

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 a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Century Sage Scientific Holdings Limited**, you should at once hand this circular, together with the enclosed form of proxy, 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.

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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)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM of Century Sage Scientific Holdings Limited to be held at Building H8, Privy Council, No. 10 Jiachuang Road, Opto-Mechatronics Industrial Park, Tongzhou District, Beijing, the PRC on Monday, 19 June 2023 at 3:20 p.m. (Hong Kong time) (or immediately after the conclusion or adjournment of the forthcoming AGM to be held at 3:00 p.m. on the same day and at the same place) is set out on pages 7 to 8 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.css-group.net).

Whether or not you are able to attend the EGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible but in any event not less than 48 hours before the time of holding the EGM (i.e. not later than 3:20 p.m. on Saturday, 17 June 2023, Hong Kong time) or any adjournment thereof. Delivery of the form of proxy will not preclude a shareholder from attending and voting in person at the EGM and, in such event, the form of proxy shall be deemed to be revoked.

15 May 2023

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
1. Introduction	3
2. Proposed Change of Company Name	4
3. EGM and Proxy Arrangement	5
4. Responsibility Statement	5
5. Recommendation	6
Notice of the Extraordinary General Meeting	7

DEFINITIONS

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 Building H8, Privy Council, No. 10 Jiachuang Road, Opto-Mechatronics Industrial Park, Tongzhou District, Beijing, the PRC on Monday, 19 June 2023 at 3 p.m. (Hong Kong time) or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”, “we” or “us”	Century Sage Scientific Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Building H8, Privy Council, No. 10 Jiachuang Road, Opto-Mechatronics Industrial Park, Tongzhou District, Beijing, the PRC on Monday, 19 June 2023 at 3:20 p.m. (Hong Kong time) (or immediately after the conclusion or adjournment of the forthcoming AGM to be held at 3:00 p.m. on the same day and at the same place), to consider and, if appropriate, to approve the resolution contained in the notice of the meeting which is set out on pages 7 to 8 of this circular, or any adjournment thereof
“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
“Latest Practicable Date”	10 May 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“PRC”	The People’s Republic of China

DEFINITIONS

“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Century Sage Scientific Holdings Limited” to “Be Friends Holding Limited” and the dual foreign name in Chinese of the Company from “世紀睿科控股有限公司” to “交個朋友控股有限公司”
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Independent Non-executive Directors:

Mr. Cui Xiao Bo
Mr. Ma Zhan Kai
Dr. Yu Guo Jie

Registered Office:

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

*Headquarters and Principal Place
of Business in the PRC:*

Building H8, Privy Council
No. 10 Jiachuang Road
Opto-Mechatronics Industrial Park
Tongzhou District
Beijing 101111
The PRC

*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

15 May 2023

To the Shareholders

Dear Sir/Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the special resolution to be proposed at the EGM to be held on 19 June 2023.

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF COMPANY NAME

Reference is made to the announcement of the Company dated 10 May 2023 in respect of the Proposed Change of Company Name. The Company proposes to change the English name of the Company from “Century Sage Scientific Holdings Limited” to “Be Friends Holding Limited” and the dual foreign name in Chinese of the Company from “世紀睿科控股有限公司” to “交個朋友控股有限公司”.

Reasons for the Proposed Change of Company Name

With the further optimization of the Group’s industrial layout and the continuous promotion of its diversified development strategy, the Board considers that the Proposed Change of Company Name will provide the Company with a more appropriate corporate identity and strategic direction and will better reflect the Company’s determination to strengthen its new media services business. The Board also believes that the fresh corporate identity will be much in line with the market style of the new media services business of the Group, and will allow the market and the Shareholders to better understand the Group’s situation and will allow the Group to capture potential business opportunities for future development. Therefore, the Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions:

- (i) passing of a special resolution by the Shareholders to approve the Proposed Change of Company Name at the EGM; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name by issuing a certificate of incorporation on change of name.

Subject to the satisfaction of the above conditions, the Proposed Change of Company Name will take effect from the date on which the certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands. The Company will comply with the necessary registration and/or filing procedures in Hong Kong and the Cayman Islands.

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not, of itself, affect the rights of any Shareholders or the Company’s daily business operation and its financial position. All existing share certificates of the Company bearing the existing names of the Company will, after the Proposed Change of Company Name becomes effective, continue to be valid evidence of title to the shares of the Company and will continue to be valid for trading, settlement, registration and delivery purposes. As such, no arrangement will be made for the exchange of the existing share certificates of the Company for the new share

LETTER FROM THE BOARD

certificates bearing the Company's new name as a result of the Proposed Change of Company Name. Share certificates of the Company which are issued after the Proposed Change of Company Name becomes effective will be under the Company's new name. Subject to the confirmation by Stock Exchange, the Board intends to change the English and Chinese stock short names of the Company accordingly after the Proposed Change of Company Name becomes effective.

General

As no Shareholders have a material interest in the Proposed Change of Company Name, no Shareholders will be required to abstain from voting on the resolution to approve the Proposed Change of Company Name at the EGM.

Further announcement(s) will be made as and when appropriate in relation to, among other things, the poll results of the EGM, the effective date of the Proposed Change of Company Name and the new English stock short name and Chinese stock short name for trading in the Shares on the Stock Exchange.

3. EGM AND PROXY ARRANGEMENT

The notice of the EGM is set out on pages 7 to 8 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under the Listing Rules.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.css-group.net). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority 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 as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM (i.e. not later than 3:20 p.m. on Saturday, 17 June 2023, Hong Kong time) or any adjournment thereof.

Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM and, in such event, the form of proxy shall be deemed to be revoked.

4. 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 Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in

LETTER FROM THE BOARD

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.

5. RECOMMENDATION

The Directors consider that the Proposed Change of Company Name is in the interests of the Company and Shareholders. Accordingly, the Directors recommend that the Shareholders vote in favour of the special resolution to be proposed at the EGM.

Yours faithfully,
For and on behalf of the Board
Century Sage Scientific Holdings Limited
Lo Chi Sum
Chairman

NOTICE OF THE EXTRAORDINARY GENERAL MEETING



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 IS HEREBY GIVEN THAT the extraordinary general meeting (“**EGM**”) of Century Sage Scientific Holdings Limited (the “**Company**”) will be held at Building H8, Privy Council, No. 10 Jiachuang Road, Opto-Mechatronics Industrial Park, Tongzhou District, Beijing, the PRC on Monday, 19 June 2023 at 3:20 p.m. (Hong Kong time) (or immediately after the conclusion or adjournment of the forthcoming annual general meeting of the Company to be held at 3:00 p.m. on the same day and at the same place) for the following purposes:

SPECIAL RESOLUTION

1. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“THAT:

- (a) subject to the certificate of incorporation on change of name being issued by the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Century Sage Scientific Holdings Limited” to “Be Friends Holding Limited” and the dual foreign name in Chinese of the Company from “世紀睿科控股有限公司” to “交個朋友控股有限公司” (the “**Proposed Change of Company Name**”); and
- (b) any one director or the company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

For and on behalf of the Board
Century Sage Scientific Holdings Limited
Lo Chi Sum
Chairman

Hong Kong, 15 May 2023

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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 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. 3:20 p.m. on Saturday, 17 June 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, 14 June 2023 to Monday, 19 June 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, 13 June 2023.
4. The resolution set out in this notice shall be voted by poll.