



世紀娛樂國際控股有限公司
CENTURY ENTERTAINMENT INTERNATIONAL HOLDINGS LIMITED
(Incorporated in Bermuda with limited liability)
(Stock Code: 959)

**CONNECTED TRANSACTION
IN RELATION TO THE PROPOSED EXTENSION OF
THE MATURITY DATE OF THE CONVERTIBLE BOND**

11 November 2022

To the Independent Shareholders

Dear Sirs or Madams,

We refer to the circular of the Company to the Shareholders dated 11 November 2022 (the “**Circular**”) of which this letter forms part. Terms defined in the Circular bear the same meanings herein unless the context otherwise requires.

We have been appointed by the Board as members of the Independent Board Committee, which has been established to consider the Amendment Agreement, the Extension and the grant of the Specific Mandate, and advise the Independent Shareholders whether, in our opinion, its terms are fair and reasonable so far as the Independent Shareholders are concerned, on normal commercial terms, and in the interests of the Company and the Shareholders as a whole. Euto Capital Partners Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this respect.

We wish to draw your attention to the letter from the Board and the letter from the Independent Financial Adviser as set out in the Circular. Having considered the principal factors and reasons considered by, and the advice of the Independent Financial Adviser as set out in its letter of advice, we consider that although the Amendment Agreement and the Extension are not conducted in the ordinary and usual course of business of the Group,

given the nature of and the reasons for the transaction, we consider the Amendment Agreement, the Extension and the grant of the Specific Mandate are fair and reasonable, on normal commercial terms, and in the interests of the Company and the Shareholders as a whole.

We also consider that the Amendment Agreement, the Extension and the grant of the Specific Mandate, are fair and reasonable so far as the Independent Shareholders are concerned. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the SGM to approve the Amendment Agreement, the Extension and the grant of the Specific Mandate.

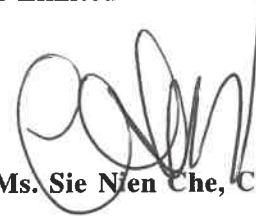
Yours faithfully,
For and on behalf of the
Independent Board Committee of
Century Entertainment International Holdings Limited

Ms. Yeung Pui Han, Regina

Mr. Li Chi Fai

Ms. Sie Nien Che, Celia

Independent Non-executive Directors





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