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 your licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in i.century Holding Limited (the "**Company**"), you should at once hand this circular together with the enclosed form of proxy, to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

i.century Holding Limited
愛世紀集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8507)

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(2) RE-ELECTION OF RETIRING DIRECTORS
(3) RE-APPOINTMENT OF AUDITOR
(4) CHANGE OF COMPANY NAME
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the "**AGM**") of the Company to be held at 11:00 a.m. on Friday, 11 September 2026, at 19th Floor, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use at the AGM is also enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.icenturyholding.com).

Whether or not that you are able or intend to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, but in any event not later than 48 hours before the time appointed for the holding of the AGM (i.e. 11:00 a.m. on Wednesday, 9 September 2026) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof (as the case may be) should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

This circular will remain on the website of the Stock Exchange at https://www.hkexnews.hk on the "Latest Listed Company Information" page for at least seven days from the date of its publication and on the website of the Company at www.icenturyholding.com.

7 August 2026

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

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

"AGM"	the annual general meeting of the Company to be held at 11:00 a.m. on Friday, 11 September 2026 at 19th Floor, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong
"AGM Notice"	the notice for convening the AGM as set out on pages AGM-1 to AGM-5 of this circular
"Articles"	the articles of association of the Company, as amended, supplemented and/or otherwise modified from time to time
"associate(s)" or "close associate(s)"	has the same meaning as defined in the GEM Listing Rules
"Audit Committee"	the audit committee of the Board
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
"CG Code"	the Corporate Governance Code contained in Appendix C1 to the GEM Listing Rules
"Change of Company Name"	the proposed change of the English name of the Company from "i.century Holding Limited" to "China Ecological Land Management Holdings Group Limited" and the dual foreign name of the Company in Chinese from "愛世紀集團控股有限公司" to "中國生態土地治理控股集團有限公司"
"Codes"	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong as amended from time to time
"Companies Act"	the Companies Act (as amended) of the Cayman Islands, as amended, supplemented or modified from time to time
"Company"	i.century Holding Limited (Stock Code: 8507), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
"controlling shareholder(s)"	has the same meaning as defined in the GEM Listing Rules
"core connected person(s)"	has the same meaning as defined in the GEM Listing Rules

"Director(s)"	the director(s) of the Company
"GEM"	GEM of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM, as amended, supplemented and/or otherwise modified from time to time
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue or otherwise deal with new Shares up to a maximum of 20% of the total number of issued shares of the Company (excluding Treasury Shares, if any) as at the date of passing of the relevant resolution granting such mandate
"Latest Practicable Date"	3 August 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
"Listing Date"	16 April 2018, being the date on which the Shares are listed on GEM
"Memorandum"	the memorandum of association of the Company as amended, supplemented or modified from time to time
"Nomination Committee"	the nomination committee of the Board
"PRC"	the People's Republic of China
"Remuneration Committee"	the remuneration committee of the Board
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase the Shares not exceeding 10% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing the relevant resolution granting such mandate
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented and otherwise modified from time to time
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company

"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Treasury Shares"	has the meaning described thereto in the GEM Listing Rules
"%"	per cent

i.century Holding Limited
愛世紀集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8507)

Executive Directors:
Mr. Wu Qifeng *(Chairman)*
Mr. Wu Kang

Non-executive Director:
Ms. Jiao Yue

Independent Non-executive Directors:
Ms. Wang Li
Mr. Guan Yuliang
Mr. Chen Ning

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

Headquarters and principal place of business in Hong Kong:
19th Floor, COFCO Tower
262 Gloucester Road
Causeway Bay, Hong Kong

7 August 2026

To the Shareholder(s)

Dear Sir/Madam,

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(2) RE-ELECTION OF RETIRING DIRECTORS
(3) RE-APPOINTMENT OF AUDITOR
(4) CHANGE OF COMPANY NAME
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with all the relevant information regarding, among other matters, the proposals for (i) granting of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate; (ii) the re-election of the retiring Directors; (iii) the re-appointment of the Company's independent auditor; and (iv) the proposed Change of Company Name, and to give you the AGM Notice at which resolutions will be proposed for the Shareholders to consider, and if thought fit, approve at the AGM.

2. PROPOSED GRANTING OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION OF ISSUE MANDATE

In order to give the flexibility to the Company to issue and repurchase Shares if and when appropriate, separate ordinary resolutions will be proposed at the AGM:

(a) to grant the Issue Mandate to the Directors, i.e. to exercise all the powers of the Company to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the number of issued Shares as at the date of passing of such resolution;

(b) to grant the Repurchase Mandate to the Directors, i.e. to exercise all the power of the Company to repurchase Shares up to a maximum of 10% of the number of issued Shares as at the date of passing of such resolution; and

(c) to extend the Issue Mandate by increasing the number of Shares to be issued and allotted under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

Pursuant to the ordinary resolution of the Shareholders passed on 12 September 2025, a general mandate was granted to the Directors to (i) allot, issue and deal with new Shares of the Company not exceeding 20% of its number of issued Shares; and (ii) to repurchase Shares not exceeding 10% of its number of issued Shares.

Both of such mandates, to the extent not utilised by the date of the AGM, will lapse at the conclusion of the AGM.

As at the Latest Practicable Date, the total issued share capital of the Company was 800,000,000 Shares. Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no Shares are allotted and issued or repurchased by the Company prior to the AGM, the maximum number of new Shares to be repurchased under the Repurchase Mandate (if approved by the Shareholders at the AGM) is 80,000,000 Shares.

Each of the Issue Mandate and the Repurchase Mandate, if approved, will continue in force until the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; or (b) the end of the period within which the Company is required by the Companies Act or the Articles to hold its next annual general meeting; or (c) the revocation or variation of the authority given under such resolution by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company following the AGM.

Under the GEM Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution for the grant of the Repurchase Mandate to the Directors at the AGM. An explanatory statement in relation to the Repurchase Mandate is set out pursuant to Rule 13.08 of the GEM Listing Rules in Appendix I to this circular.

As at the Latest Practicable Date, the Directors have no immediate plan to issue any new Shares pursuant to the Issue Mandate. With reference to the Repurchase Mandate, the Directors have no immediate plan to repurchase any Shares pursuant thereof.

3. RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprised two executive Directors, namely Mr. Wu Qifeng, Mr. Wu Kang and Ms. Jiao Yue as a non-executive Director, and three independent non-executive Directors, namely, Ms. Wang Li, Mr. Guan Yuliang and Mr. Chen Ning.

In accordance with Article 83(3) of the Articles, 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 as an addition to the existing Board. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

In accordance with Article 84(1) of the Articles and code provision B.2.2 of the CG Code, notwithstanding any other provisions in the Articles, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

In accordance with Article 84(2) of the Articles, a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he/she retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself/herself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

In accordance with the above provisions of the Articles, Mr. Wu Qifeng, Mr. Wu Kang, Ms. Jiao Yue, Ms. Wang Li, Mr. Guan Yuliang and Mr. Chen Ning shall retire from office as Directors at the AGM. The above Directors (collectively, the "**Retiring Directors**") being eligible, have agreed to offer herself/himself for re-election at the AGM. Details of the above Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the GEM Listing Rules.

All of the independent non-executive Directors, namely Ms. Wang Li, Mr. Guan Yuling and Mr. Chen Ning, have made confirmation of independence pursuant to the independence guidelines set out in Rule 5.09 of the GEM Listing Rules. The Nomination Committee is also responsible for, inter alia, assessing the independence of independent non-executive Directors. The Nomination Committee assessed and reviewed the individual independent non-executive Director's annual confirmation of independence based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules, and affirmed that Ms. Wang Li, Mr. Guan Yuliang and Mr. Chen Ning remained independent.

The Nomination Committee has reviewed the structure and composition of the Board, the respective experience, skills, knowledge, and biographic details of each of the Retiring Directors who have offered themselves for re-election with reference to the principles and criteria set out in the Company's board diversity policy.

Each of the Retiring Directors (who is a member of the Nomination Committee) had abstained from voting on the recommendation for his/her own re-election throughout the nomination process. The Nomination Committee recommended to the Board that the re-election of each of the Retiring Directors be proposed for Shareholders' approval at the AGM. The Nomination Committee, having considered the Company's nomination policy and board diversity policy, is of the view that each of the Retiring Directors, who offer themselves for re-election at the AGM are of sufficient calibre and experience and have devoted sufficient time and efforts to the Company's affairs.

The Nomination Committee has also evaluated the performance of the Retiring Directors, which is of the opinion that their performance are satisfactory. With the nomination of the Nomination Committee, the Board has recommended that all the Retiring Directors stand for re-election at the AGM. As a good corporate governance practice, each of the Retiring Directors has abstained from voting himself/herself at the relevant Board meeting.

4. RE-APPOINTMENT OF AUDITOR

Reference is made to the announcement of the Company dated 13 February 2026 relating to the change of auditor of the Company. HLB Hodgson Impey Cheng Limited ("**HLB**") resigned as the auditor of the Company (the "**Auditor**") with effect from 13 February 2026, as consensus on the proposed auditor's remuneration for the financial year ended 31 March 2026 could not be reached between HLB and the Company. The Board, with the recommendation of the Audit Committee, has resolved to appoint Linksfield CPA Limited ("**Linksfield**") as the new Auditor with effect from 13 February 2026 to fill the casual vacancy arising from the resignation of HLB and to hold office until the conclusion of this AGM of the Company.

As aforesaid, the financial statements of the Group for the financial year ended 31 March 2026 were audited by Linksfield whose term of office will expire upon the conclusion of the AGM. With the recommendation of the Audit Committee of the Company, the Board proposes to re-appoint Linksfield as the independent auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company. An ordinary resolution will be proposed at the AGM to re-appoint Linksfield as the independent auditor of the Company until the conclusion of the next annual general meeting and to authorise the Board to fix their remuneration.

In reaching its recommendation to the Board, the Audit Committee has considered a number of factors, including but not limited to the following:

(a) the audit proposal of Linksfield which includes the audit plan and timetable and the size and seniority of the audit team serving the Company, noting in particular that the audit plan and timetable proposed is similar to that of for the financial year ended 31 March 2026 and the audit team serving the Company comprise one senior partner who are supported by a large team of auditors and other specialists, such as professionally qualified independent valuation specialists for areas such as the expected credit loss on contract assets and trade receivables where necessary;

(b) Linksfield's reputation in the market and resources;

(c) Linksfield's industry knowledge, experience and technical competence in handling audit works for companies listed on the Stock Exchange;

(d) the appropriateness of the audit fees proposed by Linksfield taking into account (i) its reputation, qualifications and experience; (ii) the anticipated audit timetable and the proposed scope of audit work and reporting requirements; (iii) the size and seniority of the audit team serving the Company; (iv) the Company's size, complexity and risk profile; and (v) Linksfield's committed audit staff participation in on-site work; (vi) its independence from the Group and objectivity; and (vii) the relevant guidelines issued by the Accounting and Financial Reporting Council.

The estimated audit fee agreed with Linksfield for the audit of the Company's financial results for the year ending 31 March 2027 is ranged from HK$580,000 to HK$650,000. Such fee is determined following the process mentioned above and after taking into account the factors set out in paragraph (iv) above, the audit proposal set out in paragraph (a) above and on the assumptions that there is no material change to the Company's business and that the Company will fully cooperate and provide all necessary information including books and records in the audit process. Such estimated audit fee remains largely similar to the audit fee for the financial year ended 31 March 2026 (i.e. HK$580,000).

The Board considers that the estimated audit fee is fair and reasonable based on the information presently available.

Unless there are material changes in the basis or assumptions set out above, the final audit fee to be agreed following the AGM will not deviate materially from the estimated amount disclosed above. In the event of any material change, the Company will make further disclosure as appropriate.

Having considered the above factors, the Audit Committee assessed and considered that Linksfield would be independent, competent and capable and suitable to act as the auditor of the Company, and the Audit Committee and the Board are of the view that the re-appointment of Linksfield as the auditor of the Company is in the interest of the Company and the Shareholders as a whole.

The Board proposed to re-appoint Linksfield as the independent auditor of the Company and to hold office until the conclusion of the next annual general meeting.

5. PROPOSED CHANGE OF COMPANY NAME

Reference is made to the announcement dated 27 July 2026 in relation to the Change of Company Name.

The Board of Directors proposes the Change of Company Name, with the English name of the Company to be changed from "i.century Holding Limited" to "China Ecological Land Management Holdings Group Limited" and the dual foreign name of the Company in Chinese from "愛世紀集團控股有限公司" to "中國生態土地治理控股集團有限公司".

Reasons for the Proposed Change of Company Name

With reference to the voluntary announcement dated 23 July 2026, and as part of the Group's strategy to progressively optimise its portfolio of business segments over the long term, the Board considers that the Change of Company Name will provide the Company with a refreshed corporate image and identity so to refresh the Company's brand, and in turn the Board believes that such refreshment will better reflect the Company's direction for future strategic business development. Therefore, the Board considers that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

Conditions for the Change of Company Name

The proposed Change of Company Name is subject to the following conditions:

(1) the passing of the necessary special resolution by the Shareholders at the AGM to approve, amongst others, the proposed Change of Company Name; and

(2) the issuance of a certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands with respect to the Change of Company Name.

Subject to the satisfaction of all the conditions set out above, the proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands issues the certificate of incorporation on change of name in respect of the Change of Company Name. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

Effects of the Proposed Change of Company Name

The proposed Change of Company Name will not affect any of the rights of the Shareholders and the trading of the Shares on the Stock Exchange. Moreover, the proposed Change of Company Name will not affect any rights of the existing Shareholders or the Company's daily business operation and its financial position.

Upon the Change of Company Name becoming effective, any new issue of share certificates of the Company will be issued in the new English name and the new dual foreign name in Chinese of the Company. All existing share certificates of the Company in issue bearing the existing English name and the existing dual foreign name in Chinese of the Company will, after the Change of Company Name has become effective, continue to be valid evidence of title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes.

Accordingly, there will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the new English name and the new dual foreign name of the Company in Chinese.

Subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange and the website of the Company will also be changed after the proposed Change of Company Name becoming effective.

The Company will make further announcement(s) to inform the Shareholders of the poll results of the AGM, the effective date of the Change of Company Name, the new English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange and details of the change of website of the Company as and when appropriate. The stock code of the Company will remain as “8507”.

6. AGM, NOTICE OF AGM AND FORM OF PROXY

The Company will convene the AGM at 19th Floor, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong at 11:00 a.m. on Friday, 11 September 2026, at which resolutions will the proposed for the purpose of considering, if thought fit, approving, among other matters, the proposals for (i) granting of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate; (ii) the re-election of the retiring Directors; (iii) the re-appointment of the Company’s independent auditor; and (iv) the Change of Company Name. The Notice of AGM is set out on pages AGM-1 to AGM-5 of this circular.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

A form of proxy for use in connection with the AGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange http://www.hkexnews.hk and the Company’s website at www.icenturyholding.com. Whether or not you are able or intend to attend and vote at the AGM, you are requested to complete, sign and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong and in any event not later than 48 hours before the time appointed for holding of the AGM (or any adjourned meeting thereof, as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjourned meeting thereof, as the case may be) should you so wish. If you attend and vote at the AGM, the instrument appointing your proxy will be deemed to have been revoked.

7. CLOSURE OF REGISTER OF MEMBERS

In order to ascertain the entitlement of Shareholders to attend and vote at the AGM, the transfer books and register of members of the Company will be closed from Tuesday, 8 September 2026 to Friday, 11 September 2026 (both days inclusive), during of which no transfer of Shares will be effected. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 7 September 2026. The record date for determining the entitlement of the Shareholders to attend and vote at the AGM is on Friday, 11 September 2026.

8. VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith and in compliance with the GEM Listing Rules, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions proposed at the AGM shall be voted by poll. The Company will appoint Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company, as the scrutineer to handle the vote-taking procedures at the AGM. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, (i) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

10. RECOMMENDATIONS

The Directors are of the opinion that the (i) the proposed grant of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate; (ii) the proposed re-election of Retiring Directors; (iii) the re-appointment of the Company's independent auditor; and (iv) the Change of Company Name 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.

11. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
On behalf of the Board
i.century Holding Limited
Wu Qifeng
Chairman

This Appendix serves as an explanatory statement, as required by Rule 13.08 and other relevant provisions of the GEM Listing Rules, to provide all the information reasonably necessary to enable Shareholders to make an informed decision on whether to approve the Repurchase Mandate.

1. GEM LISTING RULES

The GEM Listing Rules permit companies with a primary listing on GEM to repurchase their Shares on the Stock Exchange subject to certain restrictions.

2. SHAREHOLDERS' APPROVAL

All proposed repurchases of Shares by a company with a primary listing on GEM must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval of a particular transaction.

3. SHARE CAPITAL

As at the Latest Practicable Date, the Company has 800,000,000 Shares in issue.

Subject to the passing of the ordinary resolution set out in the Notice of AGM in respect of the grant of the Repurchase Mandate and assuming that the total number of Shares in issue remains the same at 800,000,000 Shares from the Latest Practicable Date up to the date of passing such resolution, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to 80,000,000 Shares, representing 10% of the total number of issued Shares at the date of the AGM.

4. REASONS FOR SHARE REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company the flexibility to make such repurchase when appropriate and beneficial to the Company. Repurchases of the Shares will only be made when the Directors believe that it is the best interests of the Company and the Shareholders to seek a general authority from Shareholders as such repurchases will benefit the Company and the Shareholders as a whole. Shares repurchased and held by the Company as Treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the GEM Listing Rules, the Articles, and the laws of the Cayman Islands. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per share.

5. FUNDING OF REPURCHASE

In repurchasing the Shares, the Company may only apply funds legally available for such purposes in accordance with the Memorandum, the Articles, the applicable laws of the Cayman Islands, the GEM Listing Rules and all other applicable laws, rules and regulations, as the case may be.

It is presently proposed that any repurchase of Shares will be made out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or the proceeds of a fresh issue of shares made for the purpose of the purchase, and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company. Subject to the Companies Act, a repurchase of Shares may also be paid out of capital.

6. MATERIAL ADVERSE IMPACT IN THE EVENT OF REPURCHASE IN FULL

Taking into account the current working capital position of the Group, the Directors consider that, 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 financial statements contained in the annual report of the Company for the year ended 31 March 2026) in the event that the Repurchase Mandate is exercised in full.

The Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

The Company may not purchase its own shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

7. GENERAL

If the Company purchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased, and/or (ii) hold such Shares in treasury for subsequent sale or transfer subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. If the Company holds any Treasury Shares, any sale or transfer of Treasury Shares will be made pursuant to the terms of the Issue Mandate and in accordance with the GEM Listing Rules and applicable laws and regulations of the Cayman Islands.

For the Treasury Shares deposited with the CCASS pending resale on the Stock Exchange, the Company has appropriate measures to ensure that it would not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those Shares were registered in the Company's own name as Treasury Shares. The Company has implemented the following measures in place: (i) the Company would procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited (HKSCC) to vote at general meetings for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company would withdraw the Treasury Shares from CCASS, and either re-register them in the Company's own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

8. CONNECTED PERSONS

As at the Latest Practicable Date, none of the Directors nor, to the best of the knowledge of the Directors, having made all reasonable enquiries, any of their respective Close Associates, has any present intention to sell any Shares to the Company or its subsidiaries, in the event that the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no Core Connected Persons have notified the Company that he/she/it has a present intention to sell any Shares to the Company, nor has he/she/it undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the Companies Act, the Articles and the applicable laws of the Cayman Islands.

10. EFFECT OF THE TAKEOVERS CODE

If, as a result of a repurchase of Shares, 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. 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 interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, based on disclosures made under Part XV of the SFO and to the best of the knowledge and belief of the Directors, the interests of substantial Shareholders were as follows:

Name of substantial shareholders	Capacity/ Nature of interest	Number of Shares held (Long position)	Approximate percentage of existing shareholding *(Note 1)*	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Three Apple Industry Holdings Group (Hong Kong) Limited	Beneficial owner	475,548,000 *(Note 2)*	59.44%	66.05%
Mr. Wu Qifeng	Interest in a controlled corporation	475,548,000 *(Note 2)*	59.44%	66.05%

Notes:

(1) The percentage of shareholding was calculated based on the total 800,000,000 Shares in issue as at the Latest Practicable Date.

(2) Three Apple Industry Holdings Group (Hong Kong) Limited is wholly owned by Mr. Wu Qifeng. By virtue of the SFO, Mr. Wu Qifeng is deemed to be interested in the Shares held by Three Apple Industry Holdings Group (Hong Kong) Limited.

On the basis of 800,000,000 Shares in issue as at the Latest Practicable Date and assuming there is no further issue or repurchases of Shares during the period from the Latest Practicable Date up to and including the date of the AGM, if the Repurchase Mandate is to be exercised in full, the total number of the Shares which will be repurchased pursuant to the Repurchase Mandate shall be 80,000,000 Shares (being 10% of the total number of issued Shares as at the Latest Practicable Date) and the interests in the shareholding in the Company held by Three Apple Industry Holdings Group (Hong Kong) Limited and Mr. Wu Qifeng would be increased from approximately 59.44% to approximately 66.05% of the issued Shares. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

On the basis that the issued share capital of the Company remains the same, the Directors are not aware of any consequences which may arise under Rules 26 and 32 of the Takeovers Code. As at the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in (i) a requirement of the above Shareholders, or any other person(s) to make a mandatory offer under Rule 26 of the Takeovers Code; or (ii) the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25% (being the prescribed minimum percentage under the GEM Listing Rules).

The Directors confirm that the Repurchase Mandate will not be exercised to the extent which may result in a requirement of any of the above shareholder or any other persons obliged to make a mandatory general offer under Rule 26 of the Takeover Code.

11. SHARE PRICES

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange in the last 12 months prior to the Latest Practicable Date were as follows:

	Highest Price	**Lowest Price**
	HK$	*HK$*
2025		
July	0.069	0.044
August	0.087	0.066
September	0.241	0.074
October	0.353	0.241
November	0.320	0.258
December	0.277	0.209
2026		
January	0.214	0.129
February	0.132	0.085
March	0.138	0.091
April	0.434	0.121
May	1.210	0.456
June	0.940	0.610
July	0.900	0.530
August (up to the Latest Practicable Date)	0.785	0.785

12. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares have been made by the Company, whether on the Stock Exchange or otherwise in the six months preceding the Latest Practicable Date.

The following are the particulars of the Directors who will retire and, being eligible, shall offer themselves for re-election at the AGM pursuant to the Articles.

EXECUTIVE DIRECTORS

Mr. Wu Qifeng (吳奇峰)

Mr. Wu Qifeng ("**Mr. Wu QF**"), aged 33, has been appointed as an executive Director, the chief executive officer, chairman of the Board and chairman of the Nomination Committee on 28 November 2025. Mr. Wu QF graduated from Xi'an Eurasia University in July 2017 majoring investment with a bachelor's degree in economics.

Mr. Wu QF has over 8 years of experience in the Internet of Things (IoT) industry. In August 2018, he served as General Manager of Shanghai Guozhe IoT Technology Co., Ltd.* (上海果喆物聯網科技有限公司), leading the trading segment and the IoT business segment. In September 2021, as a co-founder, he established Shaanxi Three Apple Fruit Industry (Group) Co., Ltd.* (陝西叁個蘋果果業(集團)股份有限公司) and served as General Manager, overseeing the group's ecological agriculture land remediation businesses. He is the sole director and sole shareholder of Three Apple Industry Holdings Group (Hong Kong) Limited, which is the controlling shareholder of the Company.

Mr. Wu QF has entered into a service contract with the Company for three years and renewable automatically thereafter for successive terms of three year each commencing from the date next after the expiry of the then current term of office. The service contract commenced from 28 November 2025 unless terminated by Mr. Wu QF or the Company by giving not less than three months' notice in writing, and is subject to retirement by rotation and re-election at the general meeting in accordance with the Company's articles of association. Mr. Wu QF is entitled to a remuneration, together with bonus, amounting to HKD3,250,000 per annum, which is determined by the Board having regard to the recommendation of the Remuneration Committee and with reference to his qualifications, experience and duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Wu QF is interested or deemed to be interested in 475,548,000 shares of the Company through his interest in Three Apple Industry Holdings Group (Hong Kong) Limited, which represented approximately 59.44% of the total issued shares of the Company as at the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wu QF (i) does not hold any other positions with the Company and other members of the Group; (ii) does not hold any directorships in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not hold any other major appointments and professional qualifications; (iv) does not have any interest in any Shares, underlying shares or debentures of the Company or any of its associated corporation which are required to be disclosed pursuant to Part XV of the SFO; (v) does not have any relationships with any Directors, senior management or substantial or controlling Shareholders (as respectively defined in the GEM Listing Rules) of the Company; (vi) does not have any information that needs to be disclosed pursuant to any of the requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules; and (vii) does not have any other matters that need to be brought to the attention of the Shareholders.

Mr. Wu Kang (吳康)

Mr. Wu Kang, aged 61, has been appointed as an executive Director on 28 November 2025. Mr. Wu Kang is an uncle to Mr. Wu QF. Mr. Wu Kang graduated from the department of physics at Northwest University in Xi'an in 1987, majoring in information processing.

In 1987, Mr. Wu Kang was assigned to the international settlement department and risk management department of the Shaanxi Provincial Branch of the Bank of China, where he served as senior manager. After leaving Bank of China in 2001, he gradually emerged as one of China's earliest prominent angel investors and he also participated in investments in multiple Chinese internet projects.

Mr. Wu Kang has entered into a service contract with the Company for three years and renewable automatically thereafter for successive terms of three year each commencing from the date next after the expiry of the then current term of office. The service contract commenced from 28 November 2025 unless terminated by Mr. Wu Kang or the Company by giving not less than three months' notice in writing, and is subject to retirement by rotation and re-election at the general meeting in accordance with the Company's articles of association. Mr. Wu Kang is entitled to a remuneration, together with bonus, amounting to HKD650,000 per annum, which is determined by the Board having regard to the recommendation of the Remuneration Committee and with reference to his qualifications, experience and duties and responsibilities with the Company and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wu Kang (i) does not hold any other positions with the Company and other members of the Group; (ii) does not hold any directorships in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not hold any other major appointments and professional qualifications; (iv) does not have any interest in any Shares, underlying shares or debentures of the Company or any of its associated corporation which are required to be disclosed pursuant to Part XV of the SFO; (v) does not have any relationships with any Directors, senior management or substantial or controlling Shareholders (as respectively defined in the GEM Listing Rules) of the Company; (vi) does not have any information that needs to be disclosed pursuant to any of the requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules; and (vii) does not have any other matters that need to be brought to the attention of the Shareholders.

NON-EXECUTIVE DIRECTOR

Ms. Jiao Yue (焦悅)

Ms. Jiao Yue ("**Ms. Jiao**"), aged 33, has been appointed as a non-executive Director on 30 March 2026. Ms. Jiao Yue graduated from Liaoning He's Medical College* (遼寧何氏醫學院) in 2015. She has approximately ten years of management experience across various industries, such as import and export and trading.

Ms. Jiao is currently serving as an executive Director of Zhong Ying International Group Limited (stock code: 8516), a company listed on the GEM of the Stock Exchange of Hong Kong Limited since July 2025 and the petition officer of Shenyang Huanggu District Housing Maintenance Center* (沈陽市皇姑區房屋維修中心) since February 2023. She was the human resources director of Liaoning Shanzhiyuan Agricultural Products Company Limited* (遼寧山之源農產品有限公司) from September 2021 to September 2022. She was the recruitment manager of Liaoning Zhonggu Rice Industry Company Limited* (遼寧省中谷米業有限公司) from May 2019 to September 2021. She was the executive of Shenyang Shenghexiang Import and Export Company Limited* (沈陽盛和祥進出口有限公司) from September 2015 to March 2019.

Ms. Jiao has entered into a service agreement with the Company for an initial term of three years from 30 March 2026, which is renewable automatically for successive terms of three years upon expiry, unless terminated by not less than three months' notice in writing served by either party. Ms. Jiao's term of office is subject to retirement by rotation and re-election at the annual general meeting(s) of the Company in accordance with the articles of association of the Company and the GEM Listing Rules. Pursuant to the articles of association of the Company, Ms. Jiao is subject to re-election at the first annual general meeting held by the Company after her appointment. Ms. Jiao is entitled to a director's fee of HKD120,000 per annum, which is determined by the Board having regard to the recommendation of the Remuneration Committee and with reference to her qualifications, experience and duties and responsibilities with the Company and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Ms. Jiao (i) does not hold any other positions with the Company and other members of the Group; (ii) does not hold any directorships in the last three years in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not hold any other major appointments and professional qualifications; (iv) does not have any interest in any Shares, underlying shares or debentures of the Company or any of its associated corporation which are required to be disclosed pursuant to Part XV of the SFO; (v) does not have any relationships with any Directors, senior management or substantial or controlling Shareholders (as respectively defined in the GEM Listing Rules) of the Company; (vi) does not have any information that needs to be disclosed pursuant to any of the requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules; and (vii) does not have any other matters that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chen Ning (陳凝)

Mr. Chen Ning ("**Mr. Chen**"), aged 46, has been appointed as an independent non-executive Director, chairman of the Audit Committee, a member of each Nomination Committee and Remuneration Committee on 28 November 2025. Mr. Chen has been a certified public accountant of China since December 2005 and a senior accountant since May 2014. Additionally, he has held the qualification of China certified tax agent since July 2014. In April 2006, he obtained a master's degree in management from Beijing Information Science and Technology University.

From 16 March 2026, Mr. Chen has been serving as the independent non-executive Director at Doumob, a company listed on the Stock Exchange (stock code: 1917). From November 2023 to August 2024, Mr. Chen served as the company secretary and chief financial officer at CHYY Development Group Limited, a company listed on the Stock Exchange (stock code: 8128). From June 2022 to September 2023, he also served as an executive director at Beijing Gas Blue Sky Holdings Limited, a company listed on the Stock Exchange (stock code: 6828). Prior to these positions, Mr. Chen had served as the chief financial officer in multiple subsidiaries of an energy enterprise group. Mr. Chen is well-versed in investment and financing, financial management, as well as corporate governance matters.

Mr. Chen has entered into a service contract with the Company for three years and renewable automatically thereafter for successive terms of three year each commencing from the date next after the expiry of the then current term of office. The service contract is commencing from 28 November 2025 unless terminated by Mr. Chen or the Company by giving not less than three months' notice in writing, and is subject to retirement by rotation and re-election at the general meeting in accordance with the Company's articles of association. Mr. Chen is entitled to a director's fee of HKD240,000 per annum, which was determined by the Board at the recommendation of the Remuneration Committee with reference to his duties and responsibilities with the Company, his experience and qualifications, the remuneration policy of the Company and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chen (i) did not hold any directorship in the last three years in any other public company, the securities of which being listed in Hong Kong or overseas; (ii) did not hold any other major appointments or professional qualifications; (iii) did not hold any other position in the Group; (iv) did not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company (as defined in the GEM Listing Rules); and (v) had no, and was not deemed to have, any interests in the Shares or underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

The Board has received from Mr. Chen a confirmation of his independence pursuant to Rules 5.09 of the GEM Listing Rules. Mr. Chen also confirmed that (i) he meets the independence criteria as set out in Rules 5.09 (1) to (8) of the GEM Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the GEM Listing Rules) of the Company, and (iii) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, the Company considers that in relation to the proposed appointment of Mr. Chen as an independent non-executive Director, there is no information to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Ms. Wang Li (王莉)

Ms. Wang Li ("**Ms. Wang**"), aged 51, has been appointed as an independent non-executive Director, chairwoman of the Remuneration Committee, a member of each Nomination Committee and Audit Committee on 28 November 2025. Ms. Wang graduated from the music department of Qufu Normal University in July 1997.

Ms. Wang currently holds the positions of deputy secretary-general & spokesperson of the Hong Kong International Automobile and Supply Chain Expo Committee, as well as the general manager of Expo Integrated Marketing Limited. She From 2018 to 2021, Ms. Wang served as the executive vice president of the Hong Kong Ta Kung Pao Finance and Public Relations Group. From 2021 to 2024, she served as the administrative president of the Greater Bay Area International Exchange Center Limited. She also served as senior management in several media organizations. Ms. Wang boasts a wealth of experience in brand promotion, publicity and public relationships.

Ms. Wang has entered into a service contract with the Company for three years and renewable automatically thereafter for successive terms of three year each commencing from the date next after the expiry of the then current term of office. The service contract is commencing from 28 November 2025 unless terminated by Ms. Wang or the Company by giving not less than three months' notice in writing, and is subject to retirement by rotation and re-election at the general meeting in accordance with the Company's articles of association. Ms. Wang is entitled to a director's fee of HKD240,000 per annum, which was determined by the Board at the recommendation of the Remuneration Committee with reference to her duties and responsibilities with the Company, her experience and qualifications, the remuneration policy of the Company and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Ms. Wang (i) did not hold any directorship in the last three years in any other public company, the securities of which being listed in Hong Kong or overseas; (ii) did not hold any other major appointments or professional qualifications; (iii) did not hold any other position in the Group; (iv) did not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company (as defined in the GEM Listing Rules); and (v) had no, and was not deemed to have, any interests in the Shares or underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

The Board has received from Ms. Wang a confirmation of her independence pursuant to Rules 5.09 of the GEM Listing Rules. Ms. Wang also confirmed that (i) he meets the independence criteria as set out in Rules 5.09 (1) to (8) of the GEM Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the GEM Listing Rules) of the Company, and (iii) there are no other factors that may affect her independence at the time of her appointment.

Save as disclosed above, the Company considers that in relation to the proposed appointment of Ms. Wang as an independent non-executive Director, there is no information to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Guan Yuliang (官玉良)

Mr. Guan Yuliang ("**Mr. Guan**"), aged 63, has been appointed as an independent non-executive Director, a member of each Remuneration Committee, Nomination Committee and Audit Committee, on 28 November 2025. Mr. Guan obtained a master of science in software engineering from Beihang University in January 2012 and a bachelor of economics in fiscal and financial studies (specializing in finance) from Renmin University of China in June 1987.

With over 30 years of corporate management experience, Mr. Guan has extensive expertise in operational management, financial management, as well as risk and internal control management. Mr. Guan has been a senior accountant since August 2002 and an international business engineer since December 2015. From July 2021 to July 2023, he served as a full-time equity director and a full-time supervisor dispatched by China General Technology (Group) Holding Co., Ltd. * (中國通用技術(集團)控股有限責任公司). From August 2014 to July 2021, he held multiple positions at China Automotive Engineering Research Institute Co., Ltd. * (中國汽車工程研究院股份有限公司), a company listed on Shanghai Stock Exchange (Stock Code: 601965), including head of the finance department, chief accountant, member of the Party committee, and chairman of the labor union. Previously, he has held various positions such as general manager in several companies in PRC.

Mr. Guan has entered into a service contract with the Company for three years and renewable automatically thereafter for successive terms of three year each commencing from the date next after the expiry of the then current term of office. The service contract is commencing from 28 November 2025 unless terminated by Mr. Guan or the Company by giving not less than three months' notice in writing, and is subject to retirement by rotation and re-election at the general meeting in accordance with the Company's articles of association. Mr. Guan is entitled to a director's fee of HKD180,000 per annum, which was determined by the Board at the recommendation of the Remuneration Committee with reference to his duties and responsibilities with the Company, his experience and qualifications, the remuneration policy of the Company and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Guan (i) did not hold any directorship in the last three years in any other public company, the securities of which being listed in Hong Kong or overseas; (ii) did not hold any other major appointments or professional qualifications; (iii) did not hold any other position in the Group; (iv) did not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company (as defined in the GEM Listing Rules); and (v) had no, and was not deemed to have, any interests in the Shares or underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

The Board has received from Mr. Guan a confirmation of his independence pursuant to Rules 5.09 of the GEM Listing Rules. Mr. Guan also confirmed that (i) he meets the independence criteria as set out in Rules 5.09 (1) to (8) of the GEM Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the GEM Listing Rules) of the Company, and (iii) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, the Company considers that in relation to the proposed appointment of Mr. Guan as an independent non-executive Director, there is no information to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

i.century Holding Limited
愛世紀集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8507)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting ("**AGM**") of i.century Holding Limited (the "**Company**") will be held at 11:00 a.m. on Friday, 11 September 2026 at 19th Floor, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

1. to receive and adopt the audited consolidated financial statements of the Company and its subsidiaries, and reports of the directors and the independent auditor of the Company for the year ended 31 March 2026;

2. to consider and approve, each as a separate resolution, if thought fit, the following resolutions:

   (a) to re-elect Mr. Wu Qifeng as an executive director of the Company;

   (b) to re-elect Mr. Wu Kang as an executive director of the Company;

   (c) to re-elect Ms. Jiao Yue as a non-executive director of the Company;

   (d) to re-elect Mr. Chen Ning as an independent non-executive director of the Company;

   (e) to re-elect Ms. Wang Li as an independent non-executive director of the Company; and

   (f) to re-elect Mr. Guan Yuliang as an independent non-executive director of the Company.

3. to authorise the board of directors of the Company to fix the remuneration of the directors of the Company;

4. to re-appoint Linksfield CPA Limited as the independent auditor of the Company and authorise the board of directors of the Company to fix their remuneration;

As a special business, to consider and, if thought fit, pass with or without modifications the following resolutions as ordinary resolutions of the Company:

5. "**THAT**:

(a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on GEM (the "**GEM Listing Rules**") of The Stock Exchange of the Hong Kong Limited (the "**Stock Exchange**"), a general mandate be and is hereby generally and unconditionally given to the directors of the Company (the "**Directors**") during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK$0.01 (the "**Shares**") each in the capital of the Company and/or to sell or transfer treasury shares, which shall have the meaning as described to it under the GEM Listing Rules (the "**Treasury Shares**") (if any) and to make or grant offers, agreements and options which might require the exercise of such powers;

(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 number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) and Treasury Shares, if any, sold or transferred or agreed conditionally or unconditionally to be sold or transferred by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:

(i) a Right Issue (as hereinafter defined); or

(ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into Shares; or

(iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the "**Articles**") in force from time to time shall not exceed 20% of the total number of Shares of the Company in issue (excluding Treasury Shares, if any) at the date of the passing this resolution and the said approval shall be limited accordingly; or

(iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants, bonds or debentures of the Company or any securities which are convertible into Shares; or

(v) a specific authority granted by the shareholders of the Company, shall not exceed the aggregate of 20% of the number of Shares in issue (excluding Treasury Shares, if any) as at the date of the passing of this resolution; and the said approval shall be limited accordingly;

(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 Articles or any applicable laws to be held; and

(iii) the passing of an ordinary resolution by the shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.

"**Rights Issue**" means an offer of Shares or issue of options, warrants or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares or any class of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (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)."

6. "**THAT**:

(a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares or securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the "**SFC**") and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law (2013 Revision) of the Cayman Islands (as amended, supplemented or modified from time to time) and all other applicable laws as amended from time to time in this regard, be and the same is hereby generally and unconditionally approved;

(b) the total number of Shares which the Company is authorised to repurchased pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of the issued Share (excluding Treasury Shares, if any) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly; and

(c) for the purposes of this resolution:

"**Relevant Period**" means the period from the date of 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 other applicable laws to be held; and

(iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting."

7. "**THAT**:

conditional upon to the passing of resolutions nos. 5 and 6 above, the general mandate granted to the Directors and for the time being in force to exercise the power of the Company to allot, issue and otherwise deal with Shares pursuant to the said resolution no. 5 be and is hereby extended by the addition thereto of the total number of shares repurchased by the Company under the authority granted pursuant to the said resolution no. 6, provided that such number of shares so repurchased shall not exceed 10% of the total number of the share of the Company in issue (excluding Treasury Shares, if any) as at the date of the passing of the said resolution no. 6."

SPECIAL RESOLUTION

8. "**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from "i.century Holding Limited" to "China Ecological Land Management Holdings Group Limited" and the dual foreign name of the Company be changed from "愛世紀集團控股有限公司" to "中國生態土地治理控股集團有限公司" (the "**Change of Company Name**") with effect from the date of the certificate of incorporation on change of name issued by the Registrar of Companies in the Cayman Islands, and that any one of the directors of the Company be and is hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which he/she may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company."

By order of the Board
i.century Holding Limited
Wu Qifeng
Chairman

Hong Kong, 7 August 2026

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

Headquarters and Principal Place of Business:
19th Floor, COFCO Tower
262 Gloucester Road
Causeway Bay, Hong Kong

Notes:

(1) All resolutions at the AGM will be taken by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the GEM Listing Rules. The results of the poll will be published on the website of the Stock Exchange at https://www.hkexnews.hk and the Company's website at www.icenturyholding.com in accordance with the GEM Listing Rules.

(2) Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the shareholder to speak at the meeting. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. If more than one proxy is appointed, the number of shares of the Company in respect of which each such proxy so appointed must be specified in the relevant form of proxy. A proxy need not be a shareholder of the Company.

(3) To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's Hong Kong branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 Hours before the time appointed for holding the AGM (i.e. 11:00 a.m. on Wednesday, 9 September 2026) or any adjourned meeting and in default thereof the form of proxy shall not be treated as valid.

(4) Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the AGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.

(5) Where there are joint registered holders of any share, any one of such persons may vote at the AGM, either in person or by proxy, in respect of such shares as if he was solely entitled thereto; but if more than one of such joint registered holders be present at the AGM either personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

(6) To ascertain the entitlement of shareholders of the Company to attend and vote at the AGM, the transfer books and register of members of the Company will be closed from Tuesday, 8 September 2026 to Friday, 11 September 2026 (both days inclusive), during of which no transfer of shares will be effected. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 7 September 2026. The record date for determining the entitlement of the Shareholders to attend and vote at the AGM is on Friday, 11 September 2026.

(7) If Typhoon Signal No. 8 or above, or "extreme conditions" caused by super typhoons or a "black" rainstorm warning is in effect any time after 9:00 a.m. on the date of the AGM, the meeting will be adjourned in accordance with the articles of association of the Company. The Company will publish an announcement on website of the Stock Exchange at https://www.hkexnews.hk and the Company's website at www.icenturyholding.com to notify shareholders of the Company of the date, time and place of the adjourned meeting.

(8) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

(9) Pursuant to Rule 17.47(4) of the GEM Listing Rules, all resolutions set out in this notice will be decided by poll at the above meeting.