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)

SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

THE SUBSCRIPTION AGREEMENT

On 2 September 2026 (after trading hours), the Company entered into the Subscription Agreement with the Subscribers, pursuant to which the Company will allot and issue, and each of the Subscriber will subscribe for 40,237,500 shares at the Subscription Price. The Subscribers collectively will subscribe an aggregate of 160,950,000 Subscription Shares.

The Subscription Shares represent (i) 20.0% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.7% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares. The aggregate nominal value of the Subscription Shares is HK$1,609,500.

The Subscription Shares will be issued and allotted under the General Mandate.

The gross proceeds from the Subscription are expected to be approximately HK$43.5 million (based on the Subscription Price of HK$0.27 per Subscription Share). The net proceeds of the Subscription (after deducting related professional fees and related expenses) are expected to be approximately HK$43.3 million and net Subscription Price per Subscription Share will be approximately HK$0.269. The Company intends to use the net proceeds from the Subscription for business development and general working capital.

APPLICATION FOR LISTING

Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares. Shareholders and potential investors should note that completion of the Subscription is subject to fulfilment of the conditions under the Subscription Agreement. As the Subscription may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.

THE SUBSCRIPTION AGREEMENT

The Company entered into the Subscription Agreement with the Subscribers, details are set out below.

Date: 2 September 2026

Parties: (i) the Company; and

(ii) the Subscribers

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Subscribers are Independent Third Parties.

The Subscription Shares

Each of the Subscriber will subscribe for 40,237,500 shares at the Subscription Price. The Subscribers collectively will subscribe an aggregate of 160,950,000 Subscription Shares which represent (i) 20% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares. The aggregate nominal value of the Subscription Shares is HK$1,609,500.

The Subscription Shares to be allotted and issued shall rank pari passu in all respects among themselves and with all existing Shares in issue as at the date of the Completion.

The Subscription Price

The Subscription Price of HK$0.27 per Subscription Share represents:

(i) a discount of approximately 19.4% to the closing price of HK$0.335 per Share as quoted on the Stock Exchange on the Last Trading Day; and

(ii) a premium of approximately 37.3% to the average closing price of HK$0.196 per Share as quoted on the Stock Exchange for the last five consecutive trading days prior to the date of the Subscription Agreement.

The Subscription Price was arrived at after arm's length negotiations between the Company and the Subscribers taking into account, among other things, the current market sentiment, the historical trading performance of the Shares, and the historical financial performance and business prospects of the Group. The Board considers that the terms of the Subscription Agreement (including the Subscription Price) are on normal commercial terms and fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Based on the Subscription Price of HK$0.27 per Subscription Share and 160,950,000 Subscription Shares to be allotted and issued to the Subscribers, the total subscription amount payable by the Subscribers to the Company pursuant to the Subscription Agreement amounts to approximately HK$43.5 million.

Conditions precedent of the Subscription Agreement

Completion of the Subscription Agreement is conditional upon fulfilment of the following conditions:

(i) the Stock Exchange granting or agreeing to grant and not having withdrawn or revoked approval for the listing of, and permission to deal in the Subscription Shares to be issued under the Subscription;

(ii) the compliance of any other requirements under the Listing Rules and the Takeovers Code or otherwise of the Stock Exchange and the Securities and Futures Commission which requires compliance in relation to the Subscription and the issue of the Subscription Shares;

(iii) there being no material breach of the representations and warranties of the Company under the terms of the Subscription Agreement; and

(iv) the Subscription Agreement not having been terminated in accordance with its terms.

If the conditions (i) and (ii) are not fulfilled on or prior to the Long Stop Date (or such later date as may be agreed between the Company and the Subscribers) and the conditions (iii) and (iv) do not remain fulfilled as at the completion date, the Subscription Agreement shall terminate and none of the parties shall have any claim against the others for costs, damages, compensation or otherwise apart from any antecedent breaches of any provisions hereof. The Company shall confirm to the Subscribers in writing that the conditions (i) and (ii) have been fulfilled.

Completion

Completion of the Subscription Agreement shall take place on the date falling on or before the seventh Business Day after the date on which all the relevant conditions precedent to the Subscription Agreement set out above have been fulfilled or waived (as the case may be) (or such other date as the Subscribers and the Company may agree in writing), and in any event not later than the Long Stop Date (or such later date as may be agreed by the Subscribers and the Company).

GENERAL MANDATE

The Subscription Shares will be issued and allotted under the General Mandate. The General Mandate entitles the Directors to issue, allot and deal with up to 160,950,000 Shares, representing 20% of the issued share capital of the Company as at the date of the AGM. Since the date of the AGM and up to and including the date of this announcement, no Share has been allotted and issued pursuant to the General Mandate. Accordingly, the General Mandate is sufficient for the allotment and issue of the Subscription Shares and the allotment and issue of the Subscription Shares is not subject to the Shareholders' approval.

APPLICATION FOR LISTING

Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

REASONS FOR THE SUBSCRIPTION AGREEMENT AND USE OF PROCEEDS

The Group is principally engaged in provision of site formation works in Hong Kong. The gross proceeds from the Subscription are expected to be approximately HK$43.5 million (based on the Subscription Price of HK$0.27 per Subscription Share). The net proceeds of the Subscription (after deducting related professional fees and related expenses) are expected to be approximately HK$43.3 million and the net Subscription Price per Subscription Share will be approximately HK$0.269. As disclosed in the Company's announcements dated 4 May 2026, the Group has strategically repositioned its operational focus towards shorter-term and comparatively smaller-scale projects, including redevelopment, renewal, refurbishment, fitting-out and decoration projects, and has recently secured certain fitting-out projects. The Board considers that the Subscription will provide immediate funding to support the smooth execution of these projects, strengthen the Group's liquidity and capital base, enhance its capacity to tender for new projects of a similar nature. Accordingly, the Directors consider the Subscription Agreement is fair and reasonable and the Subscription is in the interest of the Company and the Shareholders as a whole.

EFFECT ON THE SHAREHOLDING STRUCTURE

Set out below are the shareholding structures of the Company (i) as at the date of this announcement; and (ii) immediately upon the Completion (assuming no other change in the shareholding of the Company):

	As at the date of this announcement		**Immediately upon Completion**	
	Number of Shares	*Approx. % (Note)*	*Number of Shares*	*Approx. % (Note)*
Substantial Shareholders				
Mr. Deng Linhui	225,330,000	28.00%	225,330,000	23.33%
Public Shareholders				
Subscriber A	–	0.00%	40,237,500	4.17%
Subscriber B	–	0.00%	40,237,500	4.17%
Subscriber C	–	0.00%	40,237,500	4.17%
Subscriber D	–	0.00%	40,237,500	4.17%
Other public shareholders	579,420,000	72.00%	579,420,000	60.00%
Total	**804,750,000**	**100.00%**	**965,700,000**	**100.00%**

Note: The percentage figures have been subjected to rounding adjustments. Any discrepancies between totals and sums of amounted listed herein are due to rounding adjustments.

FUND RAISING ACTIVITIES OF THE COMPANY DURING THE PAST 12 MONTHS

The Company had not conducted any fund raising activities in the past 12 months immediately preceding the date of this announcement.

Shareholders and potential investors should note that completion of the Subscription is subject to fulfilment of the conditions under the Subscription Agreement. As the Subscription may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

"AGM"	the annual general meeting of the Company held on 15 August 2025
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors
"Business Day"	a day (other than a Saturday or Sunday or days on which a tropical cyclone warning No. 8 or above or a "black rainstorm warning signal" is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which banks in Hong Kong are open for general banking business
"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
'Completion"	completion of the Subscription
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"General Mandate"	the mandate granted to the Directors by the Shareholders at the AGM to issue, allot and deal with up to 20% of the then issued share capital of the Company as at the date of the AGM
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong

"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China
"Independent Third Party(ies)"	person(s) (and in case of company(ies) and corporation(s), their ultimate beneficial owner(s)) who is/are not connected person(s) of the Company and is/are independent of and not connected with the Company and directors, chief executive, controlling shareholders and substantial shareholders of the Company or any of its subsidiaries or their respective associates
"Last Trading Day"	2 September 2026, being the last trading day of the Shares immediately prior to the entering into of the Subscription Agreement
"Listing Rules"	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"Long Stop Date"	22 September 2026
"Share(s)"	ordinary share(s) with nominal value of HK$0.01 each in the capital of the Company
"Shareholder(s)"	holder(s) of the ordinary share(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscriber A"	Mr. Fu Shanghui, an Independent Third Party
"Subscriber B"	Mr, You Zhichao, an Independent Third Party
"Subscriber C"	Mr. Ren Kaifeng, an Independent Third Party
"Subscriber D"	Ms. Ru Xintong, an Independent Third Party
"Subscriber(s)"	Subscriber A, Subscriber B, Subscriber C and/or Subscriber D
"Subscription"	the conditional subscription of the Subscription Shares by the Subscribers pursuant to the terms of the Subscription Agreement
"Subscription Agreement"	the conditional agreement dated 2 September 2026 entered into between the Company and the Subscribers in relation to the issue of the Subscription Shares to the Subscribers by the Company

"Subscription Shares"	an aggregate of 160,950,000 new Shares to be issued by the Company to the Subscribers on the terms set out in the Subscription Agreement
"Takeovers Code"	Hong Kong Code on Takeovers and Mergers
"%"	per cent

By order of the Board
Century Group International Holdings Limited
Liang Yawen
Executive Director

Hong Kong, 2 September 2026

As at the date of this announcement, the Board comprises Mr. Man Wai Lun and Ms. Liang Yawen as executive Directors, and Mr. Law, Michael Ka Ming, Mr. Chung Man Lai and Ms. Lam Yuen Man Maria as independent non-executive Directors.