

DATE : 30th September 2022

CENTURY ENTERTIANMENT INTERNATIONAL HOLDINGS LIMITED

and

NG MAN SUN

AMENDMENT AGREEMENT

in relation to the Subscription Agreement in respect of

HK\$50,000,000 Convertible Bond

dated 30 December 2020

THIS AMENDMENT AGREEMENT is made on 20th September 2022.

BETWEEN:

- (1) **CENTURY ENTERTAINMENT INTERNATIONAL HOLDINGS LIMITED**, a company listed on the Stock Exchange of Hong Kong Limited having its head office at Room G02, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong (the “**Company**”); and
- (2) **NG MAN SUN**, of Room G02, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong of the other part (the “**Subscriber**”).

WHEREAS:

- (A) This Amendment Agreement is supplemental to the subscription agreement in respect of the zero-coupon convertible bond due September 2022 in the principal amount of HK\$50,000,000 (the “**Convertible Bond**”) dated 30 December 2020 entered into between the Company and the Subscriber (the “**Subscription Agreement**”) and the supplemental agreement dated 15 January 2021 entered into between the Company and the Subscriber for the purpose to amend certain terms and conditions of the Subscription Agreement (the “**Supplemental Subscription Agreement**”). All terms defined in the Subscription Agreement shall, unless varied or amended by this Amendment Agreement, have the same meaning as in the Subscription Agreement as supplemented by the Supplemental Subscription Agreement.
- (B) The Company and the Subscriber have agreed to enter into this Amendment Agreement to further supplement, vary and amend (as the case may be) the Subscription Agreement as supplemented by the Supplemental Subscription Agreement subject to the terms and conditions hereinafter contained.

NOW THE PARTIES HEREBY AGREED as follows:

1. EXTENSION OF MATURITY DATE

- 1.1 The maturity date shall be extended from 30 September 2022 to 30 September 2025 (the “**Extension**”).
- 1.2 As it is anticipated that the Convertible Bond will mature prior to the Amendment Agreement becoming effective, the Subscriber has hereby undertaken that he will not
 - (i) sell, dispose, pledge, or otherwise transfer the Convertible Bond;
 - (ii) exercise the Conversion Rights attached to the Convertible Bond; or
 - (iii) require the Company to redeem the whole or part of the Convertible Bond,

during the period from the original maturity date (i.e. 30 September 2022) up to the date of the special general meeting of the Company (“**SGM**”) to be convened and held for the shareholders to consider and, if thought fit, approve this Amendment Agreement.

2. CONDITIONS PRECEDENT

- 2.1 The Amendment Agreement will only become effective upon the all of the following conditions having been fulfilled by 30 November 2022 (Hong Kong time) (or such later time and date as the Subscriber and the Company may agree in writing):
- (a) the Stock Exchange having approved the Extension as contemplated by the Amendment Agreement;
 - (b) the Stock Exchange granting its approval for the listing of, and permission to deal in, the Conversion Shares which may fall to be allotted and issued upon exercise of the Conversion Rights attached to the Convertible Bond as amended and supplemented by the Amendment Agreement; and
 - (c) the approval by the Independent Shareholders of the Amendment Agreement, the Extension and the grant of the specific mandate at the SGM to be held and convened.
- 2.2 If any of the conditions specified in Clause 2.1 are not fulfilled by the time specified therein, the Subscriber may, at any time thereafter, terminate its obligations under this Amendment Agreement by notice in writing to the Company, whereupon the obligations of the Subscriber under this Amendment Agreement shall forthwith cease and terminate and none of the Company or the Subscriber shall have any claim against the other of them. None of the conditions specified above are waivable by the Company or the Subscriber.

3. EFFECT OF THIS AMENDMENT AGREEMENT

- 3.1 Save as supplemented, varied or amended by the Supplemental Subscription Agreement and this Amendment Agreement, all the terms and conditions of the Subscription Agreement shall remain in full force and effect.

4. COSTS AND EXPENSES

- 4.1 Each party shall bear its own legal, accountancy and other costs and expenses incurred in connection with the preparation, negotiation and settlement of this Amendment Agreement (and other documents referred to in this Amendment Agreement).

AS WITNESS where of this Amendment Agreement have been duly executed on the date first above written.

THE COMPANY

SIGNED by)
for and on behalf of)
CENTURY ENTERTAINMENT)
INTERNATIONAL HOLDINGS LIMITED)
in the presence of:)



THE SUBSCRIBER

SIGNED by)
NG MAN SUN)
in the presence of:)

