qujiang Cultural Financial Holdings (Group) Co. Ltd. and Xi'an Qujiang New District Management Committee (each a state-owned enterprise) were deemed to be interested in 336,166,156 Ordinary Shares by virtue of the shareholding in Qujiang Investment.

- (2) *The long position of 322,727,272 Ordinary Shares represents the 322,727,272 Ordinary Shares held by Glory Keen. Hony Capital Fund 2008, L.P. holds the entire issued share capital of Glory Keen. Hony Capital Fund 2008 GP, L.P. is the sole general partner of Hony Capital Fund 2008, L.P. Hony Capital Fund 2008 GP Limited, a wholly-owned subsidiary of Hony Group Management Limited, is the sole general partner of Hony Capital Fund 2008 GP, L.P. Hony Managing Partners Limited and Right Lane Limited owns 80% and 20% equity interests in Hony Group Management Limited, respectively. Hony Managing Partners Limited is a wholly-owned subsidiary of Exponential Fortune Group Limited. Exponential Fortune Group Limited is a company held as to 49% by Mr. Zhao John Huan, 25.5% by Mr. Cao Yonggang and 25.5% by Mr. Xu Minsheng. Right Lane Limited is a company wholly-owned by Legend Holdings Corporation (聯想控股股份有限公司), a joint stock limited liability company incorporated under the laws of PRC and its overseas listed shares are listed on the Main Board of the Stock Exchange (Stock Code: 03396). Each of the above-mentioned parties is therefore deemed to be interested in the interest held by Glory Keen.*
- (3) *Mr. Ge Xin, the spouse of Ms. Wan Qing, an executive Director, was beneficially interested in 123,500 Ordinary Shares. Therefore, Ms. Wan Qing was deemed to be interested in 123,500 Ordinary Shares in the Company.*

By order of the Board
Century Ginwa Retail Holdings Limited
Yao Jiangang
Chairman

Hong Kong, 6 January 2023

As at the date of this announcement, the Board comprises three executive Directors, being Mr. Yao Jiangang, Mr. Qin Chuan and Ms. Wan Qing; two non-executive Directors, being Mr. Huang Zhihua 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.