THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Century Ginwa Retail Holdings Limited**, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

PROPOSED GENERAL MANDATES TO ISSUE AND BUY BACK SHARES, PROPOSED RE-ELECTION OF RETIRING DIRECTORS, PROPOSED RE-APPOINTMENT OF AUDITORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Room 302, 3/F., Pico Tower, 66 Gloucester Road, Wan Chai, Hong Kong on Friday, 26 June 2026 at 3:00 p.m. is set out on pages 17 to 21 of this circular. A form of proxy for use at the Annual General Meeting is enclosed.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon 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 appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof, should you so wish and in such event, the form of proxy shall be deemed to be revoked.

30 April 2026

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

"Annual General Meeting"	the annual general meeting of the Company to be held and convened at Room 302, 3/F., Pico Tower, 66 Gloucester Road, Wan Chai, Hong Kong on Friday, 26 June 2026 at 3:00 p.m., notice of which is set out on pages 17 to 21 of this circular or any adjournment thereof
"Board"	the board of Directors
"Bye-laws"	the existing bye-laws of the Company
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
"Company"	Century Ginwa Retail Holdings Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange (stock code: 162)
"Director(s)"	the director(s) of the Company
"Glory Keen"	Glory Keen Holdings Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of Hony Capital Fund 2008, L.P., an investment fund
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Latest Practicable Date"	23 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange

"PRC" or "China"	the People's Republic of China
"Proposed Buy Back Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to buy back Shares as set out in resolution numbered 5 in the notice convening the Annual General Meeting
"Proposed Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares as set out in resolution numbered 4 in the notice convening the Annual General Meeting
"Qujiang Investment"	Qujiang Cultural Financial International Investment Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of Xi'an Qujiang Cultural Financial Holdings (Group) Co., Ltd.
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Shareholder(s)"	the holder(s) of the Shares
"Share(s)"	ordinary share(s) of HK$0.10 each in the capital of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs
"treasury Shares"	has the same meaning ascribed to it under the Listing Rules
"HK$"	Hong Kong dollar, the lawful currency of Hong Kong
"%"	per cent

世紀金花

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)

Executive and Non-executive Directors:
Mr. Ma Wenzhong *(Chairman)*
Mr. Choon Hoi Kit Edwin *(Chief Executive Officer)*
Ms. Wan Qing
Ms. Zhang Wei
Mr. Huang Zhihua
Mr. Chen Shuai

Independent Non-executive Directors:
Mr. Tsang Kwok Wai
Mr. Ruan Xiaofeng
Ms. Song Hong

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:
31/F., Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

30 April 2026

To the Shareholders

Dear Sir or Madam,

PROPOSED GENERAL MANDATES TO ISSUE AND BUY BACK SHARES, PROPOSED RE-ELECTION OF RETIRING DIRECTORS, PROPOSED RE-APPOINTMENT OF AUDITORS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to (i) provide you with information on the resolutions to be proposed at the Annual General Meeting regarding the granting of the Proposed Issue Mandate, the Proposed Buy Back Mandate, the re-election of the retiring Directors and the re-appointment of auditors; (ii) set out an explanatory statement regarding the Proposed Buy Back Mandate as required under the Listing Rules; and (iii) give you notice of the Annual General Meeting.

GRANTING OF GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

At the last annual general meeting of the Company held on 30 June 2025 ("2025 AGM"), ordinary resolutions were passed for the granting of general mandates to the Directors, inter alia, (a) to allot, issue and deal with new Shares up to a maximum of 20% of the total number of Shares in issue (excluding any treasury Shares) as at the 2025 AGM; and (b) to buy back Shares up to a maximum of 10% of the total number of Shares in issue (excluding any treasury Shares) as at the date of 2025 AGM. Such mandates will expire upon the conclusion of the Annual General Meeting.

At the Annual General Meeting, separate ordinary resolutions will be proposed to seek the approval of the Shareholders to grant to the Directors the Proposed Issue Mandate and the Proposed Buy Back Mandate:

(a) to allot, issue and otherwise deal with Shares (including any sale or transfer of treasury Shares out of treasury) up to a maximum of 20% of the total number of Shares (excluding treasury Shares) in issue as at the date of passing of the resolution approving the mandate and to allot and issue further Shares to include the total number of Shares bought back (if any) by the Company pursuant to the buy back mandate referred to in paragraph (b) below; and

(b) to buy back Shares up to a maximum of 10% of the total number of Shares (excluding treasury Shares) in issue as at the date of passing of the resolution approving the mandate.

The Proposed Issue Mandate and the Proposed Buy Back Mandate will continue in force until the conclusion of the next annual general meeting or the expiration of the period within which the next annual general meeting is required by law or the Bye-laws to be held or until the Proposed Issue Mandate and the Proposed Buy Back Mandate are revoked or varied by an ordinary resolution of the Shareholders at general meeting, whichever is the earlier.

As at the Latest Practicable Date, the Company had 1,149,694,715 Shares (without any treasury Shares) in issue. On the basis that no further Shares are issued or bought back between the Latest Practicable Date and the date of the Annual General Meeting, the Company will be allowed to issue up to a maximum of 229,938,943 new Shares under the Proposed Issue Mandate and to buy back up to a maximum of 114,969,471 Shares under the Proposed Buy Back Mandate.

With reference to the Proposed Issue Mandate and the Proposed Buy Back Mandate (together the "New Mandates"), the Directors confirm that, as at the Latest Practicable Date, they had no immediate plans to issue or buy back any Shares pursuant to the New Mandates.

An explanatory statement in relation to the Proposed Buy Back Mandate to buy back Shares is set out in Appendix I to this circular and contains the particulars required under the Listing Rules to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the Proposed Buy Back Mandate.

RE-ELECTION OF DIRECTORS

Pursuant to Bye-law 84(1) of the Bye-laws, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement at least once every three years.

In accordance with Bye-law 84(1) of the Bye-laws, Ms. Wan Qing, Mr. Ruan Xiaofeng and Ms. Song Hong will retire from office of Directors by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election.

Pursuant to Bye-law 83(2) of the Bye-laws, 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, subject to authorization by the Shareholders in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Shareholders in general meeting. Any Director so appointed shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election.

In accordance with Bye-law 83(2) of the Bye-laws, Mr. Ma Wenzhong, being Directors appointed after the 2025 AGM, shall hold office until the Annual General Meeting and, being eligible, will offer himself for re-election.

The nomination committee of the Company (the "Nomination Committee") has reviewed the biographical information of the retiring Directors and satisfied that each of them has the character, integrity and experience to continuously fulfil his/her role as a Director effectively.

The Nomination Committee has also assessed the independence of each of Mr. Ruan Xiaofeng and Ms. Song Hong based on reviewing the confirmation of independence provided by each of them to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that each of them remains independent.

Given that Mr. Ruan Xiaofeng has been serving as independent non-executive Director for more than nine years, his re-election and further appointment as independent non-executive Director will be subject to separate resolution to be considered and, if thought fit, approved by the Shareholders at the Annual General Meeting. Thus, particular attention was given to reviewing the independence of Mr. Ruan Xiaofeng by the Board. Having considered Mr. Ruan Xiaofeng is not involved in the daily management of the Company nor in any relationships which would interface with the exercise of his independent judgment, the Board is of the view that there is nothing that would affect the exercise of independent judgment by Mr. Ruan Xiaofeng and his long service on the Board would not affect his exercise of independent judgment. Meanwhile, the Nomination Committee considered that the re-election of Mr. Ruan Xiaofeng as an independent non-executive

Director would be in the best interests of the Company and its Shareholders as a whole by taking into account that Mr. Ruan Xiaofeng has solid legal practice experience and is familiar with corporate governance, corporate finance and investment, mergers and acquisition, business restructuring. The working profile and other experience and factors of Mr. Ruan Xiaofeng are set out in Appendix II to this circular. His depth of knowledge and experience can support his role and he actively participated in the Company's Board meetings and Board committee meetings, and made valuable contributions to the Group.

Accordingly, with the recommendation of the Nomination Committee, the Board believes the re-election of each of the retiring Directors would be in the best interests of the Company and its Shareholders as a whole and has proposed that all the retiring Directors stand for re-election as Directors at the Annual General Meeting.

Biographical details and other information of the Directors to be re-elected are set out in Appendix II to this circular.

RE-APPOINTMENT OF AUDITORS

McMillan Woods (Hong Kong) CPA Limited and WUYIGE Certified Public Accountants LLP will retire as the overseas and domestic auditors of the Company, respectively at the Annual Genernal Meeting and, being eligible and willing to offer themselves for re-appointment. The Board, upon the recommendation of the audit committee of the Company (the "Audit Committee"), proposed to re-appoint McMillan Woods (Hong Kong) CPA Limited and WUYIGE Certified Public Accountants LLP as the overseas and domestic auditors of the Company, respectively and to hold office until the conclusion of the next annual general meeting of the Company; and authorise the Board to fix their remuneration.

Having taken into consideration of complexity and business plan of the Company, the expected audit scope, audit timetable and auditors' resources required by the audtiors, the estimated audit fee agreed with the auditors for the audit services relating to the year ending 31 December 2026 will be approximately RMB2,600,000.

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Room 302, 3/F., Pico Tower, 66 Gloucester Road, Wan Chai, Hong Kong on Friday, 26 June 2026 at 3:00 p.m. is set out on pages 17 to 21 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

You will find enclosed a form of proxy for use at the Annual General Meeting. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon 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 appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof, should you so wish.

VOTING BY POLL

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions put to vote at the Annual General Meeting will be taken by way of poll.

An announcement will be published by the Company on the websites of the Stock Exchange and the Company (www.cgrh.com.hk) after the conclusion of the Annual General Meeting to inform the Shareholders of the voting results of the Annual General Meeting.

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 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 in this circular misleading.

CLOSURE OF REGISTER OF MEMBERS

For determining the identity of the Shareholders to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday, 22 June 2026 to Friday, 26 June 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfers of Shares 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 not later than 4:30 p.m. on Thursday, 18 June 2026. The record date to determine the eligibility of the Shareholders who are entitled to attend and vote at the Annual General Meeting will be Friday, 26 June 2026.

RECOMMENDATION

The Directors consider that the proposed granting of the New Mandates, the proposed re-election of the retiring Directors and the proposed re-appointment of auditors are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend that the Shareholders vote in favour of all such resolutions as set out in the notice of the Annual General Meeting.

Your attention is also drawn to the additional information set out in the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By order of the Board
Century Ginwa Retail Holdings Limited
Ma Wenzhong
Chairman

This appendix includes an explanatory statement required by the Listing Rules to be presented to Shareholders concerning the Proposed Buy Back Mandate proposed to be granted to the Directors.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,149,694,715 Shares.

Subject to the passing of the relevant ordinary resolution to approve the granting of the Proposed Buy Back Mandate and on the basis that no further Shares are issued and no Shares are bought back between the Latest Practicable Date and the date of the Annual General Meeting, the Company would be allowed under the Proposed Buy Back Mandate to buy back a maximum of 114,969,471 Shares, being 10% of the total number of Shares in issue (excluding any treasury Shares) as at the Latest Practicable Date.

2. REASONS FOR SHARE BUY BACK

The Directors believe that the granting of the Proposed Buy Back Mandate is in the best interests of the Company and the Shareholders as it will give the Company additional flexibility. Such buy back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share. On the other hand, Shares bought back and held by the Company as treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Bye-laws, and the applicable laws of Bermuda. Share buy back will only be made when the Directors believe that such buy back will benefit the Company and the Shareholders as a whole.

3. FUNDING OF SHARE BUY BACK

In buying back the Shares under the Proposed Buy Back Mandate, the Company will utilise funds which shall be funds legally available for such purpose in accordance with the Bye-laws, Bermuda laws and other applicable laws. Bermuda laws provide that the amount of capital repaid in connection with a share buy back may only be paid out of the capital paid up on the relevant shares, or the funds of the company that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on buy back may only be paid out of either the funds of the company that would otherwise be available for dividend or distribution or out of the share premium account of the company before the shares are bought back.

The Company is empowered by the Bye-laws to buy back its Shares.

There may be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2025) in the event that the Proposed Buy Back Mandate was to be exercised in full at any time during the proposed buy back period. However, the Directors do not propose to exercise the Proposed Buy Back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

In the event that the Company buys back any Shares, the Company may cancel such bought back Shares and/or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of such buy back.

Shares bought back by the Company may be held by the Company as treasury Shares or cancelled as determined by the Directors, depending on the market conditions and the Group's capital management needs at the relevant time of the repurchase. For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to the Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

4. INTENTION OF DEALINGS

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any close associates (as defined in the Listing Rules) of the Directors have any present intention to sell any Shares to the Company in the event that the Proposed Buy Back Mandate is approved by the Shareholders at the Annual General Meeting.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so in the event that the Proposed Buy Back Mandate is granted.

5. SHARE PRICE

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

	Highest	Lowest
	HK$	*HK$*
2025		
April	0.060	0.046
May	0.100	0.046
June	0.070	0.046
July	0.063	0.044
August	0.062	0.048
September	0.064	0.044
October	0.052	0.040
November	0.065	0.040
December	0.060	0.038
2026		
January	0.049	0.034
February	0.070	0.032
March	0.060	0.035
April (Up to the Latest Practicable Date)	0.050	0.035

Source: http://www.hkex.com.hk

6. UNDERTAKING AND CONFIRMATION

The Directors will exercise the Proposed Buy Back Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and the regulations set out in the Bye-laws.

The Company confirms that neither the explanatory statement nor the proposed Shares buy back has any unusual features.

7. EFFECT OF THE TAKEOVERS CODE

If, on the exercise of the power to buy back Shares pursuant to the Proposed Buy Back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder, or 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 Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the substantial Shareholders having interests in 10% or more of the issued share capital of the Company were:

		Approximate % shareholding	
Name of Shareholder	**Number of the Shares held**	**As at the Latest Practicable Date**	**If Proposed Buy Back Mandate is exercised in full**
Qujiang Investment	336,166,156	29.24%	32.49%
Glory Keen	322,727,272	28.07%	31.19%
Acme Gear Global Limited	322,727,272*	28.07%	31.19%

* Glory Keen has conditionally agreed to sell and Acme Gear Global Limited has conditionally agreed to purchase a total of 322,727,272 Shares pursuant to a sale and purchase agreement entered into by and between the parties on 3 July 2024. As at the Latest Practicable Date, the above sale and purchase had not yet completed.

In the event that the Directors should exercise in full the power to buy back Shares pursuant to the Proposed Buy Back Mandate (assuming there is no disposal of Shares by the substantial Shareholders and no other changes to the issued share capital of the Company), the interests of Qujiang Investment together with parties acting in concert with it, or Glory Keen together with parties acting in concert with it, would be increased and would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not have any intention to exercise the Proposed Buy Back Mandate to the extent that would trigger a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid and as at the Latest Practicable Date, the Directors were not aware of any consequence which the exercise in full of the Proposed Buy Back Mandate would have under the Takeovers Code.

8. SHARE BUY BACK MADE BY THE COMPANY

No buy back of Shares has been made by the Company in the six months (whether on the Stock Exchange or otherwise) preceding the Latest Practicable Date.

The following are the particulars of the Directors proposed to be re-elected at the Annual General Meeting:

EXECUTIVE DIRECTORS

Mr. Ma Wenzhong ("Mr. Ma"), aged 57, was appointed as chairman of the Board, an executive Director and chairman of the Nomination Committee on 2 July 2025. Mr. Ma has extensive experience in operating department stores, retail stores and shopping malls in China. Mr. Ma held several managerial positions in Century Ginwa Company Ltd. during the period from May 1997 to January 2007 and the period from September 2009 to March 2020, including the manager of business development department, deputy general manager, vice president and chief executive officer. He serves as the chairman of the board of directors of Xi'an Century Jinhua Zhuohe Commercial Management Company Limited（西安世紀金花卓合商業管理有限公司), a joint venture of the Company since 29 December 2023 and serves as the president of Century Ginwa Company Ltd. since February 2025. Mr. Ma was the vice president and chief executive officer of a general merchandise retail enterprise whose shares are listed on the Shanghai Stock Exchange during the period from February 2007 to January 2009, and set up his own business during the period from April 2020 to December 2023. Mr. Ma served as the legal representative and a director of Xi'an Wenfei Commercial Operation Management Company Limited（西安文斐商業運營管理有限公司）("Wenfei Commercial") and held 70% shareholding of Wenfei Commercial during the period from 5 December 2023 to 28 June 2025. Wenfei Commercial holds 30% shareholding of Xi'an Century Jinhua Zhuohe Commercial Management Company Limited（西安世紀金花卓合商業管理有限公司).

Mr. Ma has entered into a service contract with the Company for an initial term of three years commencing from 2 July 2025. He is subject to retirement by rotation and re-election at the annual general meetings of the Company at least once every three years in accordance with Bye-law 84 of the Bye-laws. Mr. Ma is entitled to an annual director's fee of HK$120,000, which was determined by the Board with reference to the recommendation of the remuneration committee of the Company (the "Remuneration Committee") based on his experience, duties and responsibilities in the Company as well as the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ma did not (i) hold any directorships in other listed company in the last three years; (ii) have any other major appointments and professional qualifications; (iii) hold any other position with the Company or other members of the Group; (iv) have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as respectively defined in the Listing Rules) of the Company; and (v) have or deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, there is no information required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Ma.

Ms. Wan Qing ("Ms. Wan"), aged 48, was appointed as an executive Director on 24 June 2020 and the chief financial officer of the Company with effect from 3 September 2023. She currently holds directorships at certain subsidiaries of the Company. Ms Wan graduated from The Hong Kong Polytechnic University and Xi'an Jiaotong University. She holds a master's degree in business administration. Ms. Wan has obtained certain professional qualifications in the PRC including certified public accountant and certified tax agent. Ms. Wan is experienced in financing, finance and mergers and acquisitions. She joined the Group since 2008, and holds the positions as financial controller and deputy general manager of Century Ginwa Co., Ltd.. In June 2020, Ms. Wan was appointed as a vice president of the Group. From 2002 to 2008, Ms. Wan worked in a reputable accounting firm in the PRC and was responsible for audit work.

Ms. Wan has entered into a service agreement with the Company for an initial term of three years commencing from 24 June 2023. She is subject to retirement and re-election at the next annual general meeting of the Company and thereafter subject to retirement by rotation and re-election at the annual general meetings of the Company at least once every three years in accordance with Bye-law 84 of the Bye-laws. Ms. Wan is entitled to annual director's fee of HK$600,000, which is determined by the Board with reference to the recommendation of the Remuneration Committee based on her experience, duties and responsibilities in the Company as well as the prevailing market conditions.

As at the Latest Practicable Date, Mr. Ge Xin, spouse of Ms. Wan, beneficially holds 123,500 Shares. Thereafter, Ms. Wan is deemed to be interested in 123,500 Shares in the Company pursuant to the SFO.

Save as disclosed above, as at the Latest Practicable Date, Ms. Wan did not (i) hold any directorships in other listed company in the last three years; (ii) have any other major appointments and professional qualifications; (iii) hold any other position with the Company or other members of the Group; (iv) have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as respectively defined in the Listing Rules) of the Company; and (v) have or deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, there is no information required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Ms. Wan.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Ruan Xiaofeng ("Mr. Ruan"), aged 55, was appointed as an independent non-executive Director on 15 May 2015. He also serves as the chairman of the Remuneration Committee and is a member of each of the Audit Committee and the Nomination Committee. Mr. Ruan currently serves as Deputy General Manager of Bozhi Technology (Beijing) Limited. Mr. Ruan was the senior investment manager of Hony Capital from 2003 to 2009. He previously worked in ZTE Capital and TCL Ventures as vice president and executive director respectively and served as a law lecturer mainly for corporate law, tax law and securities law in the arts and law faculty in Beijing University of Chemical Technology. During that period, he was a part-time lawyer in a number of law firms. He has solid legal practice experience and is familiar with corporate governance, corporate finance and investment, mergers and acquisition, business restructuring. He holds a master of business administration degree from the China Europe International Business School and a master of economic law degree from the Law School of Jilin University.

The Company has not entered into any letter of appointment with Mr. Ruan. Thereafter, Mr. Ruan does not hold a fixed term of office with the Company. He is subject to retirement by rotation and re-election at the annual general meetings of the Company at least once every three years in accordance with the Bye-law 84 of the Bye-laws. Mr. Ruan is entitled to an annual director's fee of HK$120,000, which was determined by the Board with reference to the recommendation of the Remuneration Committee based on his experience, duties and responsibilities in the Company as well as the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ruan did not (i) hold any directorships in other listed company in the last three years; (ii) have any other major appointments and professional qualifications; (iii) hold any other position with the Company or other members of the Group; (iv) have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as respectively defined in the Listing Rules) of the Company; and (v) have or deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, there is no information required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Ruan.

Ms. Song Hong ("Ms. Song"), aged 58, was appointed as an independent non-executive Director on 30 October 2020. She is also a member of the Nomination Committee. She graduated from Nankai University in 1990 with a double bachelor's degree in tourism economic management and sociology. She completed the EMBA program from the Guanghua School of Management, Peking University in 2000. Ms. Song has nearly 30 years of experience in logistics management and procurement. Ms. Song served as the vice president and chief operating officer of Zhuhai Apex Technology Co., Ltd.（珠海艾派克科技股份有限公司）(currently named as Ninestar Corporation, a company whose shares are listed on the Shenzhen Stock Exchange with Stock Code: 002180) and Zhuhai Seine Technology Co., Ltd.（珠海賽納打印科技股份有限公司）from 2016 to 2017. She worked at Hony Capital from November 2008 to 2015, during which she served as the founding partner and managing director of Beijing Hony Yuanfang Investment Consultants Ltd.（北京弘毅遠方投資顧問有限公司), a subsidiary of Hony Capital, as well as the vice president of Lenovo Mobile Co., Ltd., the president of Shenzhen Longhao Co., Ltd.（深圳龍浩有限公司）(currently named as Shenzhen Longhao Tiandi Co., Ltd.（深圳市龍浩天地有限公司）and the president of King Hero Limited（帝雄有限公司）(a company established in the British Virgin Islands and a whollyowned subsidiary of the Company) for which the companies were invested by Hony Capital. She worked for Lenovo Group from 1998 to 2007, responsible for logistics management and procurement business, and served as the vice president of the global logistics department.

Ms. Song entered into a letter of appointment with the Company. Ms. Song is not appointed for a specific term, but is subject to retirement by rotation and re-election at the annual general meetings of the Company at least once every three years in accordance with Bye-law 84 of the Bye-laws. Ms. Song is entitled to an annual director's fee of HK$120,000, which was determined by the Board with reference to the recommendation of the Remuneration Committee based on her experience, duties and responsibilities in the Company as well as the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Ms. Song did not (i) hold any directorships in other listed company in the last three years; (ii) have any other major appointments and professional qualifications; (iii) hold any other position with the Company or other members of the Group; (iv) have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as respectively defined in the Listing Rules) of the Company; and (v) have or deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, there is no information required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Ms. Song.

世紀金花

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)

NOTICE IS HEREBY GIVEN that an annual general meeting (the "Meeting") of Century Ginwa Retail Holdings Limited (the "Company") will be held at Room 302, 3/F., Pico Tower, 66 Gloucester Road, Wan Chai, Hong Kong on Friday, 26 June 2026 at 3:00 p.m. to consider and, if thought fit, pass the following resolutions:

1. To receive and approve the audited financial statements, directors' report and independent auditor's report of the Company for the year ended 31 December 2025.

2. (a) To re-elect Mr. Ma Wenzhong as director of the Company (the "Director").

   (b) To re-elect Ms. Wan Qing as Director.

   (c) To re-elect Mr. Ruan Xiaofeng as Director.

   (d) To re-elect Ms. Song Hong as Director.

   (e) To authorise the board of Directors to fix the Directors' remuneration.

3. To re-appoint McMillan Woods (Hong Kong) CPA Limited and WUYIGE Certified Public Accountants LLP as the overseas and domestic auditors of the Company, respectively, and to authorise the board of Directors to fix their remuneration.

4. To consider, as special business, and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"**THAT**:

(A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company ("Shares") (including any sale or transfer of treasury Shares (which shall have the meaning ascribed to it under the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange")) out of treasury if permitted under the Listing Rules), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the exercise of such powers during or after the end of the Relevant Period;

(C) the total number of Shares allotted and issued (or transferred out of treasury) or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or pursuant to the exercise of any options granted under the share option scheme adopted by the Company or an issue of Shares upon the exercise of subscription rights attached to the warrants which might be issued by the Company or an issue of Shares in lieu of the whole or part of a dividend on Shares or any scrip dividend scheme or similar arrangement in accordance with the bye-laws of the Company, shall not exceed 20 per cent of the total number of Shares in issue (excluding treasury Shares) at the time of passing this resolution; and

(D) for the purposes of this resolution:

"Relevant Period" means the period from the time of passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the applicable laws of Bermuda to be held; or

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

"Rights Issue" means an offer of shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to overseas shareholders or fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange)."

5. To consider, as special business, and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"**THAT**:

(A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy back issued Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and to determine whether such Shares bought back shall be held as treasury Shares by the Company or otherwise be cancelled, subject to and in accordance with all applicable laws and the requirements of the Listing Rules, be and is hereby, generally and unconditionally approved;

(B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to buy back its Shares at a price determined by the Directors;

(C) the total number of Shares bought back or agreed conditionally or unconditionally to be bought back by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10 per cent of the total number of Shares in issue (excluding treasury Shares) as at the time of passing this resolution; and

(D) for the purposes of this resolution:

"Relevant Period" means the period from the time of passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the applicable laws of Bermuda to be held; or

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

6. To consider, as special business, and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"**THAT** conditional upon the passing of the ordinary resolutions numbered 4 and 5 set out in the notice convening this meeting, the total number of Shares which are bought back by the Company pursuant to and in accordance with the said resolution numbered 5 shall be added to the aggregate number of Shares that may be allotted and issued (or transferred out of treasury) or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to and in accordance with resolution numbered 4 as set out in the notice convening this meeting."

By order of the Board
Century Ginwa Retail Holdings Limited
Ma Wenzhong
Chairman

30 April 2026

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business in Hong Kong:
31/F., Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

Notes:

1. Details of the directors to be re-elected are set out in the section headed "Details of Directors to be Re-elected" in the circular of the Company dated 30 April 2026.

2. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a member. In addition, a proxy or 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/she or they represent as such member could exercise.

3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.

4. The instrument appointing a 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 shall be delivered 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 not less than 48 hours before the time appointed for holding the Meeting or the adjourned meeting or, in the case of a poll taken subsequently to the date of a Meeting or adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

5. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of execution, except at an adjourned meeting or on a poll demanded at a Meeting or an adjourned meeting in cases where the Meeting was originally held within 12 months from such date.

6. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

7. Where there are joint holders of any shares, any one of such joint holder may vote either in person or by proxy in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the Meeting, the vote of the senior 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 in respect of the joint holding.

8. The register of members of the Company will be closed from Monday, 22 June 2026 to Friday, 26 June 2026, both days inclusive, during which period no transfer of shares will be registered. In order to determine the eligibility of the members who are entitled to attend and vote at the Meeting, all duly completed transfer forms 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 not later than 4:30 p.m. on Thursday, 18 June 2026. The record date to determine the eligibility of the shareholders who are entitled to attend and vote at the Meeting will be Friday, 26 June 2026.

9. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 8:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will publish an announcement on the website of the Company at www.cgrh.com.hk and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify the members of the date, time and venue of the rescheduled meeting.