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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)

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Century Sunshine Group Holdings Limited (the “**Company**”) will be held at Unit 2605, 26th Floor, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong on Monday, 23 February 2015 at 11:00 a.m. to consider and, if thought fit, passing, with or without modifications, the following resolutions, unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 3 February 2015:–

AS ORDINARY RESOLUTIONS

1. “THAT:

- (a) the terms and conditions of the Sale and Purchase Agreement as defined and described in the circular of the Company dated 3 February 2015 (the “**Circular**”), a copy of the Sale and Purchase Agreement marked “A” together with a copy of the Circular marked “B” being tabled before the meeting and initialled by the chairman of the meeting for identification purpose, and all transactions contemplated thereunder and in connection therewith, including the acquisition of Sale Shares (as defined in the Circular), be and hereby approved, ratified and confirmed; and
- (b) the directors of the Company (the “**Director**”) be and are hereby authorised to execute all such other documents and agreements and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated under the Sale and Purchase Agreement and completion thereof as he may consider necessary, desirable or expedient to give effect to the Sale and Purchase Agreement and the transactions contemplated thereunder, including, without limitation, exercising or enforcing any right thereunder and to agree to any amendments to any of the terms of the Sale and Purchase Agreement.”

2. **“THAT:**

- (a) the terms and conditions of the Subscription Agreement as defined and described in the Circular, a copy of the Subscription Agreement marked “C” being tabled before the meeting and initialled by the chairman of the meeting for identification purpose, and all transactions contemplated thereunder and in connection therewith, including the subscription of the Subscription Shares (as defined in the Circular), be and hereby approved, ratified and confirmed; and
- (b) the Directors be and are hereby authorised to execute all such other documents and agreements and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated under the Subscription Agreement and completion thereof as he may consider necessary, desirable or expedient to give effect to the Subscription Agreement and the transactions contemplated thereunder, including, without limitation, exercising or enforcing any right thereunder and to agree to any amendments to any of the terms of the Subscription Agreement.”

3. **“THAT:**

- (a) Subject to and upon the Sale and Purchase Completion (as defined in the Circular) and the Subscription Completion (as defined in the Circular) making of the Offer to acquire all the Offer Shares excluding the Non-acceptance Shares (as defined in the Circular) under the Letter of Undertaking (as defined in the Circular), being 616,753,911 GS Shares, at the total consideration of the Offer of approximately HK\$283,213,396 based on the Offer Price (as defined in the Circular) by Octal Capital and Get Nice Securities, on behalf of the Offeror in compliance with the Takeovers Code be and is hereby approved; and
- (b) the Directors be and are hereby authorised to execute all such other documents and agreements and to do all such acts or things for and on behalf of the Company as they may consider appropriate or desirable relating to or in connection with the matters contemplated in and for completion of the Offer.”

By the Order of the Board
Century Sunshine Holdings Limited
Chi Wen Fu
Chairman

Hong Kong, 3 February 2015

Notes:

- (1) Any member of the Company entitled to attend and vote at the EGM (or any adjournment thereof) is entitled to appoint one proxy or more proxies (for member of the Company who is the holder of two or more shares) to attend and vote in his or her stead. A proxy need not be a member of the Company.
- (2) In order to be valid, the form of proxy completed in accordance with the instructions set out therein, 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, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.
- (3) In case of joint holders of any share, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the EGM in person or by proxy, then one of the said persons to present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- (4) A form of proxy for use at the EGM is enclosed herewith.

As at the date of this announcement, the directors of the Company are:

Executive directors: Mr. Chi Wen Fu, Mr. Shum Sai Chit, Ms. Chi Bi Fen and Mr. Yang Yuchuan

Non-executive director: Mr. Guo Mengyong

Independent non-executive directors: Mr. Kwong Ping Man, Mr. Sheng Hong and Mr. Lau Chi Kit

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.