

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.



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 OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “SGM”) of Century Ginwa Retail Holdings Limited (the “Company”) will be held on Thursday, 29 December 2022 at 11:30 a.m. at Unit 301, 3/F, OfficePlus@Wan Chai, 303 Hennessy Road, Wanchai, Hong Kong to consider and, if thought fit, passing, with or without modifications, the following resolution as special resolution of the Company:

SPECIAL RESOLUTION

“THAT:

- (a) the sale and repurchase agreement dated 15 June 2022 (the “**Agreement**”) entered into between Glory Keen Holdings Limited (“**Glory Keen**”) and the Company in relation to the proposed buy-back (the “**Share Buy-back**”) of 1,177,068,181 non-voting convertible preferred shares of nominal value of HK\$0.10 per share (the “**Buy-back Preferred Shares**”) issued by the Company from Glory Keen at the proposed total consideration of HK\$247,184,318 (a copy of which is marked “A” and produced to the meeting and signed by the chairman of the meeting for identification purpose) be and is hereby approved;
- (b) the Share Buy-back and the transactions contemplated under the Agreement be and are hereby approved; and

- (c) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the implementation of and giving effect to the Agreement and the transactions contemplated thereunder (including but not limited to the cancellation of the Buy-back Shares).”

By order of the Board
Century Ginwa Retail Holdings Limited
Huang Shunxu
Chairman

Hong Kong, 7 December 2022

Notes:

1. A member of the Company (a “**Shareholder**”) entitled to attend and vote at the SGM convened by the above notice is entitled to appoint one or, if such Shareholder is a holder of more than one share, more proxies to attend and vote in his stead. A proxy need not be a Shareholder.
2. In order to be valid, the form of proxy must be deposited with the Company’s branch share registrar in Hong Kong, Tricor Abacus Limited, located at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
3. For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Thursday, 22 December 2022 to Thursday, 29 December 2022 (both days inclusive), during which time no transfer of shares will be effected. To ensure that Shareholders are entitled to attend and vote at the SGM, Shareholders must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to the Company’s branch share registrar in Hong Kong, Tricor Abacus Limited, located at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on Wednesday, 21 December 2022 for registration of the relevant transfer. The recording date for determining the eligibility of the members to attend and vote at the meeting will be 29 December 2022.
4. In order to better protect the safety and health of the attending Shareholders, staff and other stakeholders, the Company will implement the following preventive measures at the SGM:
 - (i) compulsory body temperature check will be conducted for every person at the entrance of the venue of SGM. Any person who has a body temperature of over 37.5 degree celsius or is subject to the mandatory quarantine order imposed by the Hong Kong Government will be denied entry into or be required to leave the meeting venue, and the Company will request such persons to stay in an isolated place for completing the voting procedures;
 - (ii) every person is required to wear facial mask at the venue of the SGM;
 - (iii) the Company will not serve refreshment at the SGM to avoid the coming into close contact amongst participants; and
 - (iv) persons who are not Shareholders or their proxy will not be admitted into the SGM venue.

5. The SGM is a physical meeting, and there will not be an option to attend the SGM online. The Company wishes to remind the Shareholders and other participants who will attend the SGM in person to take personal precautions and abide by the requirements of epidemic precaution and control at the venue of the SGM. In the interest of all stakeholders' health and safety and consistent with recent guidelines for prevention and control of COVID-19, **the Company also reminds all Shareholders that physical attendance in person at the SGM is not necessary for the purpose of exercising voting rights.** The Shareholders may choose to vote by filling in and submitting the relevant proxy form of the SGM, and appoint the chairman of the SGM as a proxy to vote on relevant resolution(s) as instructed in accordance with the relevant proxy form instead of attending the SGM in person.
6. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the SGM or any adjournment thereof should such Shareholder subsequently so wish.

As at the date of this announcement, the Board comprises three executive Directors, being Mr. Huang Shunxu, Mr. Qin Chuan and Ms. Wan Qing; two non-executive Directors, being Mr. Li Yang and Mr. Chen Shuai, and three independent non-executive Directors, being Mr. Tsang Kwok Wai, Mr. Ruan Xiaofeng and Ms. Song Hong.

All the Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.