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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)

SUPPLEMENTAL ANNOUNCEMENT TO 2020 ANNUAL REPORT

References are made to (i) the prospectus of i.century Holding Limited (the “**Company**” together with its subsidiaries, the “**Group**”) dated 29 March 2018 (the “**Prospectus**”) in relation to the listing (the “**Listing**”) of shares by the Company on the GEM of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) by way of share offer, (ii) the annual report for the year ended 31 March 2019 published on 28 June 2019 (the “**2019 Annual Report**”), (iii) the interim report of the Company for the six months ended 30 September 2019 published on 12 November 2019 (the “**2020 Interim Report**”), and (iv) the annual report of the Company for the year ended 31 March 2020 published on 29 June 2020 (the “**2020 Annual Report**”) in which the utilization of the net proceeds from the Listing up to 31 March 2020 was disclosed. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as defined in the Prospectus.

This announcement is made to provide supplemental information to the 2020 Annual Report and an update of the Company’s plan on the Unutilized Net Proceeds (as defined below) from the Listing.

PLANNED USE OF PROCEEDS

The actual amount of the net proceeds from the Share Offer (after deducting underwriting commission and other relevant expenses) was approximately HK\$31.0 million (the “**Net Proceeds**”). As disclosed in the Prospectus, the Net Proceeds would be applied to (1) setting up representative offices in the U.S. and France, (2) establishing a quality control office in the PRC, (3) repaying bank borrowings and (4) being used as general working capital. As at 31 March 2020, the Group has utilized approximately HK\$14.2 million of the Net Proceeds as follows:

Intended use of Net Proceeds	Planned use of Net Proceeds as stated in the Prospectus <i>HK'000</i>	Actual use of Net Proceeds as at 31 March 2019 <i>HK'000</i>	Actual use of Net Proceeds as at 30 September 2019 <i>HK'000</i>	Actual use of Net Proceeds as at 31 March 2020 <i>HK'000</i>	Unutilized Net Proceeds as at 31 March 2020 <i>HK'000</i>
Setting up representative offices in the U.S. and France	20,257	853	1,606	3,476	16,781
Establishing a quality control office in the PRC	4,679	410	973	4,679	–
Repaying bank borrowings	4,144	4,144	4,144	4,144	–
General working capital	1,900	1,900	1,900	1,900	–
	<u>30,980</u>	<u>7,307</u>	<u>8,623</u>	<u>14,199</u>	<u>16,781</u>

DELAY IN THE APPLICATION OF THE UNUTILIZED NET PROCEEDS

As at 31 March 2020, the Unutilized Net Proceeds amounted to approximately HK\$16.8 million (the “**Unutilized Net Proceeds**”). For the reasons further explained below, the board (the “**Board**”) of directors (the “**Directors**”) of the Company has decided to temporarily delay the application of the Unutilized Net Proceeds for the expansion of our representative offices in the U.S. and France (the “**DELAY**”).

(1) France and other European markets

The recent outbreak of the COVID-19 has severely impacted our business operation in Europe. Major European countries, including France, have been subjected to national lockdowns for months. Operation of businesses have been severely affected and economy slumps contributed to the decrease in demands to our SCM services. In addition, the so-called “yellow vests movement” which begun in October 2018 led to large-scale nation-wide protests in France and seriously disrupted everyday social and economic activities. Due to the decreased business needs of the Group from the European markets, the Group had suspended the application of Net Proceeds for the recruitment of new operation personnel in the representative office in France and the participation in trade shows and sourcing shows in Europe.

Although business activities have been gradually resuming in Europe, recovery of economy in European countries remains uncertain and the recent bounce-back in COVID-19 cases in some European countries suggests that there may be a resumption of lockdown measures from time to time. The Board considered that the Group’s business expansion plan in Europe has been and will be impeded by the postponed resumption of normal operation and low consumers’ demand. In light of the aforementioned, the Board is of the view that a delay of the application of Net Proceeds in our France representative office, will enable the Group to better utilize the Net Proceeds upon market recovery. The Board expects the usage of the Unutilized Net Proceeds for the expansion of our France representative office by 31 March 2022. The above expected timeline is based on the Board’s best estimation that the current COVID-19 pandemic will continue until the beginning of 2021 barring unforeseen circumstances and would be subject to revision based on future development of market condition.

(2) The U.S. Market

As disclosed in the 2019 Annual Report, 2020 Interim Report, and the 2020 Annual Report, the Group has faced high degree of uncertainty in terms of global trade condition derived from the PRC-U.S. trade dispute over the past year and the COVID-19 global pandemic. The Group has been taking a very cautious and conservative approach and suspended the application of Net Proceeds for the recruitment of personnel at the representative offices in the U.S., and has been closely monitoring the development of the aforementioned global events.

The Board is of the view that the global uncertainty has further deepened due to the intensifying PRC-U.S. political and trade disputes, uncontained spread of COVID-19 and delayed resumption of business operations.

In light of the above, the Board is of the view that adopting a conservative and prudent approach to delay the application of Net Proceeds to our U.S. representative office is appropriate and the Delay allows the Group to better position itself financially for future potential market revival. The Board currently expects the usage of the Unutilized Net Proceeds for the expansion of our U.S. representative office by 31 March 2022. The above expected timeline is based on the Board’s best estimation that the uncertain market condition caused by COVID-19 and the PRC-U.S. political and trade disputes will see improvement earliest by the beginning of 2021 barring unforeseen circumstances and would be subject to revision based on future development of market condition.

The Board will continue to adopt a cautious approach and continuously assess the plans for use of the Unutilized Net Proceeds, and may further revise or amend such plans where necessary to respond to the changing market conditions. Save as disclosed in this announcement, there are no other changes in the use of the Net Proceeds as set out in the Prospectus.

The supplemental information provided in this announcement does not affect other information contained in the 2020 Annual Report and, save as disclosed above, the contents of the 2020 Annual Report remains unchanged.

By order of the Board
i.century Holding Limited
Leung Kwok Hung Wilson

Chairman, Executive Director and Chief Executive Officer

Hong Kong, 24 August 2020

As at the date of this announcement, the Executive Directors are Mr. Leung Kwok Hung Wilson (Chairman and Chief Executive Officer), Ms. Tam Shuk Fan and Ms. Lee Yin Mei; and the Independent Non-Executive Directors are Ms. Cheung Wai Man, Mr. Lau Yau Chuen Louis and Mr. Lee Kwun Ting.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting. This announcement will also be posted on the Company’s website at www.icenturyholding.com.