

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

**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**

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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, 10 June 2021 at 10:00 a.m. (Hong Kong time) is set out on pages 14 to 17 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](http://www.hkexnews.hk)) and the Company ([www.css-group.net](http://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, 8 June 2021, 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.

16 April 2021

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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, 10 June 2021 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 14 to 17 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 Solutions”	Century Sage Scientific Solutions Limited
“CSS (Taiwan)”	Century Sage Scientific (Taiwan) Limited (台灣世紀睿科有限公司)

## DEFINITIONS

“Director(s)”	the director(s) of the Company
“Evertop (HK)”	Evertop Technology (Int’l) Limited (永達國際數碼科技有限公司)
“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”	12 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“NISL”	NI Systems Limited
“PRC”	The People’s Republic of China
“Repurchase Mandate”	as defined in paragraph 3 of the Letter from the Board on page 5 of this circular
“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 the 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
“TST (Beijing)”	Times Sage (Beijing) Tech Company Limited* (時代華睿(北京)科技有限公司)

## DEFINITIONS

“TST (HK)” Times Sage (Hong Kong) Limited (時代華睿(香港)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.*



**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. Geng Liang  
Mr. Li Jinping

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Independent Non-executive Directors:*

Mr. Hung Muk Ming  
Dr. Ng Chi Yeung, Simon  
Mr. Mak Kwok Wing

*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

16 April 2021

*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. Lo Chi Sum and Dr. Ng Chi Yeung, Simon will retire by rotation at the Annual General Meeting. In addition, Mr. Li Jinping who has been appointed by the Board as the executive Director on 24 August 2020, will 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.

Dr. Ng Chi Yeung, Simon, the retiring independent non-executive Director, has confirmed his 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 Director, who is due to retire at the Annual General Meeting. The Company considers that the retiring independent non-executive Director is independent in accordance with the independence guidelines set out in the Listing Rules and believes that Dr. Ng Chi Yeung, Simon'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 18 June 2020, 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.

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.

## LETTER FROM THE BOARD

#### 4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 18 June 2020, 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 14 to 17 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](http://www.hkexnews.hk)) and the Company ([www.css-group.net](http://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, 8 June 2021, 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.

#### 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. LO CHI SUM (盧志森先生), AGED 61**

Mr. Lo Chi Sum (“**Mr. Lo**”), is the founder, chief executive officer and chairman of the Group and an executive Director. Mr. Lo is also the chairman of each of the Nomination Committee and the Investment Committee of the Company and a member of the Remuneration Committee of the Company. He became a Director since December 2012. He is primarily responsible for the overall business strategies and business operation of the Group. Mr. Lo completed the programme of diploma in business management organised jointly by the Hong Kong Management Association and the Hong Kong Polytechnic University in February 1986. He obtained a master’s degree in business administration from Shanghai Jiao Tong University (上海交通大學) in 2006, and he graduated from the doctoral programme in business administration from Wuhan University (武漢大學) in 2013. Mr. Lo has been studying the global finance GFD Programme in PBC School of Finance, Tsinghua University (清華大學五道口金融學院) since September 2017. During 2009 to 2015, Mr. Lo has been awarded seven times as an “Outstanding Entrepreneur in Technological Innovation” (科技創新優秀企業家) or “Outstanding Individual in Scientific and Technological Innovation” (科技創新優秀個人獎) by China Radio and TV Equipment Industry Association\* (中國廣播電視設備工業協會). Mr. Lo has accumulated substantial experience in the all-media industry.

In 2007, Mr. Lo invested in the all-media industry in the PRC and set up CSS (Beijing) in April 2007. Since then he has been in charge of the overall business strategies and business operation of the Group. Mr. Lo is a director of CSS (Beijing), Cogent (BVI), Evertop (HK), NISL, CSS International, CSS Group Ltd, Cortesia, Cogent (HK), Cogent (Beijing), TST (HK), CSS (HK), CSS (Taiwan) and CSS Solutions.

Mr. Lo has over 32 years of experience in the broadcasting and television industry. Prior to the founding of the Group, Mr. Lo started his career in the industry in 1987, and he was first employed as a sales manager by Advanced Communication Equipment (International) Co., Ltd (“**ACE**”), a company which then provided, among others, audio and visual system integration services. Mr. Lo was transferred to the Taiwan office of ACE in 1989 and served as a general manager; subsequently, Mr. Lo became a director of ACE. From 2003 to 2006, Mr. Lo also took up the role of director of New Digital Technology Holdings Limited, a company which provided, among others, video system integration services. Through his extensive industry-related working experience, Mr. Lo has accumulated in-depth industry knowledge and market understanding for the all-media industry.

Mr. Lo 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. Lo, his term of office is three 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 at the Latest Practicable Date, Mr. Lo is the sole beneficial owner of Cerulean Coast Limited, a controlling Shareholder (as defined in the Listing Rules). As such, Mr. Lo was deemed to be interested in 667,500,000 Shares and short position of 311,960,000 Shares held by Cerulean Coast Limited.

Mr. Lo is entitled to a salary of HK\$1,344,000 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. Lo 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. Lo's emolument is subject to annual review by the Board and the Remuneration Committee of the Company.

Save as disclosed above, Mr. Lo 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. Lo 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. Lo that need to be brought to the attention of the Shareholders.

## (2) MR. LI JINPING (李金平先生), AGED 38

Mr. Li Jinping ("Mr. Li"), has been appointed as an executive Director and a member of the Investment Committee of the Company on 24 August 2020. Mr. Li is currently a director and the president of TST (Beijing) and is mainly in charge of the business management and daily operation of TST (Beijing). Mr. Li joined the Group in October 2007. Mr. Li is also a director of Beijing BroadVision. Mr. Li graduated from Harbin Engineering University\* (哈爾濱工程大學) in July 2005 with a bachelor's degree in electronic information engineering. Mr. Li has over 15 years of experience in the all-media industry. Prior to joining the Group, Mr. Li was employed by Beijing New Digital Systems China Co., Ltd.\* (北京安達斯信息技術有限公司) as an engineer.

Mr. Li 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. Li, his term of office is three years commencing from 24 August 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 at the Latest Practicable Date, Mr. Li was interested in (i) 4,000,000 share options of the Company which were granted to him on 28 November 2018 under the share option scheme of the Company, (ii) 4,000,000 share options of the Company which were granted to him on 10

September 2020 under the share option scheme of the Company; and (iii) 1,000,000 awarded Shares and 100,000 awarded Shares under the share award plan of the Company vested to him on 18 May 2019 and 9 November 2020, respectively.

Mr. Li is entitled to an annual emolument of HK\$672,000 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 (with the recommendation of the Remuneration Committee of the Company) and Mr. Li 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. Li's emolument is subject to annual review by the Board and the Remuneration Committee of the Company.

Save as disclosed above, Mr. Li 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. Li 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. Li that need to be brought to the attention of the Shareholders.

### **(3) DR. NG CHI YEUNG, SIMON (吳志揚博士), AGED 63**

Dr. Ng Chi Yeung, Simon (“**Dr. Ng**”), was appointed as an independent non-executive Director on 13 June 2014. Dr. Ng is also the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee of the Company. Dr. Ng is a non-practising solicitor in Hong Kong since 1986. Dr. Ng was admitted as a solicitor of the High Court of Hong Kong advocate and solicitor in 1986. Dr. Ng was awarded with a bachelor's of laws degree from the Manchester Polytechnic (now known as Manchester Metropolitan University) in May 1986, a master's degree in Chinese and Comparative Law from the City University of Hong Kong in November 1997 and a doctoral degree in worship studies from the Robert Webber Institute for Worship Studies in June 2013.

Dr. Ng was a consultant of Rowland Chow, Chan & Co, a law firm in Hong Kong.

Dr. Ng has become an independent non-executive director of Winfair Investment Company Limited (stock code: 00287) and China Internet Investment Finance Holdings Limited (stock code: 00810) since October 1995 and November 2013, respectively. All the aforesaid companies are listed on the Stock Exchange.

Save as disclosed above, Dr. Ng 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.

Dr. Ng 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 Dr. Ng 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.

Dr. Ng is entitled to an annual director's fee of HK\$210,000. The director's fee was mutually agreed upon between the Board and Dr. Ng 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. Dr. Ng'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 Dr. Ng'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.

Dr. Ng 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 Dr. Ng 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 Dr. Ng 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 7 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 2020) 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>
<b>2020</b>		
April	0.092	0.067
May	0.075	0.065
June	0.073	0.048
July	0.220	0.053
August	0.094	0.059
September	0.083	0.054
October	0.100	0.061
November	0.120	0.074
December	0.118	0.085
<b>2021</b>		
January	0.098	0.076
February	0.120	0.079
March	0.116	0.098
April ( <i>up to the Latest Practicable Date</i> )	0.170	0.106

## 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 Shares. 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 Shares 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).

**NOTICE OF THE ANNUAL GENERAL MEETING**



**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, 10 June 2021 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 auditor of the Company for the year ended 31 December 2020;
2. To re-elect Mr. Lo Chi Sum as an executive Director;
3. To re-elect Mr. Li Jinping as an executive Director;
4. To re-elect Dr. Ng Chi Yeung, Simon as an independent non-executive Director;
5. To authorise the board of Directors (the “**Board**”) to fix the respective Directors’ remuneration;
6. To re-appoint Mazars CPA Limited as the auditor of the Company and to authorise the Board to fix their remuneration;
7. 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;



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- (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.”;
8. 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

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(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

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9. 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 7 and 8 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 8 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 7 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, 16 April 2021

*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, 8 June 2021, 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, 7 June 2021 to Thursday, 10 June 2021, 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, 4 June 2021.
4. All the resolutions set out in this notice shall be decided by poll.