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## **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)**

### **PROPOSED ADOPTION OF THE THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY**

This announcement is made by Century Group International Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) in relation to the proposed amendments to the existing memorandum and articles of association of the Company (the “**Existing M&A**”).

On 1 January 2022, the Listing Rules were amended by, among others, adopting a uniform set of 14 core standards for shareholder protections for issuers regardless of their place of incorporation set out in Appendix 3 to the Listing Rules. The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to make certain amendments to the Existing M&A to conform to the said core standards for shareholder protections and to incorporate certain housekeeping changes (such proposed amendments to the Existing M&A are collectively referred to as the “**Proposed Amendments**”). The Board also proposes to adopt the third amended and restated memorandum and articles of association of the Company which consolidates the Proposed Amendments in substitution for, and to the exclusion of, the Existing M&A in their entirety (the “**Amended and Restated M&A**”).

The key Proposed Amendments are briefly summarised below:

- 1) set out the requirement to hold an annual general meeting in each financial year and such annual general meeting must be held within 6 months after the end of the financial year;

- 2) give the right of any shareholder(s) of the Company (the “**Shareholder(s)**”) holding not less than one-tenth of the voting rights of the Company to make a requisition to convene an extraordinary general meeting and to add resolutions to the agenda of the meeting;
- 3) specify that all the Shareholders have the right to speak and vote at general meetings except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration;
- 4) to provide that any representative authorised by a clearing house to attend any meeting of the Company shall have the right to speak and the right to vote at the meeting;
- 5) give the Shareholders the right to remove the auditors of the Company by an ordinary resolution;
- 6) allow all general meetings to be held as a physical meeting in any part of the world and at one or more locations, or as a hybrid meeting or as an electronic meeting, and the powers of the Board and the chairman in relation thereto;
- 7) insert the definitions of “hybrid meeting” and “Meeting Location(s)” and make corresponding changes to the relevant articles;
- 8) include the additional details to be specified in a notice of a general meeting in light of allowing general meetings to be held at more than one meeting location, or as a hybrid meeting or electronic meeting;
- 9) specify that the chairman of the general meeting may, with the consent of the meeting at which a quorum is present, adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting);
- 10) specify that votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine; and
- 11) Other housekeeping amendments to the Existing M&A are also proposed, including bringing the Existing M&A in line with amendments made to the applicable laws of the Cayman Islands and the Listing Rules and making consequential amendments in connection with the above amendments to the Existing M&A and for clarity and consistency with the other provisions of the Existing M&A where it is considered desirable and to better align the wordings with those of the Listing Rules and the applicable laws of the Cayman Islands, as appropriate.

The proposed adoption of the Amended and Restated M&A shall be subject to the passing of a special resolution by the shareholders of the Company at the forthcoming annual general meeting of the Company to be held on 18 August 2023 (the “**AGM**”). A circular containing, among others, details of the Proposed Amendments brought about by the adoption of the Amended and Restated M&A together with a notice convening the AGM will be despatched to the shareholders of the Company in due course.

By order of the Board  
**Century Group International Holdings Limited**  
**Wang Feng**  
*Chairman*

Hong Kong, 29 June 2023

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