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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 a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Century Sage Scientific Holdings Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Century Sage Scientific Holdings Limited

世紀睿科控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1450)

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Century Sage Scientific Holdings Limited to be held at Building H8, Privy Council, No. 10 Jiachuang Road, Opto-Mechatronics Industrial Park, Tongzhou District, Beijing, the PRC on Thursday, 18 June 2020 at 10:00 a.m. (Hong Kong time) is set out on pages 17 to 20 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.css-group.net).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time of holding the Annual General Meeting (i.e. not later than 10:00 a.m. on Tuesday, 16 June 2020, Hong Kong time) or any adjournment thereof. Delivery of the form of proxy will not preclude a shareholder from attending and voting in person at the Annual General Meeting and, in such event, the form of proxy shall be deemed to be revoked.

29 April 2020

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Building H8, Privy Council, No. 10 Jiachuang Road, Opto-Mechatronics Industrial Park, Tongzhou District, Beijing, the PRC on Thursday, 18 June 2020 at 10:00 a.m. (Hong Kong time), to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 17 to 20 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Beijing BroadVision”	Beijing BroadVision Information Technology Company Limited* (北京經緯中天信息技術有限公司)
“Board”	the board of Directors
“Cogent (Beijing)”	Cogent (Beijing) Technology Company Limited* (高駿(北京)科技有限公司)
“Cogent (BVI)”	Cogent Technologies Limited
“Cogent (HK)”	Cogent Tech (Asia) Limited (高駿科技(亞洲)有限公司)
“Company”	Century Sage Scientific Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Cortesia”	Cortesia Limited
“CSS (Beijing)”	Beijing Century Sage Scientific System and Technology Company Limited* (北京世紀睿科系統技術有限公司)
“CSS Group Ltd”	Century Sage Scientific Group Ltd (世紀睿科集團有限公司)
“CSS (HK)”	Century Sage Scientific (HK) Limited (世紀睿科(香港)有限公司)
“CSS International”	Century Sage Scientific International Limited
“CSS (Macau)”	CSS Macau Limited (世紀睿科(澳門)一人有限公司)
“CSS Solutions”	Century Sage Scientific Solutions Limited

DEFINITIONS

“Evertop (HK)”	Evertop Technology (Int’l) Limited (永達國際數碼科技有限公司)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	as defined in paragraph 4 of the Letter from the Board on page 6 of this circular
“Latest Practicable Date”	23 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“NISL”	NI Systems Limited
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China
“Repurchase Mandate”	as defined in paragraph 3 of the Letter from the Board on pages 5 to 6 of this circular
“Satron”	Satron Technologies Co., Ltd.* (泰德星創(北京)科技有限公司)
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time

DEFINITIONS

“TST (Beijing)”	Times Sage (Beijing) Tech Company Limited* (時代華睿(北京)科技有限公司)
“TST (BVI)”	Times Sage Technology Limited (時代華睿科技有限公司) (formerly known as Century Sage Scientific Information Technology Co., Limited (世紀睿科信息技術有限公司))
“TST (HK)”	Times Sage (Hong Kong) Limited (時代華睿(香港)有限公司)
“TVL”	TV Logic Technology Limited (羅技視頻技術有限公司)
“%”	per cent

If there is any inconsistency between the Chinese names of entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail. The English translation of company names in Chinese which are marked with “” is for identification purpose only.*

LETTER FROM THE BOARD



Century Sage Scientific Holdings Limited

世紀睿科控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1450)

Executive Directors:

Mr. Lo Chi Sum (*Chairman of the Board
and Chief Executive Officer*)

Mr. Leung Wing Fai

Mr. Wong Kwok Fai

Mr. Sun Qingjun

Mr. Geng Liang

Mr. Zheng Yi

Independent Non-executive Directors:

Mr. Hung Muk Ming

Dr. Ng Chi Yeung, Simon

Mr. Mak Kwok Wing

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Headquarters and Principal Place of
Business in the PRC:*

Building H8, Privy Council

No. 10 Jiachuang Road

Opto-Mechatronics Industrial Park

Tongzhou District

Beijing 101111

the PRC

Principal Place of Business in Hong Kong:

Unit 910, 9/F

Tins Enterprises Centre

777 Lai Chi Kok Road

Cheung Sha Wan

Kowloon, Hong Kong

29 April 2020

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 105 of the Articles of Association, Mr. Leung Wing Fai, Mr. Hung Muk Ming and Mr. Mak Kwok Wing shall retire by rotation at the Annual General Meeting. In addition, Mr. Geng Liang and Mr. Zheng Yi who have been appointed by the Board as the Executive Directors on 3 June 2019 and 16 September 2019, respectively shall hold office until the Annual General Meeting pursuant to Article 109 of the Articles of Association. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Mr. Hung Muk Ming and Mr. Mak Kwok Wing, the retiring independent non-executive Directors, have confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Nomination Committee of the Company has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy, the Company's corporate strategy, and the independence of independent non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors, including the aforesaid independent non-executive Directors, who are due to retire at the Annual General Meeting. The Company considers that the retiring independent non-executive Directors are independent in accordance with the independence guidelines set out in the Listing Rules and believes that Mr. Hung Muk Ming's and Mr. Mak Kwok Wing's academic background and extensive business experience will continue to bring diversity and new perspectives to the Board for its efficient and effective functioning.

Details of the retiring Directors are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 3 June 2019, a general unconditional mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of a new general mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of such resolution (i.e. a total of 104,124,316 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting) (the "**Repurchase Mandate**"). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate.

LETTER FROM THE BOARD

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 3 June 2019, a general unconditional mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of a new general mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of such resolution (i.e. a total of 208,248,633 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting) (the “**Issuance Mandate**”). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 17 to 20 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.css-group.net). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. not later than 10:00 a.m. on Tuesday, 16 June 2020, Hong Kong time) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting and, in such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Repurchase Mandate and the Issuance Mandate are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Century Sage Scientific Holdings Limited
Lo Chi Sum
Chairman

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) MR. LEUNG WING FAI, AGED 51

Mr. Leung Wing Fai (梁榮輝), is the chief operating officer of the Group and an executive Director. Mr. Leung is also a member of each of the Remuneration Committee and the Investment Committee of the Company. He became a Director since May 2013. Mr. Leung joined the Group in April 2007 as deputy operating officer of CSS (Beijing) and he was designated as the chief operating officer of the Group in April 2012. Mr. Leung is in charge of overall business operation of the Group. Mr. Leung is a director of the following subsidiaries of the Group: CSS (Beijing), NISL, TVL, TST (BVI), TST(HK), TST (Beijing), Cogent (BVI), Cogent (Beijing), Evertop (HK), CSS International, CSS Group Ltd, CSS (HK), CSS (Macau), Cortesia, Cogent (HK) and CSS Solutions. Mr. Leung was the sole shareholder and sole director of Future Miracle Limited, a substantial Shareholder (as defined in the Listing Rules) which was interested in approximately 5.76% of the total issued Shares as at the Latest Practicable Date.

Mr. Leung graduated with a bachelor's degree in business administration from the Chinese University of Hong Kong in December 1991 and a master's degree in business administration from the Fordham University in May 2003. Mr. Leung is a certified management accountant and has also been a professional member of the Institute of Management Accountants since April 2018.

Mr. Leung has over 25 years of experience in the all-media industry. Before he joined the Group, Mr. Leung started his career at Advanced Communication Equipment (International) Co., Ltd. from May 1992 and he was responsible for sales, business coordination and marketing work. From April 1999 to March 2000, Mr. Leung served as sales manager at New Digital Systems China Co. Ltd., a company which provided, among others, video system integration services. During the period from 2000 to 2006, Mr. Leung was employed as the marketing director and was later promoted as the vice president at New Digital Technology Holdings Limited.

Mr. Leung has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Pursuant to the service contract entered into between the Company and Mr. Leung, his term of office is 3 years commencing from 12 March 2020 until terminated by not less than three months' notice in writing served by either party. He is also subject to the re-election provisions under the Articles of Association.

As far as the Directors are aware, Mr. Leung is the sole beneficial owner of Future Miracle Limited, a substantial Shareholder (as defined in the Listing Rules). As such, as at the Latest Practicable Date, Mr. Leung was deemed to be interested in 60,000,000 Shares held by Future Miracle Limited, among which 28,040,000 Shares were pledged in favour of an independent third party (the "Lender") as security for a loan facility provided by the Lender to the Group as general working capital.

Mr. Leung is entitled to a salary of HK\$960,000 per annum and a discretionary bonus as may be determined by the Board from time to time. The annual emolument was mutually agreed upon between the Board and Mr. Leung with reference to the prevailing market conditions and was determined by the Board based on his anticipated effort and expertise to be exercised on the Company's affairs. He is also entitled to participate in the Company's share option scheme. Mr. Leung's emolument is subject to annual review by the Board and the Remuneration Committee of the Company.

Save as disclosed above, Mr. Leung does not have any relationship with any other Directors, substantial Shareholders (as defined in the Listing Rules), controlling Shareholders (as defined in the Listing Rules) or senior management of the Company.

As far as the Directors are aware, there is no information of Mr. Leung to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Leung that need to be brought to the attention of the Shareholders.

(2) MR. GENG LIANG, AGED 51

Mr. Geng Liang (耿亮), was appointed as an executive Director and a member of the Investment Committee of the Company on 3 June 2019. Mr. Geng is currently the chief executive officer of Cogent (HK) and the supervisor of Satron, both of which are indirect wholly-owned subsidiaries of the Company. Mr. Geng joined the Group in April 2012 and since then he has been in charge of professional technical services of the Group in the PRC. Mr. Geng served as an executive Director from May 2013 to March 2017. Mr. Geng graduated with a bachelor's degree in engineering from Beijing Institute of Technology (北京理工大學) in July 1990, subsequently, with a master's degree in engineering from the Beijing Institute of Technology (北京理工大學) in February 1993.

Mr. Geng has over 18 years of experience in the all-media industry. Before he joined the Group, and during the period from March 2001 to May 2008, Mr. Geng was employed as a sales manager and general manager for greater China by Tandberg Television Ltd, a company which provides an advanced compression systems, on-demand and content distribution solutions, where he was responsible for the sales and business development of digital TV in China. From June 2008 to December 2008, Mr. Geng joined Multimedia Solutions and Systems Integration of Ericsson (China) Communication Co Ltd., as the head of sales, where he was responsible for sales and business development of Ericsson multimedia solution in China. From March 2009 to March 2012, Mr. Geng was employed by Ericsson Television Limited, a company which provides TV solutions and services, as vice president of Greater China, where he was responsible for sales and business development of digital TV solution.

Mr. Geng has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Pursuant to the service contract entered into between the Company and Mr. Geng, his term of office is three years commencing from 3 June 2019 until terminated by not less than three months' notice in writing served by either party. He is also subject to the re-election provisions under the Articles of Association.

Mr. Geng is entitled to an annual emolument of HK\$960,000 and a discretionary bonus as may be determined by the Board from time to time. The annual emolument was mutually agreed upon between the Board and Mr. Geng with reference to the prevailing market conditions and was determined by the Board based on his anticipated effort and expertise to be exercised on the Company's affairs.

As far as the Directors are aware, as at the Latest Practicable Date, save for Mr. Geng's beneficial interest in 17,801,047 Shares, he was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Geng does not have any relationship with any other Directors, substantial Shareholders (as defined in the Listing Rules), controlling Shareholders (as defined in the Listing Rules) or senior management of the Company.

As far as the Directors are aware, there is no information of Mr. Geng to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Geng that need to be brought to the attention of the Shareholders.

(3) MR. ZHENG YI, AGED 52

Mr. Zheng Yi (鄭藝), was appointed as an executive Director and a member of the Investment Committee of the Company on 16 September 2019. Mr. Zheng graduated with a bachelor's degree in journalism from Communication University of China (中國傳媒大學) in August 1998, and a master's degree in business administration from China Europe International Business School (中歐國際工商學院) in April 2012. Mr. Zheng has over 30 years of experience in the all-media industry. Before joining the Group, Mr. Zheng had served as senior management in several broadcasting companies from July 1986 to August 2017.

Mr. Zheng has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Pursuant to the service contract entered into between the Company and Mr. Zheng, his term of office is three years commencing from 16 September 2019 until terminated by not less than three months' notice in writing served by either party. He is also subject to the re-election provisions under the Articles of Association.

Mr. Zheng is entitled to an annual emolument of HK\$960,000 and a discretionary bonus as may be determined by the Board from time to time. The annual emolument was mutually agreed upon between the Board and Mr. Zheng with reference to the prevailing market conditions and was determined by the Board based on his anticipated effort and expertise to be exercised on the Company's affairs.

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Zheng was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Zheng does not have any relationship with any other Directors, substantial Shareholders (as defined in the Listing Rules), controlling Shareholders (as defined in the Listing Rules) or senior management of the Company.

As far as the Directors are aware, there is no information of Mr. Zheng to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Zheng that need to be brought to the attention of the Shareholders.

(4) MR. HUNG MUK MING, AGED 55

Mr. Hung Muk Ming (洪木明), was appointed as an independent non-executive Director on 13 June 2014. Mr. Hung is also the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee of the Company. Mr. Hung graduated with a bachelor's degree in social science from the University of Hong Kong in 1990, and a master's degree in corporate governance from the Hong Kong Polytechnic University in August 2008. Mr. Hung was admitted as an associate of the Chartered Association of Certified Accountants in January 1994, a fellow of the Association of Chartered Certified Accountants in January 1999, a fellow of Hong Kong Institute of Certified Public Accountants in July 2001, an associate of the Institute of Chartered Secretaries and Administrations and an associate of the Hong Kong Institute of Chartered Secretaries, respectively, in February 2009, a fellow of the Hong Kong Institute of Directors in November 2009 and a certified tax adviser of the Taxation Institute of Hong Kong from January 2013 to March 2020.

Mr. Hung has over 20 years of experience in financial industry in Hong Kong, and he started his full-time work in August 1990. From then on, he joined PricewaterhouseCoopers, Certified Public Accountants, as a staff accountant and senior accountant during the period from August 1990 to November 1994. He was mainly engaged in auditing and accounting work during such period. From November 1994 to July 2001, Mr. Hung served as an accounting manager at Embryform Group Limited, a company engaged in the design, manufacturing, marketing, distribution and retail of lingerie, where he was involved in the accounting, financial, treasury, internal control and shipping functions, assisted in strategic business and financial planning of the business. From July 2001 to September 2002, he joined Hong Kong Exchanges and Clearing Limited as a finance manager, which he was responsible for the overall financial and accounting matters. From October 2002 to January 2005, he was employed by Hoi Meng Group Limited, an apparel manufacturer in Asia, as financial

controller, which he was responsible for the company's overall financial, accounting, tax, company secretarial and legal matters. From February 2005 to February 2017, Mr. Hung served as financial controller at Guangdong Ming Crown Group Limited, a company engages in hotel, real estate construction, port logistics and industrial manufacturing industry; Mr. Hung was also responsible for the overall financial, accounting, tax, company secretarial and legal matters. Since February 2017, Mr. Hung has served as a director of Hua Guan New Materials Company Limited, a subsidiary company of Guangdong Ming Crown Group Limited and he is responsible for financial matters.

Mr. Hung is currently an independent non-executive director of several companies listed on the Stock Exchange, namely Cinda International Holdings Limited (stock code: 00111), Silver Grant International Holdings Group Limited (formerly known as Silver Grant International Industries Limited) (stock code: 00171) and CA Cultural Technology Group Limited (formerly known as China Animation Characters Company Limited) (stock code: 01566) and IBO Technology Company Limited (stock code: 02708).

Save as disclosed above, Mr. Hung has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Hung was appointed for an initial term of two years commencing from 13 June 2014 renewable automatically for successive term of one year each commencing from the next day after the expiry of the then current term of appointment, unless terminated by either Mr. Hung or the Company giving not less than three months' notice in writing expiring at the end of the initial term or at any time thereafter.

Mr. Hung is entitled to an annual director's fee of HK\$300,000. The director's fee was mutually agreed upon between the Board and Mr. Hung with reference to the prevailing market conditions and was determined by the Board based on his anticipated effort and expertise to be exercised on the Company's affairs. Mr. Hung's remuneration is subject to annual review by the Board and the Remuneration Committee of the Company.

As far as the Directors are aware, as at the Latest Practicable Date, save for Mr. Hung's interest in 1,000,000 share options of the Company, he was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Mr. Hung does not have any relationship with any other Directors, substantial Shareholders (as defined in the Listing Rules), controlling Shareholders (as defined in the Listing Rules) or senior management of the Company.

As far as the Directors are aware, there is no information of Mr. Hung to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Hung that need to be brought to the attention of the Shareholders.

(5) MR. MAK KWOK WING, AGED 65

Mr. Mak Kwok Wing (麥國榮), was appointed as an independent non-executive Director on 13 May 2015. Mr. Mak is a member of each of the Audit Committee and the Remuneration Committee of the Company. He is a member of the Chartered Professional Accountants of Ontario and the Institute of Chartered Accountants of Ontario. He has over 18 years of experience in accounting, auditing, tax, finance and investment. He is currently a senior consultant of LaVallee Inc., a home decor fragrance manufacturer, distributor and retailer operating under Pretty Valley Natural Commodity Franchise Company (滙美舍) in the PRC. Prior to his current position, he has worked in Toronto, Canada from 2001 to 2003 as the auditor of Korean (Toronto) Credit Union and Korean Catholic Church Credit Union where he was responsible for the development and implementation of audit procedures for these two financial institutions. In 2004, Mr. Mak was appointed as the managing director of the Peel Condominium Corporation No. 492, a management company for managing the property and assets of a commercial complex in Ontario, Canada.

Save as disclosed above, Mr. Mak has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Mak was appointed for an initial term of two years commencing from 13 May 2015 renewable automatically for successive term of one year each commencing from the next day after the expiry of the then current term of appointment, unless terminated by either Mr. Mak or the Company giving not less than three months' notice in writing expiring at the end of the initial term or at any time thereafter.

Mr. Mak is entitled to an annual director's fee of HK\$300,000. The director's fee was mutually agreed upon between the Board and Mr. Mak with reference to the prevailing market conditions and was determined by the Board based on his anticipated effort and expertise to be exercised on the Company's affairs. Mr. Mak's remuneration is subject to annual review by the Board and the Remuneration Committee of the Company.

As far as the Directors are aware, as at the Latest Practicable Date, save for Mr. Mak's interest in 1,000,000 share options of the Company, he was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Mr. Mak does not have any relationship with any other Directors, substantial Shareholders (as defined in the Listing Rules), controlling Shareholders (as defined in the Listing Rules) or senior management of the Company.

As far as the Directors are aware, there is no information of Mr. Mak to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Mak that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,041,243,169 Shares.

Subject to the passing of the ordinary resolution set out in item 6 of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 1,041,243,169 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 104,124,316 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the granting of the Repurchase Mandate is in the interests of the Company and the Shareholders.

Repurchase of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASE

The Company may only apply funds legally available for Share repurchase in accordance with its Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2019) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
April	0.202	0.135
May	0.210	0.182
June	0.200	0.166
July	0.192	0.150
August	0.175	0.146
September	0.158	0.124
October	0.145	0.118
November	0.152	0.101
December	0.158	0.102
2020		
January	0.125	0.102
February	0.111	0.089
March	0.100	0.080
April (<i>up to the Latest Practicable Date</i>)	0.092	0.072

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the

meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Cerulean Coast Limited, a controlling Shareholder (as defined in the Listing Rules), was interested in 667,500,000 Shares representing approximately 64.11% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Repurchase Mandate in full, the aggregate shareholding interest of Cerulean Coast Limited would be increased to approximately 71.23% of the issued share capital of the Company.

The Directors consider that such increase in shareholding will not give rise to an obligation for Cerulean Coast Limited to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to such an obligation.

In addition, the Directors do not have any intention to exercise the proposed Repurchase Mandate to the effect that it will result in the public float to fall below the percentage as required under the Listing Rules or such other minimum percentage agreed by the Stock Exchange from time to time.

8. REPURCHASE OF SHARES MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).



Century Sage Scientific Holdings Limited

世紀睿科控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1450)

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Century Sage Scientific Holdings Limited (the “**Company**”) will be held at Building H8, Privy Council, No. 10 Jiachuang Road, Opto-Mechatronics Industrial Park, Tongzhou District, Beijing, the PRC on Thursday, 18 June 2020 at 10:00 a.m. (Hong Kong time) for the following purposes:

1. To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and independent joint auditors of the Company for the year ended 31 December 2019;
2. To re-elect Mr. Leung Wing Fai as an executive Director;
3. To re-elect Mr. Geng Liang as an executive Director;
4. To re-elect Mr. Zheng Yi as an executive Director;
5. To re-elect Mr. Hung Muk Ming as an independent non-executive Director;
6. To re-elect Mr. Mak Kwok Wing as an independent non-executive Director;
7. To authorise the board of Directors (the “**Board**”) to fix the respective Directors’ remuneration;
8. To re-appoint Mazars CPA Limited and LKY China as the joint auditors of the Company and to authorise the Board to fix their remuneration;
9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;

NOTICE OF THE ANNUAL GENERAL MEETING

- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
 - (c) for the purposes of this resolution, “Relevant Period” means the period from 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 articles of association of the Company or any applicable laws to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution passed by the shareholders of the Company in general meeting.”;
10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorise the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and

NOTICE OF THE ANNUAL GENERAL MEETING

(iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; and

(iv) the exercise of the right of subscription or conversion under the terms of any securities which are convertible into shares of the Company and from time to time outstanding,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares of the Company is conducted, the maximum number of shares of the Company that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(d) for the purposes of this resolution, “Relevant Period” means the period from 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 articles of association of the Company or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution passed by the shareholders of the Company in general meeting.

“Right 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 or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions 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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”; and

NOTICE OF THE ANNUAL GENERAL MEETING

11. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 9 and 10 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 10 of the Notice be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of the total number of shares of the Company repurchased by the Company pursuant to the general mandate referred to in the resolution set out in item 9 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By order of the Board
Century Sage Scientific Holdings Limited
Lo Chi Sum
Chairman

Hong Kong, 29 April 2020

Notes:

1. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy/more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
2. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time of holding the meeting (i.e. 10:00 a.m. on Tuesday, 16 June 2020, Hong Kong time) or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
3. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Monday, 15 June 2020 to Thursday, 18 June 2020, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of the shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. (Hong Kong time) on Friday, 12 June 2020.
4. All the resolutions set out in this notice shall be decided by poll.