**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 adviser.

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

# Century Group International Holdings Limited
# 世紀集團國際控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2113)**

# (1) PROPOSED SHARE CONSOLIDATION;
# (2) CHANGE IN BOARD LOT SIZE
# AND
# (3) NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening an extraordinary general meeting ("**EGM**") to be held at 11:00 a.m. on Thursday, 10 September 2026 at 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong is set out on pages EGM-1 to EGM-2 of this Circular. A form of proxy for use at the EGM is enclosed with this Circular.

Whether or not you are able to attend the EGM, you are advised to read this circular and to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited, Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but 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 should you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

This circular, together with a form of proxy, will remain on the "Latest Listed Company Information" page of the Stock Exchange at www.hkexnews.com.hk for at least 7 days from the date of its publication and on the Company's website at www.centurygroup.com.hk.

25 August 2026

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# EXPECTED TIMETABLE

*The expected timetable for the Share Consolidation and the Change in Board Lot Size is set out below. The expected timetable is subject to the results of the EGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.*

| **Event** | **Time and Date (2026)** |
|---|---|
| Latest time for lodging transfer documents to qualify for attendance and voting at the EGM | 4:00 p.m. on Wednesday, 2 September |
| Closure of register of members of the Company for determining the identity of the Shareholders entitled to attend and vote at the EGM (both dates inclusive) | Thursday, 3 September to Thursday, 10 September |
| Latest time for lodging proxy forms for the EGM | 11:00 a.m. on Tuesday, 8 September |
| Record date for attendance and voting at the EGM | Thursday, 10 September |
| Expected date and time of the EGM to approve the Share Consolidation | 11:00 a.m. on Thursday, 10 September |
| Announcement of the poll result of the EGM | Thursday, 10 September |

**The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation and the Change in Board Lot Size as set out in this circular and therefore the dates are tentative only. Subject to the above, the following timetable, including but not limited to, the effective date of the Share Consolidation and the Change in Board Lot Size, will remain unchanged even if that day is a severe weather trading day.**

| | |
|---|---|
| Effective date of the Share Consolidation | Monday, 14 September |
| First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares | Monday, 14 September |
| Commencement of dealings in the Consolidated Shares | 9:00 a.m. on Monday, 14 September |
| Original counter for trading in the Existing Shares in board lots of 5,000 Existing Shares (in the form of existing share certificates) temporarily closes | 9:00 a.m. on Monday, 14 September |

# EXPECTED TIMETABLE

| Event | Time and Date (2026) |
|---|---|
| Temporary counter for trading in board lots of 250 Consolidated Shares (in the form of existing share certificates) opens | 9:00 a.m. on Monday, 14 September |
| Effective date of the new board lot size | Monday, 28 September |
| Original counter for trading in Consolidated Shares in board lot of 1,000 Consolidated Shares (in the form of new share certificates) re-opens | 9:00 a.m. on Monday, 28 September |
| Parallel trading in the Consolidated Shares (in the form of existing share certificates and new share certificates for the Consolidated Shares) commences | 9:00 a.m. on Monday, 28 September |
| Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares | 9:00 a.m. on Monday, 28 September |
| Designated broker ceases to stand in the market to provide matching services for sale and purchase of odd lots of Consolidated Shares | 4:00 p.m. on Tuesday, 20 October |
| Temporary counter for trading in Consolidated Shares in board lot of 250 Consolidated Shares (in the form of existing share certificates) closes | 4:10 p.m. on Tuesday, 20 October |
| Parallel trading in the Consolidated Shares (in the form of existing share certificates and new share certificates for Consolidated Shares) ends | 4:10 p.m. on Tuesday, 20 October |
| Last day and time for free exchange of existing share certificates into new share certificates for Consolidated Shares | 4:00 p.m. on Thursday, 22 October |

# DEFINITIONS

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

| | |
|---|---|
| "Announcement" | the announcement of the Company dated 13 August 2026 in relation to the proposed Share Consolidation and proposed Change in Board Lot Size |
| "Board" | the board of Directors of the Company |
| "Business Day" | a day on which licensed banks in Hong Kong are generally open for business, other than a Saturday or a Sunday or a day on which a black rainstorm warning or tropical cyclone warning signal number 8 or above is issued in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not cancelled at or before 12:00 noon |
| "CCASS" | the Central Clearing and Settlement System established and operated by HKSCC |
| "Change in Board Lot Size" | the proposed change in board lot size of Shares for trading on the Stock Exchange from 5,000 Existing Shares to 1,000 Consolidated Shares |
| "Company" | Century Group International Holdings Limited (Stock Code: 2113), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange |
| "Consolidated Share(s)" | ordinary share(s) of par value of HK$0.2 each in the share capital of the Company immediately after the Share Consolidation becoming effective |
| "Director(s)" | the director(s) of the Company |
| "EGM" | an extraordinary general meeting of the Company convened to be held on Thursday, 10 September 2026 at which resolutions will be proposed to consider, and, if thought fit, to approve the Share Consolidation |
| "Existing Share(s)" | ordinary share(s) of par value of HK$0.01 each in the share capital of the Company prior to the Share Consolidation becoming effective |
| "General Rules of HKSCC" | the terms and conditions regulating the use of HKSCC, as may be amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures |

| | |
|---|---|
| "HK$" | Hong Kong dollar(s), the lawful currency of Hong Kong |
| "HKSCC" | Hong Kong Securities Clearing Company Limited |
| "HKSCC Operational Procedures" | the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as amended from time to time |
| "Hong Kong" | the Hong Kong Special Administrative Region of the People's Republic of China |
| "Latest Practicable Date" | Wednesday, 19 August 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular |
| "Listing Committee" | has the meaning ascribed to it under the Listing Rules |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Stock Exchange |
| "Share(s)" | the Existing Share(s) and/or Consolidated Share(s) (as the context may require) |
| "Share Consolidation" | the proposed consolidation of every twenty (20) issued and unissued Existing Shares of par value of HK$0.01 each into one (1) Consolidated Share of par value of HK$0.2 each |
| "Shareholder(s)" | holder(s) of the issued Share(s) |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "trading day(s)" | means a day on which trading of the Shares is conducted on the Stock Exchange in accordance with the rules and regulations of the Stock Exchange promulgated from time to time |

# Century Group International Holdings Limited
# 世紀集團國際控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2113)**

*Executive Directors:*
Mr. Man Wai Lun
Ms. Liang Yawen

*Independent Non-executive Directors:*
Mr. Law, Michael Ka Ming
Mr. Chung Man Lai
Ms. Lam Yuen Man Maria

*Registered office in the Cayman Islands:*
Cricket Square,
Hutchins Drive, P.O. Box 2681,
Grand Cayman KY1-1111,
Cayman Islands

*Principal place of business in Hong Kong:*
Office D, 16/F
Kings Wing Plaza 1
No. 3 On Kwan Street
Shek Mun
New Territories
Hong Kong

25 August 2026

*To the Shareholders*

Dear Sir or Madam,

## (1) PROPOSED SHARE CONSOLIDATION;
## (2) CHANGE IN BOARD LOT SIZE
## AND
## (3) NOTICE OF EXTRAORDINARY GENERAL MEETING

### INTRODUCTION

Reference is made to the Announcement. The purpose of this circular is to provide the Shareholders with, among others (i) further details on the Share Consolidation and Change in Board Lot Size; and (ii) a notice of EGM to be held to consider and, if thought fit, approve, among other things, the Share Consolidation.

### PROPOSED SHARE CONSOLIDATION

The Board proposes that every twenty (20) issued and unissued Existing Shares in the share capital of the Company be consolidated into one (1) Consolidated Share.

**Effects of the Share Consolidation**

As at the Latest Practicable Date, the authorised share capital of the Company is HK$20,000,000 divided into 2,000,000,000 Existing Shares of par value of HK$0.01 each, and there are 804,750,000 Existing Shares in issue which are fully paid or credited as fully paid. Assuming no further Shares will be issued from the Latest Practicable Date up to the date of the EGM, upon the Share Consolidation becoming effective, there will be 40,237,500 Consolidated Shares in issue which are fully paid or credited as fully paid. The authorised share capital of the Company will remain at HK$20,000,000 but will be divided into 100,000,000 Consolidated Shares of HK$0.2 each.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

**Conditions of the Share Consolidation**

The Share Consolidation is conditional upon the following conditions:

1. the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;

2. the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and

3. the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to effect the Share Consolidation.

Subject to the fulfilment of the above conditions, the effective date of the Share Consolidation is expected to be on Monday, 14 September 2026, being the second Business Day immediately after the date of the EGM. As at the Latest Practicable Date, none of the conditions above had been fulfilled.

**Listing application**

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS.

None of the equity or debt securities of the Company are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

**Other securities of the Company**

As at the Latest Practicable Date, the Company does not have any other derivatives, options, warrants, other securities or conversion rights or other similar rights which are convertible or exchangeable into, any Existing Shares or Consolidated Shares, as the case may be.

As at the Latest Practicable Date, the Company has no outstanding share option and has available scheme mandate limit of 74,000,000 options which may be granted under the share option scheme adopted on 20 September 2016. Upon the Share Consolidation becoming effective, the number of options available for grant under the scheme mandate limit would be 3,700,000 options.

**Fractional entitlement to Consolidated Shares**

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Shareholders who are concerned about losing out on any fractional entitlement are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser and may wish to consider the possibility of buying or selling Existing Shares in a number sufficient to make up an entitlement to receive a whole number of Consolidated Shares.

**Arrangement on odd lot trading**

In order to alleviate the difficulties arising from the existence of odd lots of the Consolidated Shares arising from the Share Consolidation, the Company has appointed Emperor Securities Limited as agent to provide matching service, on a best efforts basis, to those Shareholders who wish to top up or sell their holding of odd lots of the Consolidated Shares. Shareholders who wish to take advantage of this facility should contact Mr. Leung Shiu Keung of Emperor Securities Limited as at 23rd to 24th Floor, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong or at telephone number (852) 2919 2919 from 9:00 a.m. on Monday, 28 September 2026 to 4:00 p.m. on Tuesday, 20 October 2026.

Holders of odd lots of the Consolidated Shares should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Any Shareholder, who is in any doubt about the odd lots trading arrangement, is recommended to consult his/her/its own professional advisers.

**Free Exchange of Share Certificates for the Consolidated Shares**

Subject to the Share Consolidation having become effective, Shareholders may during the period from Monday, 14 September 2026 to 4:00 p.m. on Thursday, 22 October 2026 (both days inclusive) submit existing share certificates for the Existing Shares in blue to the Company's share registrar and transfer office in Hong Kong, Union Registrars Limited, Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, in exchange for new share certificates for the Consolidated Shares in pink at the expense of the Company.

Thereafter, share certificates for the Existing Shares will be accepted for exchange only on payment of a fee of HK$2.50 (or such other amount as may be allowed by the Stock Exchange from time to time) by the Shareholders for each share certificate for the Existing Shares cancelled or each new share certificate issued for the Consolidated Shares, whichever the number of share certificates cancelled/issued is higher.

Subject to the Share Consolidation becoming effective, after 4:10 p.m. on Tuesday, 20 October 2026, trading will only be in Consolidated Shares and existing share certificates for the Existing Shares will cease to be valid for delivery, trading and settlement purposes, but will remain good evidence of legal title.

**Closure of register of members**

The register of members of the Company for the EGM will be closed from Thursday, 3 September 2026 to Thursday, 10 September 2026, both days inclusive, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited, Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Wednesday, 2 September 2026.

**PROPOSED CHANGE IN BOARD LOT SIZE**

As at the Latest Practicable Date, the Existing Shares in issue are traded on the Stock Exchange in the board lot size of 5,000 Existing Shares. It is proposed that, subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange be changed from 5,000 Existing Shares to 1,000 Consolidated Shares.

Based on the closing price of HK$0.160 per Existing Share (equivalent to the theoretical closing price of HK$3.2 per Consolidated Share) as at the Latest Practicable Date, (i) the market value of each board lot of 5,000 Existing Shares is HK$800; (ii) the market value of each board lot of 5,000 Consolidated Shares would be HK$16,000, assuming the Share Consolidation has become effective; and (iii) the estimated market value of each board lot of 1,000 Consolidated Shares would be HK$3,200 on the assumption that the Change in Board Lot Size has also become effective.

The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders.

## REASONS FOR THE SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK$0.01 or HK$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities. The "Guide on Trading Arrangements for Selected Types of Corporate Actions" (the "**Guide**") issued by Hong Kong Exchanges and Clearing Limited has further stated that (i) the market price of the shares at a level less than HK$0.10 each will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; (ii) the Company should select a board lot unit from the specific set of 8 options: 1, 50, 100, 500, 1,000, 2,000, 5,000, and 10,000 share(s); and (iii) the expected board lot value should be greater than HK$1,000, taking into account the minimum transaction costs for a securities trade.

The Shares have been traded at a price level around HK$0.10 for most of the time during the past twelve months immediately preceding the date of the Announcement, with an average closing price of approximately HK$0.098, which is considered as trading at extremity under the Guide. The Board further notes that the closing price of the Shares has remained at or above HK$0.10 per Existing Share since 11 May 2026. While the Shares have recently traded at a higher price level compared to certain periods during the past twelve months immediately preceding the date of the Announcement, the Company is not aware of any particular reasons for such increase and cannot assure that such trading level will be sustained in the future. During the past twelve months immediately preceding the date of the Announcement, the closing price of the Existing Shares ranged between HK$0.057 per Existing Share, being the closing price on 11 December 2025, and HK$0.21 per Existing Share, being the closing price on 24 July 2026, with an average closing price of approximately HK$0.098 per Existing Share during such period. Based on the existing board lot size of 5,000 Existing Shares, the corresponding board lot value ranged from HK$285 to HK$1,050, with an average board lot value of approximately HK$491. In addition, based on the existing board lot size and the closing price of HK$0.160 per Existing Share as at the Latest Practicable Date, the existing board lot value is HK$800, which is less than HK$1,000.

The Company has considered alternative ratios for the Share Consolidation with reference to the historical trading prices and market performance of the Shares. The Board notes that the lowest closing price of the Shares during the past twelve months immediately preceding the date of the Announcement was HK$0.057 per Existing Share. Having considered the historical volatility and trading range of the Shares, the Board is of the view that adopting a lower consolidation ratio may not result in a sufficiently meaningful increase in the trading price of the Shares and may provide only a limited buffer against future market fluctuations. Accordingly, the Board believes that the proposed Share Consolidation would provide an appropriate increase in the trading price of the Shares and reduce the likelihood that the Company may need to undertake further share consolidation exercises in the foreseeable future, which could otherwise result in additional professional fees and administrative expenses being incurred by the Company.

Based on the closing price of HK$0.160 per Existing Share as at the Latest Practicable Date, the theoretical trading price of each Consolidated Share would be HK$3.2 upon the Share Consolidation becoming effective. Assuming the Share Consolidation and the Change in Board Lot Size have become effective, with the board lot size being changed to 1,000 Consolidated Shares, the expected market value of each board lot would be HK$3,200, which is greater than HK$1,000 and therefore complies with the requirement as set out in the Guide.

In view of the recent trading prices of the Shares, the Board considered that the Share Consolidation and the Change in Board Lot Size will enable the Company to comply with the trading requirements under the Listing Rules and reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since many banks/securities houses will charge minimum transaction costs for each securities trade. With a corresponding upward adjustment in the trading price of the Consolidated Shares on the Stock Exchange, the Board believes that investment in the Consolidated Shares would become more attractive to a broader range of investors, thereby improving the liquidity of the Consolidated Shares and further broadening the shareholder base of the Company.

Other than the expenses to be incurred in relation to the Share Consolidation and the Change in Board Lot Size, the implementation of the Share Consolidation and Change in Board Lot Size will not alter the underlying assets, business operations, management or financial position of the Company. The Board believes that the Share Consolidation and the Change in Board Lot Size will not result in change in the proportionate interest or relative rights of the Shareholders, save for any fractional Consolidated Shares to which Shareholders may otherwise be entitled.

**OTHER CORPORATE ACTIONS AND FUND-RAISING ACTIVITIES IN THE NEXT TWELVE MONTHS**

As at the Latest Practicable Date, the Company has no intention to carry out other corporate actions in the next twelve months which may have an effect of undermining or negating the intended purpose of the Share Consolidation and the Change in Board Lot Size. The Company also has no concrete plans to conduct any equity fundraising in the next twelve months. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fundraising exercises when suitable opportunities arise in order to support future development of the Company. The Company will make further announcement(s) in this regard in accordance with the Listing Rules as and when appropriate.

**EGM**

The notice convening the EGM to be held at 11:00 a.m. on Thursday, 10 September 2026 at 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong is set out on pages EGM-1 to EGM-2 of this circular. At the EGM, an ordinary resolution will be proposed to approve the Share Consolidation.

A form of proxy for the EGM is enclosed herewith. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited, Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjourned meeting thereof) should you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

To the best knowledge, belief and information of the Directors having made all reasonable enquiries, as none of the Shareholders or their associates would have any interest in the Share Consolidation, no Shareholder would be required to abstain from voting in favour of the resolution relating to the Share Consolidation at the EGM.

**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 herein or this circular misleading.

## MISCELLANEOUS

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

## RECOMMENDATION

The Board considers that the proposed Share Consolidation and the Change in Board Lot Size are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommend the Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM.

**As the Share Consolidation is subject to the satisfaction of conditions and the Change in Board Lot Size is conditional upon the Share Consolidation becoming effective, the Share Consolidation and the Change in Board Lot Size may or may not become effective. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and if they are in any doubt about their position, they should consult their professional advisers.**

Yours faithfully,
By order of the Board
**Century Group International Holdings Limited**
**Man Wai Lun**
*Executive Director*

# Century Group International Holdings Limited
# 世紀集團國際控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2113)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the "**EGM**") of Century Group International Holdings Limited (the "**Company**") will be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong at 11:00 a.m. on Thursday, 10 September 2026 for the purpose of considering, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:

### ORDINARY RESOLUTION

"**THAT**, subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") granting the approval to the listing of, and the permission to deal in, the Consolidated Shares (as defined below), with effect from the second Business Day (as defined in the circular of the Company dated 25 August 2026) following the day of passing this resolution:

(a) every twenty (20) issued and unissued existing ordinary share(s) of HK$0.01 each in the share capital of the Company be consolidated into one (1) ordinary share of HK$0.2 (each a "**Consolidated Share**"), and such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company (the "**Share Consolidation**");

(b) upon the Share Consolidation becoming effective, the authorised share capital of the Company will remain at HK$20,000,000 but will be divided into 100,000,000 Consolidated Shares of HK$0.2 each;

(c) all fractional Consolidated Shares resulting from the Share Consolidation, if any, will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the "**Director(s)**") may think fit; and

(d) any one or more of the Directors be and is/are hereby authorised generally to do all such acts, deeds and things and to sign and execute all such documents, including under seal where applicable, on behalf of the Company, as they shall, in his/their absolute discretion, deem appropriate to effect and implement the Share Consolidation."

By order of the Board
**Century Group International Holdings Limited**
**Man Wai Lun**
*Executive Director*

Hong Kong, 25 August 2026

*Notes:*

1. For the purpose of determining the identity of the Shareholders entitled to attend and vote at the meeting, the register of members of the Company will be closed from Thursday, 3 September 2026 to Thursday, 10 September 2026, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Wednesday, 2 September 2026.

2. Any member of the Company entitled to attend and vote at the meeting convened by this notice shall be entitled to appoint a proxy to attend and vote in his/her stead in accordance with the Articles of Association of the Company. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the meeting. A proxy need not be a member of the Company but must be present in person to represent the member.

3. 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 thereof, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited not less than 48 hours before the time appointed for holding the meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or any adjournment thereof should they so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

4. As at the date of this notice, the Board comprises (i) two Executive Directors, namely Mr. Man Wai Lun and Ms. Liang Yawen, (ii) three Independent Non-executive Directors, namely Mr. Law, Michael Ka Ming, Mr. Chung Man Lai and Ms. Lam Yuen Man Maria.