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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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Century Sunshine Group Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

This circular should be read in conjunction with the accompanying annual report of the Company for the year ended 31 December 2013.

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世紀陽光

世紀陽光集團控股有限公司

CENTURY SUNSHINE GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 509)

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND
TO REPURCHASE SHARES
AND
(2) RE-ELECTION OF DIRECTORS
AND
(3) SCRIP DIVIDEND SCHEME IN RELATION TO
THE FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2013
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Level 5, Two Exchange Square, 8 Connaught Place, Central, Hong Kong on 28 April 2014 at 2:30 p.m. or any adjournment thereof is set out on pages 20 to 24 of this circular.

Whether or not you intend to attend and vote at the AGM in person, please complete 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (which will be relocated to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014) as soon as practicable but in any event not later than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

17 March 2014

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“AGM”	the annual general meeting of the Company to be held at Level 5, Two Exchange Square, 8 Connaught Place, Central, Hong Kong on 28 April 2014 at 2:30 p.m., notice of which is set out on pages 20 to 24 of this circular;
“Alpha Sino”	Alpha Sino International Limited, a company incorporated in the British Virgin Islands and the controlling shareholder of the Company;
“Articles”	the articles of association of the Company;
“associate(s)”	has the same meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“Company”	Century Sunshine Group Holdings Limited (世紀陽光集團控股有限公司), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange;
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules;
“controlling shareholder”	has the same meaning ascribed to it under the Listing Rules;
“Directors”	the directors of the Company;
“Final Dividend”	the final dividend of HK\$0.02 per Share for the year ended 31 December 2013 proposed to be approved by Shareholders at the AGM;
“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;
“Issue Mandate”	the proposed general mandate to be granted to the Directors to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution granting such mandate;

DEFINITIONS

“Latest Practicable Date”	10 March 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum”	the memorandum of association of the Company;
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“Qualifying Shareholders”	the Shareholders whose name are shown on the register of members of the Company on the Record Date, other than Shareholder(s) whose name(s) appear(s) on the register of members of the Company on the Record Date and whose registered address(es) on that date is/are outside Hong Kong (if any) to whom the Directors, based on legal advice provided by legal advisers and on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place, consider it necessary or expedient to exclude such Shareholder(s) from the Scrip Dividend Scheme;
“Record Date”	Tuesday, 13 May 2014;
“Repurchase Mandate”	the proposed general mandate to be granted to the Directors to permit the repurchase of fully paid-up Shares of up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution granting such mandate;
“Scrip Dividend Scheme”	the proposed scrip dividend alternative to be offered to the Shareholders whereby Shareholders may elect to receive their Final Dividend wholly or partly by the issue and allotment of Scrip Shares credited as fully paid in lieu of cash;
“Scrip Share(s)”	new Share(s) to be issued under the Scrip Dividend Scheme;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time;
“Share(s)”	the ordinary share(s) of HK\$0.02 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of the Share(s);

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers; and
“%”	per cent.

LETTER FROM THE BOARD



世紀陽光

世紀陽光集團控股有限公司

CENTURY SUNSHINE GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 509)

Executive Directors:

Mr. Chi Wen Fu (Chairman)

Mr. Shum Sai Chit

Ms. Chi Bi Fen

Mr. Yang Yuchuan

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Non-executive Director:

Mr. Guo Mengyong

Head office and principal place of business:

Unit 2605, 26th Floor

Harbour Centre

25 Harbour Road

Wanchai

Hong Kong

Independent non-executive Directors:

Mr. Kwong Ping Man

Mr. Liu Hoi Keung

Mr. Sheng Hong

17 March 2014

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND
TO REPURCHASE SHARES
AND
(2) RE-ELECTION OF DIRECTORS
AND
(3) SCRIP DIVIDEND SCHEME IN RELATION TO
THE FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2013
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM regarding (i) the approval of the general mandates to issue and allot new Shares and to repurchase the Shares; (ii) the re-election of Directors and (iii) the approval of the Scrip Dividend Scheme.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 8 May 2013, the Shareholders passed resolutions granting the Directors general mandates to allot and issue new Shares and to repurchase Shares respectively. Such mandates will expire and lapse at the conclusion of the AGM. It is therefore proposed to renew the general mandates to issue, allot and deal with Shares and to repurchase Shares at the AGM.

Issue Mandate

At the AGM, an ordinary resolution will be proposed to the Shareholders to consider and, if thought fit, approve the Issue Mandate which will enable the Directors to exercise the power of the Company to allot, issue and otherwise deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing such resolution. In addition, an ordinary resolution will also be proposed to the Shareholders to consider and, if thought fit, approve the extension of the Issue Mandate by adding to the aggregate number of Shares which may be allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with by the Directors pursuant to the Issue Mandate the number of Shares repurchased under the Repurchase Mandate, if granted.

As at the Latest Practicable Date, the issued and fully paid up share capital of the Company comprised 2,755,747,868 Shares. Assuming that there is no change in the issued and fully paid up share capital of the Company between the period from the Latest Practicable Date and the date of passing of the resolution approving the Issue Mandate, the maximum number of Shares which may be issued pursuant to the Issue Mandate will be 551,149,573 Shares.

Details of the Issue Mandate and the extension of the Issue Mandate are respectively set out in ordinary resolutions numbered 5 and 7 in the notice of the AGM set out on pages 21 to 23 of this circular.

Repurchase Mandate

At the AGM, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, approve the Repurchase Mandate which will enable the Directors to exercise the power of the Company to repurchase Shares up to 10% of the issued and fully paid up share capital of the Company as at the date of passing of such resolution. The Company's authority is restricted to repurchase Shares in the market in accordance with the Listing Rules.

As at the Latest Practicable Date, the issued and fully paid up share capital of the Company comprised 2,755,747,868 Shares. Assuming that there is no change in the issued and fully paid up share capital of the Company between the period from the Latest Practicable Date and the date of passing of the resolution approving the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 275,574,786 Shares.

Pursuant to the Listing Rules, an explanatory statement containing all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate is set out in Appendix I hereto.

LETTER FROM THE BOARD

Details of the Repurchase Mandate are set out in ordinary resolution numbered 6 in the notice of the AGM set out on pages 22 to 23 of this circular. Both the Issue Mandate and the Repurchase Mandate will expire upon the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or
- (c) the revocation or variation of such authority by an ordinary resolution of the Shareholders in general meeting.

RE-ELECTION OF DIRECTORS

Pursuant to article 87(1) of the Articles, at each annual general meeting, one-third of the Directors for the time-being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. Pursuant to article 87(2) of the Articles, a retiring Director shall be eligible for re-election. In addition, pursuant to articles 86(3) and 87(2) of the Articles, any Director so appointed to fill a casual vacancy or as an addition to the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election (but shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation).

Accordingly, Mr. Shum Sai Chit, Ms. Chi Bi Fen, Mr. Kwong Ping Man, Mr. Liu Hoi Keung and Mr. Yang Yuchuan (being a Director appointed by the Board after the preceding general meeting of the Company) shall retire at the AGM and, being eligible, would offer themselves for re-election at the AGM.

Details of the retiring Directors proposed for re-election at the AGM are set out in Appendix II of this circular.

SCRIP DIVIDEND SCHEME

As stated in the announcement of the annual results for the year ended 31 December 2013 of the Company dated 5 March 2014, the Directors had resolved to recommend the payment of a final dividend of HK\$0.02 per Share for the year ended 31 December 2013 to the Shareholders whose names appear on the register of members of the Company on the Record Date with an option to elect to receive the Final Dividend wholly or partly by way of the Scrip Share(s) in lieu of cash under the Scrip Dividend Scheme, subject to the approval of the Shareholders of the Final Dividend (with such scrip option) at the AGM and the grant by the Listing Committee of the Stock Exchange of the listing of, and permission to deal in, the Scrip Shares to be allotted and issued pursuant thereto.

Subject to compliance with the Articles and the Companies Law of the Cayman Islands, the payment for the Final Dividend shall be out of the share premium account of the Company. Under Section 34(2) of the Companies Law of the Cayman Islands, the share premium account may be applied by the company, subject to the provisions of its memorandum and articles of association, in paying dividends to shareholders provided that no dividend may be paid to members out of the share premium account unless, immediately

LETTER FROM THE BOARD

following the date on which the dividend is proposed to be paid, the company shall be able to pay its debts as they fall due in the ordinary course of business. The Board confirms that with respect to the intended payment of the Final Dividend out of the Company's share premium account, the Company meets the solvency test as laid down under the Companies Law of the Cayman Islands and shall be able to pay its debts as they fall due in the ordinary course of business immediately following the date on which the Final Dividend is proposed to be paid.

Particulars of the Scrip Dividend Scheme

Under the Scrip Dividend Scheme, Qualifying Shareholders may elect to receive the Final Dividend in one of the following ways:

- (a) cash of HK\$0.02 for each Share held on the Record Date; or
- (b) an allotment of Scrip Shares credited as fully paid (according to the basis of allotment provided hereinafter); or
- (c) partly in cash and partly in the form of Scrip Shares.

Basis of allotment of Scrip Shares

For the purpose of calculating the number of Scrip Shares to be issued and allotted to Qualifying Shareholders pursuant to the Scrip Dividend Scheme, the price per Scrip Share will be HK\$0.70 per Share, which represents approximately 25.21% and 25.05% discount to the average value of the closing prices per Share as quoted on the Stock Exchange for the 5 and 20 consecutive trading days respectively preceding 5 March 2014 (the date of Board meeting recommending the payment of the Final Dividend) and approximately 32.04% discount to the closing price per Share as quoted on the Stock Exchange on the Latest Practicable Date (that is, HK\$1.03).

The number of Scrip Shares to be issued will be rounded down to the nearest whole number of Scrip Shares and no Qualifying Shareholder is entitled to be allotted and issued any fraction of a Scrip Share under the Scrip Dividend Scheme. Fractional entitlements to Scrip Shares will be aggregated and sold for the benefit of the Company.

If no shareholder will elect to receive the Final Dividend in form of the Scrip Shares, based on 2,755,747,868 existing Shares in issue as at the Latest Practicable Date, and assuming no further Shares will be issued or repurchased before the Record Date, the total cash dividend payable by the Company in respect of the Final Dividend would be approximately HK\$55,114,957.36.

If all the Shareholders elect to receive the Final Dividend by way of allotment of Scrip Shares, on the basis of 2,755,747,868 existing Shares in issue as at the Latest Practicable Date, and assuming no further Shares will be issued or repurchased before the Record Date, it is anticipated that 78,735,653 Scrip Shares, representing approximately 2.86% of the existing issued share capital of the Company and approximately 2.78% of the issued share capital of the Company as enlarged by the issue of Scrip Shares, will be issued under the Scrip Dividend Scheme.

LETTER FROM THE BOARD

The Scrip Shares will rank pari passu in all respects with the existing issued Shares save that they will not be entitled to the Final Dividend.

Advantages of the Scrip Dividend Scheme

The Scrip Dividend Scheme will give the Shareholders the opportunity to increase their investment in the Company without incurring brokerage fees, stamp duty and related dealing costs. The Scrip Dividend Scheme will also be to the advantage of the Company because, to the extent that the Shareholders elect to receive the Scrip Shares in lieu of cash, such cash as would otherwise have been paid to the Shareholders will be retained for operation by the Company.

Record Date and Closure of Register of Members

Subject to the Shareholders' approval on the declaration of the Final Dividend at the AGM, the last day for dealing in Shares cum entitlements to the Final Dividend will be on Tuesday, 29 April 2014. Shareholders are reminded that in order to qualify for the Final Dividend, all transfers of Shares accompanied by the relevant share certificate and transfer forms must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (which will be relocated to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014) not later than 4:00 p.m. on Friday, 2 May 2014.

The register of members of the Company will be closed from Monday, 5 May 2014 to Tuesday, 13 May 2014 (both days inclusive), during which no transfer of Shares will be effected, in order to ascertain and determine the entitlement of the Shareholders to the Final Dividend.

Stock Exchange Listing and Dispatch of Share Certificates

Subject to the passing of the resolution at the AGM approving the declaration of the Final Dividend and the Scrip Dividend Scheme, the Scrip Dividend Scheme is conditional upon listing approval being granted by the Stock Exchange in respect of the Scrip Shares to be issued pursuant thereto. Application will be made to the Listing Committee of the Stock Exchange for the listing of and permission to deal in the Scrip Shares.

It is expected that the certificates for the Scrip Shares, and cheques for cash entitlements, will be posted to Shareholders at the risk of those entitled thereto on or about Friday, 27 June 2014. The first date of dealings in the Scrip Shares is expected to be around Monday, 30 June 2014. Subject to the granting of listing of, and permission to deal in, the Scrip Shares issued pursuant to the Scrip Dividend Scheme on the Stock Exchange, such Scrip Shares will be accepted as eligible securities by Hong Kong Securities Clearing Company Limited for deposit, clearance and settlement in the Central Clearing and Settlement System. Shareholders should seek the advice of their licensed securities dealer or other professional adviser for details of these settlement arrangements and how such arrangements will affect their rights and interests.

No part of the Scrip Shares will be listed or dealt in on any other stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

LETTER FROM THE BOARD

On the condition that the payment of the Final Dividend by way of the Scrip Dividend Scheme is approved by the Shareholders at the AGM, a circular containing further details of the Scrip Dividend Scheme (including the election details under the Scrip Dividend Scheme and information regarding such overseas Shareholders whom the Directors consider it necessary or expedient for the Company to exclude from the Scrip Dividend Scheme pursuant to Rule 13.36(2) of the Listing Rules and the enquiries made by the Company in this regard), together with a form of election (to the Qualifying Shareholders only), will be dispatched to the Shareholders shortly after the Record Date.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at Level 5, Two Exchange Square, 8 Connaught Place, Central, Hong Kong on 28 April 2014 at 2:30 p.m. or any adjournment thereof is set out on pages 20 to 24 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

Whether or not you intend to attend and vote at the AGM in person, you are requested to complete 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (which will be relocated to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014), as soon as practicable but in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to the Articles and Rule 13.39(4) of the Listing Rules, a resolution put to the vote of a general meeting shall be decided on a poll except where the chairman, in good faith, decide to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all ordinary resolutions proposed at the AGM as set out in the notice on pages 20 to 24 of this circular shall be voted by poll.

RECOMMENDATIONS

The Directors consider that the proposals for granting of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate, the re-election of the Directors and the Scrip Dividend Scheme are all in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolutions to be proposed at the AGM in respect thereof.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 the information contained in this circular 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 circular misleading.

LETTER FROM THE BOARD

GENERAL INFORMATION

Your attention is also drawn to the information as set out in the Appendices to this circular.

Yours faithfully,
For and on behalf of the Board
Chi Wen Fu
Chairman

This Appendix serves as an explanatory statement required by the Listing Rules to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

LISTING RULES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their own shares subject to certain restrictions.

(a) Shareholders' approval

All proposed repurchases of shares on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval.

(b) Source of funds

Repurchases of shares must be made out of funds legally available for such purpose in accordance with the company's constitutive documents and the laws of the jurisdiction in which the company is incorporated or established.

(c) Status of shares to be repurchased

The shares proposed to be purchased by the Company must be fully-paid up.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was HK\$55,114,957.36 comprising 2,755,747,868 Shares and share options entitling holders thereof to subscribe for 240,445,000 Shares were outstanding.

Subject to the passing of the proposed ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares are issued, allotted or repurchased by the Company prior to the AGM, the exercise of the Repurchase Mandate in full would enable the Company to repurchase up to 275,574,786 Shares during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company following the passing of the ordinary resolution referred to herein; (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 of the Cayman Islands to be held; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

REASONS FOR SHARE REPURCHASE

Although the Directors have no present intention of repurchasing the Shares, they believe that it is in the best interests of the Company and the Shareholders to continue to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. 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 and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASE

It is envisaged that any repurchase of Shares would be financed out of funds which are legally available for such purpose in accordance with the Memorandum and the Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands. Any repurchases must be made out of funds of the Company legally permitted to be utilized in this connection, including out of the profits of the Company, out of the share premium account of the Company or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase or, if so authorized by the Articles subject to the Companies Law of the Cayman Islands, out of capital. Any premium payable on a repurchase over the par value of the shares to be purchased must be provided for out of either or both of the profits of the Company or the Company's share premium account or if so authorized by the Articles and subject to the provisions of the Companies Law of the Cayman Islands, out of capital.

There might be 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 2013) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact 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.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Trading price per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2013		
February	0.84	0.61
March	0.85	0.73
April	0.82	0.69
May	0.95	0.71
June	0.95	0.67
July	0.94	0.70
August	0.90	0.84
September	0.88	0.72
October	0.82	0.72
November	0.82	0.74
December	0.84	0.75
2014		
January	0.92	0.76
February	1.13	0.82
March (up to and including the Latest Practicable Date)	1.08	0.89

DISCLOSURE OF INTERESTS

As at the Latest Practicable Date, none of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates had any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no connected person has notified the Company that he/she has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

UNDERTAKING OF THE DIRECTORS

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

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 of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Alpha Sino, Mr. Chi Wen Fu and his sisters, namely, Ms. Chi Bi Fen and Ms. Chi Bi Bing together held approximately 40.29% of the issued share capital of the Company and they are presumed to be acting in concert under the Takeovers Code. Any increase in shareholdings in the Company which is outside the 2% creeper as specified in Rule 26.1 of the Takeovers Code will give rise to an obligation to make a mandatory offer for the Company under Rule 26 of the Takeovers Code. If the Directors exercise the Repurchase Mandate in full, the proportionate interest of Alpha Sino, Mr. Chi Wen Fu, Ms. Chi Bi Fen and Ms. Chi Bi Bing in the voting rights of the Company would increase to approximately 44.76%. Such an increase would give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to the extent that such an obligation under the Takeovers Code would arise.

Save as disclosed above, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any repurchase made pursuant to the Repurchase Mandate.

SHARE REPURCHASES BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not purchased any Shares whether on the Stock Exchange or otherwise.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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:

Mr. Shum Sai Chit, aged 56, was appointed as an executive Director on February 2004. Mr. Shum is also the Chief Operation Officer of the Group, a member of the remuneration committee of the Company and a director of certain major operating subsidiaries of the Company.

Prior to joining the Group, Mr. Shum was the managing director of Go Modern Limited which was principally engaged in manufacturing of textile products and trading activities. In 1984, Mr. Shum joined Fujian Textiles Import and Export Corporation as a manager to oversee importing and exporting of textile products. Mr. Shum graduated from Longxi Finance Training College, majoring in Consumer Product Pricing and Statistics. Mr. Shum joined the Group in January 2002.

Mr. Shum entered into a service agreement with the Company for a fixed term of 3 years commencing from 1 March 2014, subject to retirement and re-election in accordance with the articles of association of the Company. The service agreement may be terminated by 3 months' prior written notice given by either Mr. Shum or the Company at any time during the term of the agreement. Under Mr. Shum's service agreement, he is entitled to a fixed salary of HK\$600,000 per annum. In addition, Mr. Shum is also entitled to a discretionary management bonus calculated as a percentage of the audited consolidated net profit of the Group attributable to the shareholders (after tax and minority interests and the payment of such management bonus but before extraordinary and exceptional items), which percentage shall be determined by the Board provided that the aggregate amounts of the bonuses payable to all executive directors of the Company in respect of each financial year of the Company shall not exceed 5% of such net profit. The remuneration of Mr. Shum is subject to the annual review of the Board with reference to his contribution in terms of time, effort and his expertise. Under the service agreement, Mr. Shum will be reimbursed for all reasonable expenses incurred in connection with the performance of his duties to the Company. As an executive director of the Company, Mr. Shum will also be eligible to be granted options to subscribe for shares of the Company under the share option scheme adopted by the Company.

Mr. Shum did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date.

Apart from Mr. Shum's interests as beneficial owner of 7,311,940 Shares and interests in options entitling him to subscribe for 12,000,000 Shares at HK\$0.5 per Share, Mr. Shum did not have any other interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Shum did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last 3 years, and there are no matters concerning Mr. Shum that needs to be brought to the attention of the shareholders of the Company nor is there any other information regarding Mr. Shum required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Ms. Chi Bi Fen, aged 55, was appointed on 28 April 2006 as a non-executive director of the Company. She was re-designated as an executive director of the Company with effect from 1 June 2009. Ms. Chi is also a director of certain major operating subsidiaries of the Company. Before joining the Group in

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

March 2000, she was a deputy general manager of an electronics equipment company for more than 17 years. She has a diploma in Accounting and Finance from Fujian Province Finance Middle Professional College (福建財經中等專業學校) in the PRC and obtained the intermediate level of speciality in Accounting in the PRC. Ms. Chi has extensive experience in the field of accounting, taxation and finance in the PRC for more than 15 years.

Ms. Chi entered into a service agreement with the Company for a fixed term of 3 years commencing from 1 March 2014, subject to retirement and re-election in accordance with the articles of association of the Company. The service agreement may be terminated by 3 months' prior written notice given by either Ms. Chi or the Company at any time during the term of the agreement. Under Ms. Chi's service agreement, she is entitled to a fixed salary of HK\$600,000 per annum. In addition, Ms. Chi is also entitled to a discretionary management bonus calculated as a percentage of the audited consolidated net profit of the Group attributable to the shareholders (after tax and minority interests and the payment of such management bonus but before extraordinary and exceptional items), which percentage shall be determined by the Board provided that the aggregate amounts of the bonuses payable to all executive directors of the Company in respect of each financial year of the Company shall not exceed 5% of such net profit. The remuneration of Ms. Chi is subject to the annual review of the Board with reference to her contribution in terms of time, effort and her expertise. Under the service agreement, Ms. Chi will be reimbursed for all reasonable expenses incurred in connection with the performance of her duties to the Company. As an executive director of the Company, Ms. Chi will also be eligible to be granted options to subscribe for shares of the Company under the share option scheme adopted by the Company.

Ms. Chi is a sister of Mr. Chi Wen Fu, an executive director, chairman, chief executive officer and controlling shareholder of the Company. In addition, Ms. Chi is the director of and is interested in 35% of the issued share capital of Bande Investment Company Limited, which is interested in 10% of the issued share capital of Alpha Sino. Save as disclosed above, Ms. Chi did not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date.

Apart from Ms. Chi's interests as beneficial owner of 7,625,000 Shares and interests in options entitling her to subscribe for 15,000,000 Shares at HK\$0.5 per Share, Ms. Chi did not have any other interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Ms. Chi did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last 3 years, and there are no matters concerning Ms. Chi that needs to be brought to the attention of the shareholders of the Company nor is there any other information regarding Ms. Chi required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Kwong Ping Man, aged 49, was appointed as an independent non-executive director of the Company on 14 September 2004. He is also the chairman of the audit committee, the chairman of the remuneration committee and a member of the nomination committee of the Company.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Kwong is presently a director of O'Park Corporate Services Limited which provides corporate advisory services. Prior to joining the Group, he served as the Chief Financial Officer of various companies for almost 7 years. Mr. Kwong has over 15 years of experience in accounting, finance and administration. He obtained a Master's Degree in Professional Accounting from Hong Kong Polytechnic University. He is a member of CPA Australia, a fellow member of Hong Kong Institute of Certified Public Accountants, and an associate member of Hong Kong Institute of Company Secretaries. Mr. Kwong had been an independent non-executive director of Yueshou Environmental Holdings Limited (Stock Code: 1191) until 2011 and an independent non-executive director of Mitsumaru East Kit (Holdings) Limited (Stock Code: 2358) until 2012. Mr. Kwong is also currently an independent non-executive director of Tang Palace (China) Holdings Limited (Stock Code: 1181).

The Company has entered into a letter of appointment with Mr. Kwong in relation to the appointment of Mr. Kwong as an independent non-executive director of the Company. The appointment of Mr. Kwong will be for a fixed term of 2 years commencing from 1 January 2013 provided that either the Company or Mr. Kwong may terminate this appointment by giving at least three months' prior notice in writing, subject to the provisions of retirement and rotation of directors under the articles of association of the Company. Pursuant to the letter of appointment and subsequent revision of the remuneration package approved by the remuneration committee of the Company, the remuneration payable to Mr. Kwong is HK\$75,000 per annum. The remuneration is determined based on the estimated time to be spent by Mr. Kwong on the Company's matter and will be reviewed by the Board annually. Under the said letter of appointment, Mr. Kwong will be reimbursed for all reasonable expenses incurred in connection with the performance of his duties to the Company. As an independent non-executive director of the Company, Mr. Kwong will also be eligible to be granted options to subscribe for shares of the Company under the share option scheme adopted by the Company. Save as disclosed above, Mr. Kwong did not hold any position with the Company or any of its subsidiaries as at the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Kwong was interested in share options granted by the Company entitling him to subscribe for 5,000,000 Shares at HK\$0.5 per Share. Save as disclosed above, Mr. Kwong did not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. Mr. Kwong did not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date.

Save as disclosed above, Mr. Kwong did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last 3 years, and there are no matters concerning Mr. Kwong that needs to be brought to the attention of the shareholders of the Company nor is there any other information regarding Mr. Kwong required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Kwong has been serving as an independent non-executive Director of the Company for more than 9 years. The Company has received from Mr. Kwong a confirmation of independence pursuant to Rule 3.13 of the Listing Rules on 3 March 2014. Mr. Kwong does not hold any management position in the Group. Taking into consideration of his independent scope of work in the past years, the Board considers Mr. Kwong to be independent under the Listing Rules despite the fact that he has served the Company for more than nine years. The Board believes that the continued tenure of Mr. Kwong will bring considerable stability

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

to the Board and the operation of the Board will gain much constructive advices and assistance from his presence as he has over time gained valuable insight into the industry in which the Group operates. Therefore, separate resolution will be proposed at the AGM for his re-appointment.

Mr. Liu Hoi Keung, aged 49, was appointed as an independent non-executive director of the Company on 23 January 2009. He is also a member of the audit committee and remuneration committee of the Company. Mr. Liu is presently also an executive director of Genvon Group Limited (Stock Code: 2389). Prior to joining the Group, Mr. Liu had been the chief executive officer and an executive director of a listed company on main board in Hong Kong. Mr. Liu has over 20 years of experience in accounting, auditing, finance, and management. He received a Master of Science Degree in Electronic Commerce and Internet Computing from The University of Hong Kong. Mr. Liu is an associate member of Hong Kong Institute of Certified Public Accountants and a fellow member of Association of Chartered Certified Accountants.

The Company has entered into a letter of appointment with Mr. Liu in relation to the appointment of Mr. Liu as an independent non-executive director of the Company. The appointment of Mr. Liu will be for a fixed term of 2 years commencing from 1 January 2013 provided that either the Company or Mr. Liu may terminate this appointment by giving at least three months' prior notice in writing, subject to the provisions of retirement and rotation of directors under the articles of association of the Company. Pursuant to the letter of appointment and subsequent revision of the remuneration package approved by the remuneration committee of the Company, the remuneration payable to Mr. Liu is HK\$55,000 per annum. The remuneration is determined based on the estimated time to be spent by Mr. Liu on the Company's matter and Mr. Liu's working experience with the Company. It will be reviewed by the Board annually. Under the said letter of appointment, Mr. Liu will be reimbursed for all reasonable expenses incurred in connection with the performance of his duties to the Company. As an independent non-executive director of the Company, Mr. Liu will also be eligible to be granted options to subscribe for Shares under the Share Option Scheme.

Save and except his personal interest in options entitling him to subscribe for 3,000,000 Shares at HK\$0.5 per Share, Mr. Liu did not have any interests in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. Mr. Liu did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date. Save as disclosed above, Mr. Liu did not hold any other position with the Company or any of its subsidiaries as at the Latest Practicable Date.

Save as disclosed above, Mr. Liu did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last 3 years, and there are no matters concerning Mr. Liu that needs to be brought to the attention of the shareholders of the Company nor is there any other information regarding Mr. Liu required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Yang Yuchuan, aged 49, was appointed as an executive director of the Company on 1 July 2013.

Mr. Yang graduated from Shanghai Jiao Tong University in the People's Republic of China with a bachelor's degree in engineering (majoring in Refrigeration of the School of Mechanical Engineering) in 1985. In 1993, Mr. Yang obtained a master's degree of business administration from McLaren School of Business, University of San Francisco in the United States of America. Mr. Yang worked at Partners Capital Securities Limited as a director and responsible officer and was responsible for the operation of the company from April 2006 to March 2007 and from June 2008 to May 2013. From April 2007 to May 2013, he was the chief operating officer and responsible officer of Sunshine Asset Management (HK) Limited and was responsible for the operation and investments of the company. Partners Capital Securities Limited and Sunshine Asset Management (HK) Limited were subsidiaries of the Company for the period of 31 August 2010 to 29 November 2012. Mr. Yang has been a non-executive director of TTG Mobile Coupon Services Limited, a company listed on the Australian Securities Exchange (stock code: TUP) since December 2011.

Mr. Yang entered into a service agreement with the Company for a fixed term of 3 years commencing from 1 July 2013, subject to retirement and re-election in accordance with the articles of association of the Company. The service agreement may be terminated by 3 months' prior written notice given by either Mr. Yang or the Company at any time during the term of the agreement. Under Mr. Yang's service agreement, he is entitled to a fixed salary of HK\$600,000 per annum. In addition, Mr. Yang is also entitled to a discretionary management bonus calculated as a percentage of the audited consolidated net profit of the group attributable to the shareholders (after tax and minority interests and the payment of such management bonus but before extraordinary and exceptional items), which percentage shall be determined by the Board provided that the aggregate amounts of the bonuses payable to all executive directors of the Company in respect of each financial year of the Company shall not exceed 5% of such net profit. The remuneration of Mr. Yang is subject to the annual review of the Board with reference to his contribution in terms of time, effort and his expertise. Under the service agreement, Mr. Yang will be reimbursed for all reasonable expenses incurred in connection with the performance of his duties to the Company. As an executive director of the Company, Mr. Yang will also be eligible to be granted options to subscribe for shares of the Company under the share option scheme adopted by the Company.

Mr. Yang does not hold any other position with the Company or any of its subsidiaries as at the Latest Practicable Date and Mr. Yang does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company as at Latest Practicable Date. As at the Latest Practicable Date, the spouse of Mr. Yang is interested in 22,795,949 Shares and a corporation controlled by Mr. Yang is interested in 229,597,221 Shares. Therefore, Mr. Yang is deemed to be interested in such parcels of shares of the Company, being a total of 252,393,170 Shares.

Save as disclosed above, Mr. Yang does not have any other interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date and Mr. Yang did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last 3 years, and there are no matters concerning Mr. Yang that needs to be brought to the attention of the shareholders of the Company nor is there any other information regarding Mr. Yang required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



世紀陽光

世紀陽光集團控股有限公司

CENTURY SUNSHINE GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 509)

NOTICE IS HEREBY GIVEN that the annual general meeting of Century Sunshine Group Holdings Limited (世紀陽光集團控股有限公司) (the “**Company**”) will be held at Level 5, Two Exchange Square, 8 Connaught Place, Central, Hong Kong on 28 April 2014 at 2:30 p.m. for the following purposes:

As Ordinary Business

1. To receive and consider the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company (“**Director(s)**”) and auditors for the year ended 31 December 2013.
2. To declare a final dividend of HK\$0.02 per share for the year ended 31 December 2013 (“**Final Dividend**”) with an option to elect to receive the Final Dividend wholly or partly by issue and allotment of new shares credited as fully paid in lieu of cash by way of a scrip dividend scheme.
3. (a) To re-elect:
 - (i) Mr. Shum Sai Chit as executive Director;
 - (ii) Ms. Chi Bi Fen as executive Director;
 - (iii) Mr. Kwong Ping Man as independent non-executive Director who has served the Company for more than nine years as an independent non-executive Director;
 - (iv) Mr. Liu Hoi Keung as independent non-executive Director; and
 - (v) Mr. Yang Yuchuan as executive Director;
 - (b) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

As Special Business

5. To consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (d)(i) below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the **“Shares”**) and to make or grant offers, agreements, options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements, options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power to issue or allot Shares after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the general mandate in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d)(ii) below) or (ii) 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”**) or (iii) any grant or exercise of any option granted under any scheme or similar arrangement for the time being adopted for the grant or issue of options to subscribe for, or rights to acquire Shares or (iv) the exercise of any rights of subscription or conversion under any existing warrants, bonds, debentures, notes and other securities issued by the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:
 - (i) **“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:
 - (aa) the conclusion of the next annual general meeting of the Company;
 - (bb) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or

NOTICE OF ANNUAL GENERAL MEETING

- (cc) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (ii) “**Rights Issue**” means an offer of Shares or issue of options, warrants, or other securities giving the right to subscribe for Shares, open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities entitled to the offer) on a fixed record date in proportion to their holdings of such Shares (or, where appropriate, such other securities) as at that date (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, 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 applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).”
- 6. To consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT:**

 - (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognized by The Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or requirements of the Stock Exchange or other applicable rules and regulations as amended from time to time, be and is hereby generally and unconditionally approved;
 - (b) the aggregate nominal amount of the Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company during the Relevant Period pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue and fully paid-up as at the date of the passing of this resolution and the said approval shall be limited accordingly; 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 of the Cayman Islands to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
7. To consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of resolutions numbered 5 and 6 as set out in the notice convening the meeting of which this resolution forms part, the general mandate granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares pursuant to the said resolution numbered 5 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of Shares repurchased by the Company under the authority granted pursuant to the said resolution numbered 6, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the said resolution numbered 6.”

By Order of the Board
Chi Wen Fu
Chairman

Hong Kong, 17 March 2014

Head office and principal place of business:

Unit 2605, 26th Floor
Harbour Centre
25 Harbour Road
Wanchai
Hong Kong

Registered Office:

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

Notes:

- (1) Any shareholder entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is a holder of two or more Shares may appoint more than one proxy to attend and vote on the same occasion. A proxy need not be a shareholder of the Company.
- (2) In order 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 or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (which will be relocated to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014) not less than 48 hours before the time fixed for holding the meeting.
- (3) Completion and return of the form of proxy will not preclude members from attending and voting at the annual general meeting or any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

- (4) Where there are joint registered holders of any Share(s), any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such Share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting or any adjourned meeting thereof (as the case may be), the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (5) An explanatory statement regarding the general mandate for the repurchase of Shares sought in resolution numbered 6 is set out in Appendix I to the circular of the Company dated 17 March 2014 of which this notice forms part.
- (6) The register of members of the Company will be closed for the following periods:
 - (a) For the purpose of determining shareholders who are eligible to attend and vote at the annual general meeting, the register of members of the Company will be closed from Wednesday, 23 April 2014 to Monday, 28 April 2014, both days inclusive, during which period no transfer of shares will be registered. In order for the shareholders to be eligible to attend and vote at the annual general meeting, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong (which will be relocated to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014) not later than 4:00 p.m. on Tuesday, 22 April 2014 for registration.
 - (b) For the purpose of determining shareholders who qualify for the proposed final dividend, the register of members of the Company will also be closed from Monday, 5 May 2014 to Tuesday, 13 May 2014, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong (which will be relocated to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014) not later than 4:00 p.m. on Friday, 2 May 2014 for registration.