

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



世紀娛樂國際控股有限公司

CENTURY ENTERTAINMENT INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 959)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Century Entertainment International Holdings Limited (the “**Company**”) will be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 1 March 2021 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as special resolutions and an ordinary resolution of the Company:

Unless otherwise defined, capitalised terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 5 February 2021 (the “**Circular**”).

SPECIAL RESOLUTIONS

1. “**THAT**

- (a) subject to and conditional upon (i) The Stock Exchange granting the listing of, and permission to deal in, the New Shares and (ii) the compliance by the Company with the relevant procedures and requirements under the laws of Bermuda, with effect from the second business day after the date on which this resolution is passed by the shareholders of the Company or the above conditions are fulfilled (whichever is later):
 - i. every ten (10) issued and unissued Existing Shares of par value of HK\$0.20 each shall be consolidated into one (1) Consolidated Share of par value of HK\$2.00 each;
 - ii. the par value of each issued Consolidated Share shall be reduced from HK\$2.00 to HK\$0.01 by cancelling the paid-up capital to the extent of HK\$1.99 on each issued Consolidated Share and any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation shall be cancelled;
 - iii. every unissued Consolidated Share of par value of HK\$2.00 each in the authorised share capital of the Company shall be sub-divided into two hundred (200) New Shares of par value of HK\$0.01 each; and

- iv. the credit arising from the Capital Reduction shall be transferred to the contributed surplus account of the Company within the meaning of the Companies Act;
 - (b) any one director of the Company be and is hereby authorised to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Capital Reorganisation.”
2. **“THAT**
- (a) the proposed Amendments to the Bye-laws as set out in Appendix I to the Circular be approved; and
 - (b) any one director of the Company be and is hereby authorised to take such further action as he/she may, in his/her sole and absolute discretion thinks fit for and on behalf of the Company, to implement the Amendments to the Bye-laws.”

ORDINARY RESOLUTION

3. **“THAT**
- (a) the conditional Subscription Agreement dated 30 December 2020 (as supplemented by the Supplemental Subscription Agreement dated 15 January 2021) (copies of which have been produced to the SGM marked “A” and “B” and initialled by the chairman of the SGM for the purpose of identification) entered into between the Company (as issuer) and Mr. Ng Man Sun (as subscriber) in relation to the settlement of the Indebted Amount in the sum of HK\$50,000,000 by the Company to the Subscriber (details were disclosed in the Circular, a copy of which is marked “C” and signed by the chairman of the SGM for identification purpose and has been tabled at the SGM) and the transactions contemplated thereunder including but not limited to the issue of convertible bond, which is interest free, with a 18 months term under the Subscription Agreement (as supplemented by the Supplemental Subscription Agreement) which are convertible into ordinary shares of the Company at the conversion price of HK\$0.50 per Conversion Share (subject to adjustment) to Mr. Ng pursuant to the Subscription Agreement (as supplemented by the Supplemental Subscription Agreement) and the allotment and issue of the shares of HK\$0.01 each in the share capital of the Company upon conversion of the Convertible Bond be and are hereby generally and unconditionally approved, confirmed and ratified;

- (b) any one director of the Company be and is hereby authorised to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Subscription Agreement (as supplemented by the Supplemental Subscription Agreement) and any of the transactions contemplated thereunder including but not limited to the issue of the Convertible Bond; and
- (c) the directors of the Company be and are hereby granted a specific mandate to exercise the powers of the Company to allot, issue and deal with the Conversion Shares.”

By order of the Board
Century Entertainment International Holdings Limited
Ng Man Sun
Chairman and Chief Executive Officer

Hong Kong, 5 February 2021

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

*Head office and principal place of
business in Hong Kong:*
Suite 6303-04
63/F, Central Plaza
18 Harbour Road
Wanchai, Hong Kong

Notes:

1. Any member entitled to attend and vote at the SGM convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him, if he is a holder of two or more shares, he may appoint more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company but he must be present in person at the SGM to represent the member. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the SGM is enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com. In order to be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, shall be delivered to the office of the Company's branch share registrar office and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and delivery of a form of proxy will not preclude a member from attending and voting in person at the SGM or any adjournment thereof and in such event, the form of proxy shall be deemed to be revoked.
3. In the case of joint holders of a share, if more than one of such joint holders be present at the SGM either personally or by proxy, the vote of the senior who tenders a vote, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of such joint holding.
4. The resolutions proposed to be approved at the SGM will be voted by way of poll.
5. In order to be eligible to attend and vote at the SGM, all completed transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar office and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 23 February 2021.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the SGM, the SGM will be postponed. The Company will post an announcement on the websites of the Company at <http://www.ceihldg.com> and the Stock Exchange at <http://www.hkexnews.hk> to notify members of the date, time and place of the rescheduled meeting.
7. **PRECAUTIONARY MEASURES FOR THE SPECIAL GENERAL MEETING**

In view of the current COVID-19 situation, the Company will implement the following precautionary measures at the SGM:

- (i) Compulsory body temperature checks will be conducted on every shareholder, proxy or other attendee at the entrance of meeting venue. Any person with a body temperature of over 37.3 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) Prior to entry into the meeting venue, the attendees will have to submit a completed health declaration form confirming their names and contact details, and be asked whether (a) they have travelled to, or to their best of knowledge had close contact with any person who has recently travelled to, areas outside of Hong Kong at any time in the preceding 21 days of the SGM; (b) they are subject to any compulsory quarantine prescribed by the Hong Kong Government; and (c) they have symptoms of the novel coronavirus. Any person who responds affirmatively to any one of the above questions will be denied entry into the meeting venue or be required to leave the meeting venue.
- (iii) Each attendee will be required to wear a surgical face mask throughout the meeting and inside the meeting venue.
- (iv) Appropriate distancing and spacing, if any, in line with the guidance from the Hong Kong Government from time to time will be maintained as required and as such, the Company may limit the number of attendees at the SGM as may be necessary to avoid over-crowding.
- (v) **No gifts, food or beverages will be provided at the SGM.**

As at the date hereof, Mr. Ng Man Sun (Chairman and Chief Executive Officer) and Ms. Ng Wai Yee are the executive directors of the Company; and Ms. Yeung Pui Han, Regina, Mr. Li Chi Fai and Ms. Sie Nien Che, Celia are the independent non-executive directors of the Company.