

**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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in the Company, you should hand this circular together with the accompanying form of proxy at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and 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 Sage Scientific Holdings Limited**

**世紀睿科控股有限公司**

*(Incorporated under the laws of the Cayman Islands with limited liability)*

**(Stock Code: 1450)**

**(1) CONDITIONAL GRANT OF AWARDED SHARES TO  
AN EXECUTIVE DIRECTOR  
AND  
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover shall have the same meanings as those defined in the section headed “Definitions” in this circular. A letter from the Board is set out on pages 3 to 12 of this circular.

A notice convening the EGM to be held at Building H8, Privy Council, No. 10 Jiachuang Road, Opto-Mechatronics Industrial Park, Tongzhou District, Beijing, the PRC at 3:00 p.m. on Monday, 27 February 2023 is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is also enclosed. Whether or not you intend to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish and in such event, the form of proxy shall be deemed to be revoked.

7 February 2023

# CONTENTS

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
INTRODUCTION .....	3
CONDITIONAL GRANT OF AWARDED SHARES .....	4
REASONS OF THE CONDITIONAL GRANT .....	8
LISTING RULES IMPLICATIONS .....	10
GENERAL .....	10
RESPONSIBILITY STATEMENT .....	12
THE EGM .....	12
RECOMMENDATION .....	12
<b>NOTICE OF EGM</b> .....	EGM-1

## DEFINITIONS

*In this circular, unless the context otherwise specifies, the following expressions have the following meanings:*

“Adoption Circular”	the circular of the Company dated 18 November 2022 in relation to the proposed adoption of the Share Award Plan
“associates”	has the meaning ascribed thereto under the Listing Rules
“Awards”	the 74,471,230 Awarded Shares granted to the Selected Participants on 10 January 2023 pursuant to the Share Award Plan, including the Conditional Grant
“Awarded Shares”	the Shares to be awarded to the Selected Participants under the Share Award Plan
“Board”	the board of the Directors
“Committee”	the person(s) from time to time delegated by the Board with the power and authority to administer the Share Award Plan
“Company”	Century Sage Scientific Holdings Limited (Stock Code: 1450), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Conditional Grant”	the conditional grant of 39,338,200 Awarded Shares to Mr. Li under the Share Award Plan
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held and convened for the purpose of considering and, if thought fit, approving the Conditional Grant
“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 PRC
“Independent Shareholders”	any Shareholder who is not required to abstain from voting entirely or in favour of the relevant resolution(s) at the EGM

## DEFINITIONS

“Latest Practicable Date”	2 February 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in the circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Li”	Mr. Li Liang, an executive Director
“Performance Targets”	the performance targets as set out in the paragraph headed “Performance targets of the Awarded Shares” in this circular
“PRC”	the People’s Republic of China, which for the purpose of this circular shall exclude Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Remuneration Committee”	the remuneration committee of the Company
“Selected Participant(s)”	the eligible person(s) selected by the Board for participation in the Share Award Plan in respect of the award of the Awarded Shares
“Share Award Plan”	the share award plan adopted by the Company on 8 December 2022, as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Trustee”	Tricor Trust (Hong Kong) Limited
“%”	per cent

LETTER FROM THE BOARD



**Century Sage Scientific Holdings Limited**  
**世紀睿科控股有限公司**

*(Incorporated under the laws of the Cayman Islands with limited liability)*

**(Stock Code: 1450)**

*Executive Directors:*

Mr. Lo Chi Sum (*Chairman*)

Mr. Li Jun

Mr. Li Liang

Ms. Zhao Hui Li

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Independent non-executive Directors:*

Mr. Cui Xiao Bo

Mr. Ma Zhan Kai

Dr. Yu Guo Jie

*Principal place of business in*

*Hong Kong:*

Unit 910, 9/F

Tins Enterprises Centre

777 Lai Chi Kok Road

Cheung Sha Wan

Kowloon

Hong Kong

7 February 2023

*To the Shareholders*

Dear Sir or Madam,

**(1) CONDITIONAL GRANT OF AWARDED SHARES TO  
AN EXECUTIVE DIRECTOR  
AND  
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 10 January 2023 in relation to, among other things, the Conditional Grant. The purpose of this circular is to provide you with (i) information in respect of the Conditional Grant; (ii) the recommendations of the Board, including all the independent non-executive Directors, but excluding Mr. Li, in relation to the Conditional Grant and (iii) the notice of the EGM.

## LETTER FROM THE BOARD

### CONDITIONAL GRANT OF AWARDED SHARES

On 10 January 2023, the Board (including all the independent non-executive Directors) resolved, among other things, to grant 39,338,200 Awarded Shares to Mr. Li subject to Independent Shareholders' approval. A summary of the Conditional Grant is set out below:

<b>Date of grant</b>	:	10 January 2023								
<b>Number of Awarded Shares granted</b>	:	39,338,200 Awarded Shares								
<b>Purchase price/price for application or acceptance of the Awarded Shares granted</b>	:	Nil								
<b>Closing price of the Shares on the date of grant</b>	:	HK\$1.88								
<b>Exercise period:</b>	:	Not applicable for Awarded Shares								
<b>Vesting period and minimum holding period (if applicable) of the Awarded Shares</b>	:	In accordance with the terms of the Share Award Plan and on the premise of achieving the Performance Targets, the vesting period of the Awarded Shares granted under the Conditional Grant are as follow: <table><thead><tr><th><b>% of the Awarded Shares granted</b></th><th><b>Vesting period <sup>(Note 1)</sup></b></th></tr></thead><tbody><tr><td>34% (13,374,988 Awarded Shares)</td><td>10 January 2023 to 30 April 2024</td></tr><tr><td>33% (12,981,606 Awarded Shares)</td><td>10 January 2023 to 30 April 2025</td></tr><tr><td>33% (12,981,606 Awarded Shares)</td><td>10 January 2023 to 30 April 2026</td></tr></tbody></table>	<b>% of the Awarded Shares granted</b>	<b>Vesting period <sup>(Note 1)</sup></b>	34% (13,374,988 Awarded Shares)	10 January 2023 to 30 April 2024	33% (12,981,606 Awarded Shares)	10 January 2023 to 30 April 2025	33% (12,981,606 Awarded Shares)	10 January 2023 to 30 April 2026
<b>% of the Awarded Shares granted</b>	<b>Vesting period <sup>(Note 1)</sup></b>									
34% (13,374,988 Awarded Shares)	10 January 2023 to 30 April 2024									
33% (12,981,606 Awarded Shares)	10 January 2023 to 30 April 2025									
33% (12,981,606 Awarded Shares)	10 January 2023 to 30 April 2026									

*Note 1:* The period starting from the grant date up to the vesting date of the relevant Awarded Shares.

## LETTER FROM THE BOARD

**Performance targets of the Awarded Shares** : The Company has established an appraisal mechanism to evaluate the performance of each Selected Participant on an semi-annual basis for his/her half year performance from 1 January to 30 June each year (“**Half Year Performance Evaluation**”) and full year performance from 1 January to 31 December each year (“**Full Year Performance Evaluation**”).

The performance targets of the Awarded Shares are individualised based on the job nature and job positions of each Selected Participant and the projected market and business conditions for the period covered by the Half Year Performance Evaluation and the Full Year Performance Evaluation.

The performance targets of the Awarded Shares granted under the Conditional Grant include, among others:

- (a) Operational performance targets: improve branded assets, enhance operational efficiency, adopt management philosophy which achieves the Company’s structural objectives, strengthen corporate governance and create a good corporate culture in order to enhance the overall operational capability and efficiency of the Group, which may involve specific assessment indicators such as the improvement of the Company’s human resources efficiency, the degree of improvement of the systems of the Group’s departments, and the qualification rate of talent training; and
- (b) Financial performance targets: the audited revenue of new media services segment.

## LETTER FROM THE BOARD

If Mr. Li only meets the operational performance targets under his most recent Half Year Performance Evaluation or Full Year Performance Evaluation (as the case may be) immediately before the end of a vesting period, the Awarded Shares which are scheduled to be vested to him for that vesting period will be vested in accordance with the following schedule:

<b>Vesting Period</b> <i>(Note 1)</i>	<b>Total number of Awarded Shares vested to Mr. Li for achieving operational performance targets only</b>
10 January 2023 to 30 April 2024	6,687,494 (17% of the Awarded Shares granted to Mr. Li)
10 January 2023 to 30 April 2025	6,490,803 (16.5% of the Awarded Shares granted to Mr. Li)
10 January 2023 to 30 April 2026	6,490,803 (16.5% of the Awarded Shares granted to Mr. Li)
<b>Total</b>	<b>19,669,100 (50% of the Awarded Shares granted to Mr. Li)</b>

If Mr. Li also meets the financial performance targets on the premise of achieving the operational performance targets under his most recent Half Year Performance Evaluation or Full Year Performance Evaluation (as the case may be) immediately before the end of a vesting period, the Awarded Shares which are scheduled to be vested to him for that vesting period will be vested in accordance with the following schedule:

<b>Vesting Period</b> <i>(Note 1)</i>	<b>Total number of Awarded Shares vested to Mr. Li for achieving both the operational performance targets and the financial performance targets</b>
10 January 2023 to 30 April 2024	13,374,988 (34% of the Awarded Shares granted to Mr. Li)
10 January 2023 to 30 April 2025	12,981,606 (33% of the Awarded Shares granted to Mr. Li)
10 January 2023 to 30 April 2026	12,981,606 (33% of the Awarded Shares granted to Mr. Li)
<b>Total</b>	<b>39,338,200 (100% of the Awarded Shares granted to Mr. Li)</b>

For the avoidance of doubt, Mr. Li must first achieve the operational performance targets prior to the financial performance targets. As such, there will be no situation where Mr. Li only meets the financial performance targets only.



## LETTER FROM THE BOARD

**Clawback mechanism of the Awarded Shares** : As disclosed in the Adoption Circular, any Award made to Selected Participant(s) shall lapse forthwith and be cancelled when the Board or the Committee shall at its absolute discretion determine in respect of a Selected Participant that:

- (a) the Selected Participant or his/her associate has committed any breach of any contract entered into between the Selected Participant or his/her associate on one part and any member of the Group or any Related Entity on the other part as the Board or the Committee may in its absolute discretion determine; or
- (b) the Selected Participant has fallen into any of the following conditions:
  - i. the results of the economic responsibility audit and other similar assessment(s) show that duties of the Selected Participant are not performed effectively or is in serious dereliction of duty or malfeasance;
  - ii. non-compliance with all relevant laws and regulations and the articles of association of the Company;
  - iii. during his/her term of office, the Selected Participant is subject to disciplinary actions by virtue of illegal behaviours, including but not limited to bribery, corruption, theft, leakage of the Group's business and technical secrets, damages to the Group's interests and reputation through related party transactions and resulting in material negative impact on the Group's image; and
  - iv. the Selected Participant fails to perform or fails to properly perform his/her duties, resulting in substantial asset losses and other serious adverse consequences to the Group; or

## LETTER FROM THE BOARD

- (c) the Selected Participant has committed any act of bankruptcy or has become insolvent or is subject to any winding-up, liquidation or analogous proceedings or has made any arrangement or composition with his creditors generally, or has been convicted any criminal offence involving his integrity or honesty; or
- (d) the Selected Participant could no longer make any contribution to the growth and development of any member of the Group or the Related Entity by reason of the cessation of its relationship with the Group or its Related Entity or by any other reasons whatsoever; or
- (e) the Selected Participant has caused any material misstatement in the financial statements of the Company.

**Financial assistance** : The Group has not provided any financial assistance to Mr. Li to facilitate the purchase of the Awarded Shares under the Share Award Plan.

**Others** : **(a) Ranking of Awarded Shares**

The Awarded Shares shall be identical to all existing issued Shares, save that the Selected Participants shall not have any voting rights, or rights to participate in any dividends or distributions (including those arising on a liquidation of the Company) declared or recommended or resolved to be paid to the Shareholders prior to vested.

**(b) Transferability**

An Award shall be personal to the Selected Participant and shall not be transferable or assignable.

### REASONS OF THE CONDITIONAL GRANT

The Group is a leading all-media service provider in China, mainly providing services of one-stop video application involving full-chain services including product sales, video content production, live streaming, and system maintenance to broadcasters, new media platforms and industrial customers, etc. The Group is always committed to leveraging on video technology and services to further expand the Group's service capabilities in the all media market, especially the new media market.

## LETTER FROM THE BOARD

The reasons for the grant of Awards is to (a) recognise and reward the contribution of the Selected Participants to the growth and development of the Group; (b) give incentives to attract and retain the Selected Participants for the continual operation and development of the Group; (c) attract suitable personnel for further development of the Group; and (d) reward, incentivise and retain the employees under the new media segment (especially including live streaming e-commerce business) for the significant growth of the new media services segment of the Group since 2019.

In respect of the Conditional Grant, the Board (including all the independent non-executive Directors, but excluding Mr. Li, who had abstained from voting in respect of the Conditional Grant) has considered (i) Mr. Li's remuneration level prior to joining the Group, the Company's remuneration policy and remuneration structure; (ii) Mr. Li's abundant resources and experiences in the new media industry. Mr. Li played an irreplaceable role in the successful introduction of the Group's services in several new media platforms after he joined the Group. He brought in several experienced employees in the new media industry (especially in live streaming e-commerce business), and directly contributed to significant growth in various operational indicators of the Group within a short period of time; (iii) Mr. Li has utilised his ample industry and management experience and demonstrated remarkable leadership by achieving significant improvement in the organization operational efficiency and significantly enhancing customer satisfaction since he joined the Group; and (iv) the vesting of the Awarded Shares under the Conditional Grant will be conditional upon the achievement of the Performance Targets, which include, among others, the financial performance targets relating to the audited revenue of new media services segment. It is expected that the overall revenue of the Group will be increased significantly if those Performance Targets are met.

In addition, the Conditional Grant aligns with the purpose of the Share Award Plan because the vesting of the Awarded Shares under the Conditional Grant is conditional upon the achievement of respective Performance Targets by Mr. Li. As Mr. Li is presented with opportunities to acquire ownership in the Company, the Conditional Grant will incentivise Mr. Li to continuously contribute and improve the business of the Group. As the Conditional Grant will be satisfied by the issue and allotment of new Shares, there will not be any material cash outflow by the Group under the Conditional Grant. In light of the above, the Board (including all the independent non-executive Directors, but excluding Mr. Li, who had abstained from voting in respect of the Conditional Grant) considers that the terms and conditions of the Conditional Grant as well as the issue and allotment of new Shares are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

Therefore, the Board (including all the independent non-executive Directors, but excluding Mr. Li, who had abstained from voting in respect of the Conditional Grant) is of the view that the Conditional Grant is the proper and appropriate way to recognise Mr. Li's contributions to the Group and to motivate him further in applying his extensive industry knowledge, management experience and excellent leadership to propel the development of the Group in the future.

## LETTER FROM THE BOARD

### LISTING RULES IMPLICATIONS

Pursuant to Rule 17.04(1) of the Listing Rules, any grant of Awarded Shares to a Director, chief executive or substantial Shareholder of the Company, or any of their respective associates, under the Share Award Plan must be approved by the independent non-executive Directors (excluding the independent non-executive Director who is the grantee of the Awards (if any)). On 10 January 2023, the Conditional Grant was approved by all the independent non-executive Directors.

Pursuant to Rule 17.04(2) of the Listing Rules, where any grant of Awarded Shares (excluding grant of options) to a Director (other than an independent non-executive director) or chief executive of the Company, or any of their associates would result in the Shares issued and to be issued in respect of all Awarded Shares granted (excluding any Awarded Shares lapsed in accordance with the terms of the Share Award Plan) to such person in the 12-month period up to and including the date of such grant, representing in aggregate over 0.1% of the relevant class of Shares in issue, such further grant of Awarded Shares must be approved by Shareholders in general meeting whereby such grantee and his/her associates and all core connected persons of the Company must abstain from voting in favour at such general meeting.

As the total number of Shares issued and to be issued in respect of all Awarded Shares conditionally granted to Mr. Li (representing approximately 3.00% of the Shares in issue as at the date of the Conditional Grant) would, in a 12-month period up to and including the date of such grant, represent over 0.1% of the Shares in issue, the Conditional Grant is subject to the approval by the Independent Shareholders, where Mr. Li, his associates and all core connected persons of the Company shall abstain from voting in favour on the relevant resolution(s) at the EGM pursuant to the Listing Rules. As at the Latest Practicable Date, no core connected person has indicated its intention to vote against the relevant resolution(s) at the EGM.

The EGM will be convened and held to consider, and if thought fit, approve, among other things, the Conditional Grant and the transactions contemplated thereunder.

Mr. Li has abstained from approving the relevant board resolution on the award of the Awarded Shares to himself under the Conditional Grant. Save as disclosed, none of the other Directors had any interest in the Conditional Grant and therefore no other Directors abstained from voting on the relevant resolution of the Board in respect of the Conditional Grant.

### GENERAL

None of the Directors is a trustee of the Share Award Plan nor has a direct or indirect interest in the Trustees.

## LETTER FROM THE BOARD

To the extent that it is aware by the Board having made all reasonable enquires as at the Latest Practicable Date, the following Shareholders are required to (i) abstain from voting in favour of the relevant resolution(s) or (ii) abstain from voting entirely at the EGM:

Name of shareholders	Number of Shares held as at the Latest Practicable Date	Approximate percentage shareholding of the Company's issued share capital <sup>(Note 1)</sup>
<b><i>Shareholders who are required to abstain from voting in favour</i></b> <sup>(Note 4)</sup>		
— Starlink Vibrant Holdings Ltd. (which is wholly-owned by Mr. Li Jun, an executive Director)	323,500,334	24.03%
— Yoshiaki Holding Corp (which is wholly-owned by Mr. Lu Jiayao)	303,594,303	22.55%
— Cerulean Coast Limited (which is wholly-owned by Mr. Lo Chi Sum, an executive Director)	47,703,522	3.54%
— Directors and/or substantial shareholders of the subsidiaries of the Company	23,004,540	1.71%
<b>Sub-total</b>	697,802,699	51.83%
<b><i>Shareholders who are required to abstain from voting entirely</i></b> <sup>(Note 5 and Note 6)</sup>		
— Mr. Li (an executive Director)	4,090,000	0.30%
— Trustee (through a wholly-owned subsidiary)	35,133,030 <sup>(Note 2)</sup>	2.61%
— Teeroy Limited	3,408,000 <sup>(Note 3)</sup>	0.25%
<b>Sub-total</b>	42,631,030	3.16%
<b>Total</b>	740,433,729	54.99%

*Note 1:* Assuming that there are no other changes to the issued share capital of the Company from the Latest Practicable Date up to the date of EGM, the total issued Shares of the Company is 1,346,404,025.

*Note 2:* 35,133,030 Shares represents the total number of unvested Awarded Shares held by the Trustee in accordance with the terms and conditions of the Share Award Plan, being all Awarded Shares issued on 17 January 2023. For further details, please refer to the announcement of the Company dated 10 January 2023.

*Note 3:* 3,408,000 Shares represents the total number of unvested awarded shares held by Teeroy Limited, trustee of the Share Award Plan adopted by the Company on 24 March 2014 (the “**2014 Share Award Plan**”), in accordance with the terms and conditions of the 2014 Share Award Plan.

*Note 4:* Pursuant to Rule 17.04(2) and Rule 17.04(4) of the Listing Rules, all core connected persons of the Company shall abstain from voting in favour on the relevant resolution(s) at the EGM pursuant to the Listing Rules.

## LETTER FROM THE BOARD

*Note 5:* Pursuant to Rule 17.05A of the Listing Rules, trustees holding unvested shares of the share award plans of the Company, whether directly or indirectly, shall abstain from voting on matters that require shareholders' approval under the Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner's direction and such a direction is given. To the extent that it is aware by the Board having made all reasonable enquiries as at the Latest Practicable Date, the Trustee and Teeroy Limited are not required by law to vote in accordance with the beneficial owner's direction and no such direction had been given to the Trustee and Teeroy Limited.

*Note 6:* Pursuant to Rule 17.03D(1) of the Listing Rules, Mr. Li and his associates should abstain in voting entirely on the relevant resolution(s) at the EGM. For the avoidance of doubt, none of the associates of Mr. Li held any Shares as at the Latest Practicable Date.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. 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.

### THE EGM

A notice convening the EGM to be held at 3:00 p.m. on Monday, 27 February 2023 at Building H8, Privy Council, No. 10 Jiachuang Road, Opto-Mechatronics Industrial Park, Tongzhou District, Beijing, the PRC as set out in this circular and a form of proxy for the EGM are despatched together with this circular. Whether or not you are able to attend the EGM, you are requested to complete, sign and return the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the enclosed form of proxy will not preclude you from attending and voting in person at such meeting or any adjournment meeting should you so wish.

### RECOMMENDATION

The Directors (including all the independent non-executive Directors, but excluding Mr. Li, who had abstained from voting in respect of the Conditional Grant) are of the opinion that the terms of the Conditional Grant are fair and reasonable, and that the Conditional Grant is in the interests of the Company and the Shareholders as a whole and therefore recommend the Independent Shareholders to vote in favour of the resolution relating to the Conditional Grant set out in the notice of the EGM contained therein.

Yours faithfully,  
By order of the Board of  
**Century Sage Scientific Holdings Limited**  
**Lo Chi Sum**  
*Chairman*

## NOTICE OF EGM



### **Century Sage Scientific Holdings Limited** **世紀睿科控股有限公司**

*(Incorporated under the laws of the Cayman Islands with limited liability)*

**(Stock Code: 1450)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

Unless otherwise specified, terms defined in this notice shall have the same meanings in the circular of Century Sage Scientific Holdings Limited (the “**Company**”) dated on the same day as this notice (the “**Circular**”). Details regarding the resolution in this notice are set out in the Circular.

**NOTICE IS HEREBY GIVEN** that an EGM of the Company will be held at Building H8, Privy Council, No. 10 Jiachuang Road, Opto-Mechatronics Industrial Park, Tongzhou District, Beijing, the PRC at 3:00 p.m. (Hong Kong time) on Monday, 27 February 2023 for the purposes of considering and, if thought fit, passing with or without modifications, the following resolution which will be proposed as ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

1. “**THAT** the grant of 39,338,200 awarded shares to Mr. Li Liang under the Share Award Plan adopted by the Company on 8 December 2022 and on the terms and conditions set out in the circular to the shareholders of the Company dated 7 February 2023 be and is hereby approved and that any one director of the Company be and is hereby authorised to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing.”

By order of the Board of  
**Century Sage Scientific Holdings Limited**  
**Lo Chi Sum**  
*Chairman*

Hong Kong, 7 February 2023

*Principal place of business in Hong Kong:*

Unit 910, 9/F  
Tins Enterprises Centre  
777 Lai Chi Kok Road  
Cheung Sha Wan  
Kowloon  
Hong Kong

## NOTICE OF EGM

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy/more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
2. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time of holding the meeting (i.e. 3:00 p.m. on Saturday, 25 February 2023), Hong Kong time or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
3. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Wednesday, 22 February 2023 to Monday, 27 February 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of the shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Tuesday, 21 February 2023.
4. The resolution set out in this notice shall be decided by poll.
5. As at the date of this notice, the executive Directors are Mr. Lo Chi Sum, Mr. Li Jun, Mr. Li Liang and Ms. Zhao Hui Li and the independent non-executive Directors are Mr. Cui Xiao Bo, Mr. Ma Zhan Kai and Dr. Yu Guo Jie.