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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Century Entertainment International Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

- (1) PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
(3) PROPOSED RE-APPOINTMENT OF AUDITOR;  
(4) PROPOSED AMENDMENTS TO THE BYE-LAWS;  
AND  
(5) NOTICE OF ANNUAL GENERAL MEETING**

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Capitalised terms used in the lower portion of this page and the cover inside page shall have the same respective meanings as those defined in the section headed “Definitions” of this circular.

A notice convening the AGM of the Company to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 29 September 2023 at 11:00 a.m. is set out on pages 26 to 30 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at [www.hkex.com.hk](http://www.hkex.com.hk).

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

31 July 2023



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## DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 29 September 2023 at 11:00 a.m.
“associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors or a duly authorised committee thereof for the time being
“Bye-law(s)”	the bye-laws of the Company currently in force with any amendments thereto from time to time
“Company”	Century Entertainment International Holdings Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the main board of the Stock Exchange (Stock Code: 959)
“connected person(s)”	has the meaning ascribed to this term under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to this term under the Listing Rules
“Directors”	the directors of the Company
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the issued share capital of the Company as at the date of granting of the General Mandate
“Group”	the Company and all of its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Latest Practicable Date”	25 July 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“New Bye-laws”	the amended and restated bye-laws proposed to be adopted by the Company with immediate effect after the close of the AGM following the passing of the relevant special resolution, as set out in Appendix III to this circular
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan)
“Proposed Amendments”	the proposed amendments to the Bye-laws as set out in Appendix III to this circular
“Register”	the register of members of the Company maintained in Hong Kong
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the issued share capital of the Company as at the date of granting of the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 12 September 2012 and expired on 12 September 2022
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning ascribed to this term under the Listing Rules

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## DEFINITIONS

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“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“%”	per cent.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Ng Man Sun (*Chairman and  
Chief Executive Officer*)

Ms. Ng Wai Yee

*Independent Non-executive Directors:*

Ms. Yeung Pui Han, Regina

Mr. Li Chi Fai

Ms. Sie Nien Che, Celia

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place of  
business in Hong Kong:*

G02, Shun Tak Centre

168-200 Connaught Road Central

Sheung Wan

Hong Kong

31 July 2023

*To the Shareholders,*

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS;  
(3) PROPOSED RE-APPOINTMENT OF AUDITOR;  
(4) PROPOSED AMENDMENTS TO THE BYE-LAWS;  
AND  
(5) NOTICE OF ANNUAL GENERAL MEETING**

### INTRODUCTION

At the AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the General Mandate and the Repurchase Mandate to the Directors; (ii) the re-election of Directors; (iii) the re-appointment of the auditor of the Company; and (iv) the Proposed Amendments to the Bye-laws.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the grant of the General Mandate and the Repurchase Mandate, the re-election of Directors, the re-appointment of the auditor of the Company, the Proposed Amendments to the Bye-laws and the notice of the AGM.

### **GENERAL MANDATE AND REPURCHASE MANDATE**

At the AGM, the Directors will propose resolutions to the Shareholders to grant the General Mandate and the Repurchase Mandate to the Directors.

#### **General Mandate**

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with unissued Shares or underlying shares of the Company (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Bye-laws) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the issued Shares as at the date of granting the General Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the General Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details of the Repurchase Mandate are further set out below.

As at the Latest Practicable Date, the Company had an aggregate of 128,247,561 Shares in issue. Subject to the passing of the resolutions for the approval of the General Mandate and on the basis that no further Shares will be issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 25,649,512 Shares.

#### **Repurchase Mandate**

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the issued share capital of the Company as at the date of granting of the Repurchase Mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 12,824,756 Shares.

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## LETTER FROM THE BOARD

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The General Mandate (including the extended General Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions to grant the General Mandate (including the extended General Mandate) and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act 1981 of Bermuda (as amended) or any applicable laws of Bermuda to be held; or (iii) the revocation or variation of the General Mandate (including the extended General Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

### **RE-ELECTION OF DIRECTORS**

According to the Bye-law, one-third of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that each Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years at the annual general meeting. A retiring Director shall be eligible for re-election. According to the Bye-law, any Director appointed to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to their number), and shall then be eligible for re-election at the meeting. According to the Bye-law, the Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall never be less than two (2).

In accordance with the Bye-law, Mr. Li Chi Fai and Ms. Yeung Pui Han, Regina shall retire from office by rotation and, being eligible, will offer themselves for re-election at the AGM.

Pursuant to code provision B.2.3 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, any further appointment of an independent non-executive director serving more than 9 years should be subject to a separate resolution to be approved by shareholders. Mr. Li Chi Fai and Ms. Yeung Pui Han, Regina, being the independent non-executive Directors, have given an annual confirmation of independence pursuant to the independence guidelines as set out in Rule 3.13 of the Listing Rules. Mr. Li Chi Fai and Ms. Yeung Pui Han, Regina were appointed as the independent non-executive Director on 22 February 2013 and 12 September 2012 respectively and as at the Latest Practicable Date, they have served more than 9 years. During their years of appointment, Mr. Li Chi Fai and Ms. Yeung Pui Han, Regina have demonstrated their ability to provide an independent view to the Company's matters.



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## **LETTER FROM THE BOARD**

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At the AGM, a separate resolution will be proposed to re-elect each of Mr. Li Chi Fai and Ms. Yeung Pui Han, Regina as an independent non-executive Director.

Biographical details of each of Mr. Li Chi Fai and Ms. Yeung Pui Han, Regina are set out in Appendix II to this circular.

The nomination committee of the Company has reviewed and assessed the independence of Mr. Li Chi Fai and Ms. Yeung Pui Han, Regina and has formed the view that they have met the independence guidelines set out in Rule 3.13 of the Listing Rules. In addition, the nomination committee of the Company, having considered the objective criteria (including but not limited to, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) set out in the Company's board diversity policy and nomination policy and taken into account Mr. Li Chi Fai's and Ms. Yeung Pui Han, Regina's working profile and their extensive experience as set out in the Appendix II to this circular, took the view that Mr. Li Chi Fai and Ms. Yeung Pui Han, Regina have been contributing to the Group effectively and devoted sufficient time and efforts to their role as Directors. The Board is therefore satisfied that Mr. Li Chi Fai and Ms. Yeung Pui Han, Regina remain independent and further considers that they should be re-elected in view of their valuable knowledge and experience when they have demonstrated their abilities of exercising independence of judgment to the Company's affairs, continuation of which will be of significant benefit to the Company.

Pursuant to the Bye-laws, Shareholders are eligible to propose any person for election as a Director at the AGM or at any general meeting by lodging at the registered office or the head office of the Company a written notice signed by a Shareholder (other than the person to be proposed) duly qualified to attend and vote at the general meeting for which such notice is given of his intention to propose such person for election and also a written notice signed by the person to be proposed of his willingness to be elected provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven (7) days and that (if the notice(s) are submitted after the dispatch of the notice convening the AGM appointed for such election) the period for lodgment of such notice(s) shall commence on the day after the dispatch of the notice of the AGM appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

### **RE-APPOINTMENT OF AUDITOR**

Elite Partners CPA Limited will retire as the Company's auditor and, being eligible, offer themselves for re-appointment at the AGM.

The Board, upon the recommendation of the audit committee of the Board, proposed to re-appoint Elite Partners CPA Limited as the Company's auditor and to hold office until the conclusion of the next annual general meeting of the Company.

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## LETTER FROM THE BOARD

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### PROPOSED AMENDMENTS TO BYE-LAWS

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections for issuers. As such, the Board proposes to amend the Bye-laws for the purposes of, among others, (i) bringing the Bye-laws in line with amendments made to the Listing Rules and applicable laws of Bermuda; and (ii) making certain other housekeeping amendments to the Bye-laws.

Details of the Proposed Amendments (with mark-ups showing changes from the existing Bye-laws) are set out in Appendix III to this circular. The Chinese translation is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail.

The Proposed Amendments is subject to the approval of the Shareholders by way of special resolution at the AGM. Prior to the passing of the special resolution at the AGM, the existing Bye-laws shall remain valid. The legal advisers to the Company as to Hong Kong laws and Bermuda laws have respectively confirmed that the Proposed Amendments conform with the applicable requirements under the Listing Rules and are not inconsistent with the applicable laws of Bermuda. The Company confirms that there is nothing unusual about the Proposed Amendments for a Bermuda incorporated company listed on the Stock Exchange.

### ANNUAL GENERAL MEETING

A notice convening the AGM to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 29 September 2023 at 11:00 a.m. is set out on pages 26 to 30 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, all the resolutions proposed to be approved at the AGM will be taken by poll except where the chairman of the AGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will make an announcement after the AGM on the poll results of the AGM.

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## LETTER FROM THE BOARD

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Pursuant to the Bye-law, a poll is demanded:

- (i) by the chairman of a general meeting; or
- (ii) by at least three Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorized representative) or by proxy for the time being entitled to vote at a general meeting; or
- (iii) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorized representative) or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (iv) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorized representative) or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right; or
- (v) if required by the Listing Rules, by any Director or Directors who, individually or collectively, hold proxies in respect of Shares representing five per cent. (5%) or more of the total voting rights at such meeting.

### **CLOSURE OF THE REGISTER**

In order to determine entitlement of Shareholders to the right to attend and vote at the AGM (or any adjournment thereof), the Register will be closed from Tuesday, 26 September 2023 to Friday, 29 September 2023, both dates inclusive, during which period no transfer of Shares will be effected. All transfers of Shares accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company, Tricor Secretaries Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Monday, 25 September 2023.

### **RESPONSIBILITY STATEMENT**

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate, the proposed re-election of Directors, the proposed re-appointment of the auditor of the Company and the Proposed Amendments to the Bye-laws are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### FURTHER INFORMATION

Your attention is drawn to the Appendices to this circular.

Yours faithfully,

For and on behalf of the Board

**Century Entertainment International Holdings Limited**

**Ng Man Sun**

*Chairman and Chief Executive Officer*

*This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.*

## **1. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES**

The Listing Rules prohibit the Company from knowingly purchasing its securities on the Stock Exchange from a “connected person”, that is, a director, chief executive or Substantial Shareholder of the Company or any of its subsidiaries or their respective associates and a connected person is prohibited from knowingly selling to the Company his/her/its securities of the Company.

No connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 128,247,561 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 12,824,756 fully paid Shares, representing approximately 10% of the issued share capital of the Company as at the date of passing of the resolution.

## **3. REASONS FOR THE REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and its shareholders as a whole.

## **4. FUNDING OF REPURCHASES**

Repurchases would be funded entirely from the Company’s available cash flow or working capital facilities which will be funds legally available under Bermuda law and the memorandum of association of the Company and the Bye-laws and for such purpose.

## 5. IMPACT OF REPURCHASES

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 31 March 2023, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

## 6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months immediately prior to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2022</b>		
July	0.370	0.280
August	0.345	0.250
September	0.315	0.228
October	0.290	0.241
November	0.290	0.241
December	0.270	0.240
<b>2023</b>		
January	0.275	0.250
February	0.285	0.230
March	0.290	0.241
April	0.280	0.243
May	0.275	0.234
June	0.275	0.221
July (up to the Latest Practicable Date)	0.295	0.225

## 7. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the AGM.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of Bermuda.

If a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the Directors had no intention to exercise any of the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of the above Shareholder(s), or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

#### **8. SHARES REPURCHASE MADE BY THE COMPANY**

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months immediately prior to the date of the Latest Practicable Date.

Detail of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

**INDEPENDENT NON-EXECUTIVE DIRECTORS****Mr. Li Chi Fai (“Mr. Li”)**

Mr. Li, aged 56, has been appointed as an independent non-executive Director since 22 February 2013. Mr. Li is a member of CPA Australia and holds a Bachelor of Economics degree from Monash University, Australia. He has more than 21 years of experiences in financial auditing and accounting. Mr. Li is currently a director of Tax Wisdom Accountants Pty. Ltd. which provides accounting and tax services in Australia. Before, he has been chief financial officer and company secretary of a number of Main Board issuers of the Stock Exchange.

Mr. Li has entered into a letter of appointment with the Company commencing 22 February 2013 with no fixed term of service and may be terminated by either party giving to the other party 3 months’ advance notice. He is subject to retirement from office by rotation and re-election at annual general meeting in accordance with the Bye-laws. The total amount of his emolument for the year ended 31 March 2023 was HK\$164,000 which was determined with reference to his duties and responsibilities with the Company.

As at the Latest Practicable Date, Mr. Li was interested or deemed to be interested in 196,478 underlying shares in respect of options granted under the share option scheme adopted by the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Li (i) does not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company; (iii) does not hold any other position in the Company and other members of the Group; and (iv) is not interested in any Shares within the meaning of the Part XV of the SFO.

Save as disclosed above, in connection with the proposed re-election of Mr. Li as Director, there is no other matter that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Ms. Yeung Pui Han, Regina (“Ms. Yeung”)**

Ms. Yeung, aged 66, has been appointed as an independent non-executive Director since 12 September 2012. Ms. Yeung is a merchant in Canada in respect of high end leisure and entertainment business. She had been appointed the President of Tradewinds Production Limited, a Canadian corporation.



Ms. Yeung has entered into a letter of appointment with the Company commencing 12 September 2012 with no fixed term of service and may be terminated by either party giving to the other party 3 months' advance notice. She is subject to retirement from office by rotation and re-election at annual general meeting in accordance with the Bye-laws. The total amount of her emolument for the year ended 31 March 2023 was HK\$144,000 which was determined with reference to her duties and responsibilities with the Company.

As at the Latest Practicable Date, Ms. Yeung was interested or deemed to be interested in 196,478 underlying shares in respect of options granted under the share option scheme adopted by the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Yeung (i) does not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (iii) does not hold any other position in the Company and other members of the Group; and (iv) is not interested in any Shares within the meaning of the Part XV of the SFO.

Save as disclosed above, in connection with the proposed re-election of Ms. Yeung as Director, there is no other matter that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

*The following are the proposed amendments to the Bye-laws. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the new Bye-laws. If the serial numbering of the provisions of the Bye-laws changed due to the addition, deletion or re-arrangement of certain provisions made in these amendments, the serial numbering of the provisions of the Bye-laws as so amended shall be changed accordingly, including cross-references.*

*Note: The Bye-laws is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.*

Bye-law No.	Provision in the new Bye-laws (changes marked-up against provisions in the existing Bye-laws)
<b>Bye-laws</b>	
Cover Page	<p style="text-align: center;"><b><u>THE COMPANIES ACT 1981</u></b></p> <p style="text-align: center;"><b><u>COMPANY LIMITED BY SHARES</u></b></p> <p style="text-align: center;"><b><u>AMENDED AND RESTATED</u></b></p> <p style="text-align: center;"><b>BYE-LAWS</b></p> <p style="text-align: center;"><b>OF</b></p> <p style="text-align: center;"><b>CENTURY ENTERTAINMENT INTERNATIONAL HOLDINGS LIMITED</b>  <b>(Formerly known as KESSEL INTERNATIONAL HOLDINGS LIMITED)</b>  <b>(Formerly known as A-MAX HOLDINGS LIMITED)</b>  <b>(Formerly known as AMAX ENTERTAINMENT HOLDINGS LIMITED)</b>  <b>(Formerly known as AMAX HOLDINGS LIMITED)</b>  <b>(Formerly known as AMAX INTERNATIONAL HOLDINGS LIMITED)</b></p> <p style="text-align: center;"><i>(Incorporated in Bermuda with Limited Liability)</i></p> <p style="text-align: center;"><b>(Adopted at a Special General Meeting held on 2 September, 1997)</b>  <b>(Amended at an Annual General Meeting held on 11 September, 2004)</b>  <b>(Amended at an Annual General Meeting held on 5 September, 2006)</b>  <b>(Amended at a Special General Meeting held on 1 March, 2021)</b>  <b><u>(Adopted pursuant to a special resolution passed on 29 September, 2023)</u></b></p>

1.	<p>In these Bye-laws, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.</p> <table border="1" data-bbox="389 378 1359 1059"> <thead> <tr> <th data-bbox="389 378 523 421"><u>WORD</u></th> <th data-bbox="523 378 1359 421"><u>MEANING</u></th> </tr> </thead> <tbody> <tr> <td data-bbox="389 463 523 527">“Act”</td> <td data-bbox="523 463 1359 527">the Companies Act 1981 of Bermuda <u>as may from time to time be amended.</u></td> </tr> <tr> <td data-bbox="389 570 523 612">“Bermuda”</td> <td data-bbox="523 570 1359 612"><u>the Islands of Bermuda.</u></td> </tr> <tr> <td data-bbox="389 655 523 719">“Board” or “Directors”</td> <td data-bbox="523 655 1359 719">the board of directors of the Company <del>or the directors</del> <u>as constituted from time to time or (as the context may require) the majority of Directors present and voting at a meeting of directors of the Directors Company at which a quorum is present.</u></td> </tr> <tr> <td data-bbox="389 836 523 878">“Director”</td> <td data-bbox="523 836 1359 878"><u>such person or persons appointed to the Board from time to time.</u></td> </tr> <tr> <td data-bbox="389 910 523 974">“dollars” and “HK\$”</td> <td data-bbox="523 910 1359 974"><u>Hong Kong dollars, the lawful-legal currency for the time being of Hong Kong.</u></td> </tr> <tr> <td data-bbox="389 1027 523 1059">“share”</td> <td data-bbox="523 1027 1359 1059"><u>share in the share capital of the Company.</u></td> </tr> </tbody> </table>		<u>WORD</u>	<u>MEANING</u>	“Act”	the Companies Act 1981 of Bermuda <u>as may from time to time be amended.</u>	“Bermuda”	<u>the Islands of Bermuda.</u>	“Board” or “Directors”	the board of directors of the Company <del>or the directors</del> <u>as constituted from time to time or (as the context may require) the majority of Directors present and voting at a meeting of directors of the Directors Company at which a quorum is present.</u>	“Director”	<u>such person or persons appointed to the Board from time to time.</u>	“dollars” and “HK\$”	<u>Hong Kong dollars, the lawful-legal currency for the time being of Hong Kong.</u>	“share”	<u>share in the share capital of the Company.</u>
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2.	(h)	a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members being a corporation, by <del>their</del> <u>its</u> duly authorised representatives or, where proxies are allowed, by proxy at a general meeting of which Notice <u>specifying the intention to propose the resolution as a special resolution,</u> has been duly given pursuant to Bye-law 59;														
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	(k)(j)	a special resolution or an extraordinary resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Bye-laws or the Statutes.
3.	(1)	The <u>authorised</u> share capital of the Company at the date on which these Bye-laws come into effect is <u>HK\$400,000,000</u> <del>shall be</del> divided into <u>40,000,000,000</u> shares of a par value of <u>HK\$0.010-10</u> each.
12.	(1)	Subject to the Act, and these Bye-laws and, where applicable, the rules of any Designated Stock Exchange and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of <u>Members</u> <del>members</del> for any purpose whatsoever.
44.		The Register and branch register of Members, as the case may be <u>and except when they are closed</u> , shall be open to inspection between 10 a.m. and 12 noon on every business day by Members without charge or by any other person, upon a maximum payment of five Bermuda dollars, at the Office or such other place in Bermuda at which the Register is kept in accordance with the Act or, if appropriate, upon a maximum payment of ten dollars at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.
48.	(3)	The Board in so far as permitted by any applicable law may, in its absolute discretion, at any time and from time to time transfer any share upon the Register to any branch register or any share on any branch register to the Register or any other branch register. In the event of any such transfer, the <u>Member</u> <del>shareholder</del> requesting such transfer shall bear the cost of effecting the transfer unless the Board otherwise determines.

56.	<u>Subject to the Act, an</u> <del>An</del> annual general meeting of the Company shall be held in each <u>financial year other than the year in which its statutory meeting is convened</u> at such time (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) and place as may be determined by the Board.	
57.	Each general meeting, other than <del>an</del> annual general <del>meetings</del> <del>meeting</del> , shall be called a special general meeting. <u>All general meetings of the Company (including an annual general meeting, any adjourned or postponed meeting)</u> <del>General meetings</del> may be held in any part of the world as may be determined by the Board <u>in its absolute discretion</u> .	
58.	The Board may, whenever it thinks fit, <u>convene a</u> <del>call</del> special general <del>meeting</del> <del>meetings</del> , and Member(s) holding, at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business <u>or resolution</u> specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) <u>himself</u> (themselves) may do so in accordance with the provisions of Section 74(3) of the Act.	
59.	(1)	An annual general meeting shall be called by Notice of <del>not less than at least</del> twenty-one (21) clear days, <del>and at least twenty (20) clear business days, and</del> <u>All any</u> other general meetings of the Company (including special general meetings) shall be called by Notice of <del>not less than at least</del> fourteen (14) clear days <del>and at least ten (10) clear business days, provided that, subject to the provisions of the Act and, but if permitted by the Act and the rules of the Designated Stock Exchange, a meeting of the Company may be called by shorter notice if it is so agreed:</del>
61.	(1)	All business shall be deemed special that is transacted at a special general meeting, and also all business that is transacted at an annual general meeting, with the exception of sanctioning dividends, the reading, considering and adopting of the accounts and balance sheet and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheet, the election of Directors and appointment of Auditors and other officers in the place of those retiring, the fixing of the remuneration of the Auditors, and the voting of <u>ordinary</u> remuneration or extra remuneration to the Directors.
76.	(2)	<u>All Members shall have the right to (a) speak at a general meeting; and (b) to vote at a general meeting except where that Member is required, by the rules of the Designated Stock Exchange, to abstain from voting to approve the matter under consideration.</u>

	(3)(2)	Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.
78.		Any Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Member. In addition, a proxy or proxies representing either a Member who is an individual or a <u>duly authorised representative representing a Member</u> which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise.
79.		The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person <u>duly authorised</u> to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
84.	(2)	If permitted by the Act, a clearing house (or its nominee) if a corporation being a Member, may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company, <del>or</del> at any meeting of any class of Members <u>or at any meeting of creditors</u> provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Bye-law shall be <u>deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including, the right to vote and the right to speak.</u>
86.	(2)	The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the Members in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. Any Director so appointed by the Board <u>to fill a casual vacancy or as an addition to the Board shall hold office only until the first next following annual general meeting of the Company after his appointment and shall then be subject to eligible for re-election at that meeting.</u>

	(4)	The Members may, at any general meeting convened and held in accordance with these Bye-laws, by ordinary resolution remove <del>any</del> a Director ( <u>including a managing director or other executive Directors</u> ) at any time before the expiration of his <del>term-period</del> of office notwithstanding anything <u>to the contrary</u> in these Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the Notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director fourteen (14) days before the meeting and at such meeting such Director shall be entitled to be heard on the motion for his removal.
90.		The Board may from time to time appoint any one or more of its body to be a managing director, joint managing director or deputy managing director or to hold any other employment or executive office with the Company for such period (subject to their continuance as Directors) and upon such terms as the Board may determine and the Board may revoke or terminate any of such appointments. Any such revocation or termination as aforesaid shall be without prejudice to any claim for damages that such Director may have against the Company or the Company may have against such Director. A Director appointed to an office under this Bye-law shall be subject to the same provisions as to removal as the other Directors <del>of the Company</del> , and he shall (subject to the provisions of any contract between him and the Company) ipso facto and immediately cease to hold such office if he shall cease to hold the office of Director for any cause.
91.		Notwithstanding Bye-laws 96, 97, 98 and 99, an executive <del>Director-director</del> appointed to an office under Bye-law 90 hereof shall receive such remuneration (whether by way of salary, commission, participation in profits or otherwise or by all or any of those modes) and such other benefits (including pension and/or gratuity and/or other benefits on retirement) and allowances as the Board may from time to time determine, and either in addition to or in lieu of his remuneration as a Director.
99.		The Board shall obtain the approval of the Company in general meeting before making any payment to any Director or past Director <del>of the Company</del> by way of compensation for loss of office, or as consideration for or in connection with his retirement from office (not being payment to which the Director is contractually entitled).

100.	(c)	<p>continue to be or become a <del>Director-director</del>, managing director, joint managing director, deputy managing director, executive <del>Director-director</del>, manager or other officer or member of any other company promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and (unless otherwise agreed) no such Director shall be accountable for any remuneration, profits or other benefits received by him as a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of or from his interests in any such other company. Subject as otherwise provided by these Bye-laws the Directors may exercise or cause to be exercised the voting powers conferred by the shares in any other company held or owned by the Company, or exercisable by them as directors of such other company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors, managing directors, joint managing directors, deputy managing directors, executive directors, managers or other officers of such company) or voting or providing for the payment of remuneration to the director, managing director, joint managing director, deputy managing director, executive director, manager or other officers of such other company and any Director may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be, or about to be, appointed a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer of such a company, and that as such he is or may become interested in the exercise of such voting rights in manner aforesaid.</p>
106.	<p>The Board may by power of attorney appoint under the Seal any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Bye-laws) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him, Such attorney or attorneys may, if so authorised under the Seal <del>of the Company</del>, execute any deed or instrument under their personal seal with the same effect as the affixation of the Company's Seal.</p>	



146.	(1)	(a)	that such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid up, provided that the <del>Members-shareholders</del> entitled thereto will be entitled to elect to receive such dividend (or part thereof if the Board so determines) in cash in lieu of such allotment. In such case, the following provisions shall apply:
		(b)	that the <del>Members-shareholders</del> entitled to such dividend shall be entitled to elect to receive an allotment of shares credited as fully paid up in lieu of the whole or such part of the dividend as the Board may think fit. In such case, the following provisions shall apply:
	(3)	The Company may upon the recommendation of the Board by ordinary resolution resolve in respect of any one particular dividend of the Company that notwithstanding the provisions of paragraph (1) of this Bye-law a dividend may be satisfied wholly in the form of an allotment of shares credited as fully paid up without offering any right to <del>Members-shareholders</del> to elect to receive such dividend in cash in lieu of such allotment.	
	(4)	The Board may on any occasion determine that rights of election and the allotment of shares under paragraph (1) of this Bye-law shall not be made available or made to any <del>Members-shareholders</del> with registered addresses in any territory where, in the absence of a registration statement or other special formalities, the circulation of an offer of such rights of election or the allotment of shares would or might, in the opinion of the Board, be unlawful or impracticable, and in such event the provisions aforesaid shall be read and construed subject to such determination. Members affected as a result of the foregoing sentence shall not be or be deemed to be a separate class of Members for any purpose whatsoever.	
148.	The Company may, upon the recommendation of the Board, at any time and from time to time pass an ordinary resolution to the effect that it is desirable to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including the profit and loss account) whether or not the same is available for distribution and accordingly that such amount be set free for distribution among the Members or any class of Members who would be entitled thereto if it were distributed by way of dividend and in the same proportions, on the footing that the same is not paid in cash but is applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by such Members respectively or in paying up in full unissued shares, debentures or other obligations of the Company, to be allotted and distributed credited as fully paid up among such Members, or partly in one way and partly in the other, and the Board shall give effect to such resolution provided that, for the purposes of this Bye-law and subject to <del>Section 40(2A)</del> of the Act, a share premium account and any reserve or fund representing unrealised profits, may be applied only in paying up in full unissued shares of the Company to be allotted to such Members credited as fully paid. In carrying sums to reserve and in applying the same the Board shall comply with the provisions of the Act.		

150.	(4)	A certificate or report by the auditors for the time being of the Company as to whether or not the Subscription Rights Reserve is required to be established and maintained and if so the amount thereof so required to be established and maintained, as to the purposes for which the Subscription Rights Reserve has been used, as to the extent to which it has been used to make good losses of the Company, as to the additional nominal amount of shares required to be allotted to exercising warrant holders credited as fully paid, and as to any other matter concerning the Subscription Rights Reserve shall (in the absence of manifest error) be conclusive and binding upon the Company and all warrant holders and <u>Members-shareholders</u> .
153.	Subject to <del>Section 88</del> of the Act and Bye-laws 153A and 153B, a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and laid before the Company in general meeting in accordance with the requirements of the Act provided that this Bye-law shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.	
154.	(1)	Subject to <del>Section 88</del> of the Act, <del>at the annual general meeting or at a subsequent special general meeting in each year,</del> the Members shall appoint <u>by ordinary resolution at general meeting an Auditor-auditor</u> to audit the accounts of the Company and such auditor shall hold office until the Members appoint another auditor. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an <u>Auditor-auditor of the Company</u> .
	(2)	Subject to <del>Section 89</del> of the Act, a person, other than a retiring Auditor, shall not be capable of being appointed Auditor at an annual general meeting unless notice in writing of an intention to nominate that person to the office of Auditor has been given not less than twenty-one (21) days before the annual general meeting and furthermore, the Company shall send la copy of any such notice to the retiring Auditor.
	(3)	Subject to the Act, <del>The</del> Members may, at any general meeting convened and held in accordance with these Bye-laws, by <u>extraordinary-special</u> resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.

155.	Subject to <del>Section 88</del> of the Act, the accounts of the Company shall be audited at least once in every year.	
156.	The remuneration of the Auditor shall be fixed by the <u>Members</u> <del>Company</del> in general meeting <u>by ordinary resolution</u> or in such manner as the Members may determine.	
164.	(1)	Subject to Bye-law 64(2), <del>the</del> The Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.
	(2)	A resolution that the Company be wound up by the court or be wound up voluntarily shall be <u>passed by way of a special resolution</u> .

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## NOTICE OF AGM

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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 IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) 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 Friday, 29 September 2023 at 11:00 a.m. to transact the following businesses:

### **ORDINARY RESOLUTIONS**

To consider and, if thought fit, pass, with or without modification, the following resolutions as ordinary resolutions of the Company.

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and the auditor of the Company for the year ended 31 March 2023.
2. (a) To re-elect Mr. Li Chi Fai as an independent non-executive Director.  
  
(b) To re-elect Ms. Yeung Pui Han, Regina as an independent non-executive Director.  
  
(c) To authorize the board of Directors (the “**Board**”) to fix the Director’s remuneration.
3. To re-appoint Elite Partners CPA Limited as the Company’s auditor and authorise the Board to fix their remuneration.

and, as special business, consider and, if thought fit, passing the following resolutions as ordinary resolutions:

4. “**THAT:**
  - (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

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## NOTICE OF AGM

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- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
  - (aa) 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
  - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company, the Companies Act (the “**Companies Act**”) 1981 of Bermuda (as amended) or any other applicable laws to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

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## NOTICE OF AGM

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“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company, the Companies Act or any other applicable laws to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

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## NOTICE OF AGM

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6. “**THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

### SPECIAL RESOLUTION

7. To consider and, if thought fit, pass with or without modification, the following resolution as a special resolution:

“**THAT:**

- (a) the proposed amendments to the existing bye-laws of the Company (the “**Proposed Amendments**”), be and are hereby approved;
- (b) the amended and restated bye-laws of the Company (the “**New Bye-laws**”) (a copy of which has been produced to this meeting and marked “A”, and initialed by the chairman of the meeting for the purposes of identification) be and is hereby approved and adopted as the bye-laws of the Company in substitution for, and to the exclusion of, the existing bye-laws of the Company and with immediate effect after the close of the meeting; and
- (c) any one of the Directors and the Company Secretary of the Company be and is hereby authorised and instructed to do all such acts and things (including filing the New Bye-laws with the relevant authorities for approval, endorsement and/or registration as appropriate) and execute and deliver all such documents, deeds or instruments (including affixing the common seal of the Company thereon) and take all such steps as the Director or Company Secretary of the Company in his or her sole opinion and absolute discretion may consider necessary, appropriate or desirable to implement or give effect to the Proposed Amendments and adoption of New Bye-laws.”

For and on behalf of the Board  
**Century Entertainment International Holdings Limited**  
**Ng Man Sun**  
*Chairman and Chief Executive Officer*

Hong Kong, 31 July 2023

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

*Head office and principal place of  
business in Hong Kong:*  
G02, Shun Tak Centre  
168-200 Connaught Road Central  
Sheung Wan  
Hong Kong

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## NOTICE OF AGM

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*Notes:*

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the AGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the AGM or any adjournment thereof, should he/she/it so wish.
3. In order to determine the entitlement of Shareholders to the right to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 26 September 2023 to Friday, 29 September 2023, both dates inclusive, during which period no share transfers will be effected. All transfers of shares accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Monday, 25 September 2023.
4. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the directors of the Company of a general mandate to authorise the allotment and issue of shares of the Company under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
5. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to this circular.
6. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 8:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the Company’s website ([www.ceihldg.com](http://www.ceihldg.com)) and on the website of The Stock Exchange of Hong Kong Limited ([www.hkex.com.hk](http://www.hkex.com.hk)) to notify Shareholders of the date, time and place of the rescheduled meeting.