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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)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 23 FEBRUARY 2015**

The Board is pleased to announce that all the resolutions as set out in the notice of EGM dated 3 February 2015 were duly passed by Shareholders by way of poll at the EGM held on 23 February 2015.

Reference is made to the circular incorporating a notice of extraordinary general meeting (“**EGM**”) of Century Sunshine Group Holdings Limited (the “**Company**”) dated 3 February 2015 in relation to, among other things, the entering into of the Sale and Purchase Agreement, the Subscription Agreement and the making of the Offer (the “**Circular**”). Unless otherwise defined herein, terms used in this announcement shall have the same meanings as defined in the Circular.

POLL RESULTS OF THE EGM

At the EGM held on 23 February 2015, a poll was demanded by the Chairman of the Meeting for voting on all the proposed resolutions as set out in the notice of EGM dated 3 February 2015.

The poll results are set out as follows:

Ordinary Resolutions		Number of Votes (%)		Total number of Shares voted
		For	Against	
1.	a. To approve, ratify and confirm the terms and conditions of the Sale and Purchase Agreement, and all transactions contemplated thereunder and in connection therewith, including the acquisition of Sale Shares.	1,427,740,990 (99.43%)	8,160,000 (0.57%)	1,435,900,990
	b. To approve and authorise the Directors 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.	1,427,740,990 (99.43%)	8,160,000 (0.57%)	1,435,900,990
2.	a. To approve, ratify and confirm the terms and conditions of the Subscription Agreement, and all transactions contemplated thereunder and in connection therewith, including the subscription of the Subscription Shares.	1,427,740,990 (99.43%)	8,160,000 (0.57%)	1,435,900,990
	b. To approve and authorise the Directors 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.	1,427,740,990 (99.43%)	8,160,000 (0.57%)	1,435,900,990
3.	a. To approve, subject to and upon the Sale and Purchase Completion and the Subscription Completion, by Octal Capital and Get Nice Securities, on behalf of the Offeror in compliance with the Takeovers Code make an Offer to acquire all the Offer Shares excluding the Non-acceptance Shares under the Letter of Undertaking, being 616,753,911 GS Shares, at the total consideration of the Offer of approximately HK\$283,213,396 based on the Offer Price.	1,427,740,990 (99.43%)	8,160,000 (0.57%)	1,435,900,990
	b. To approve and authorise the Directors 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.	1,427,740,990 (99.43%)	8,160,000 (0.57%)	1,435,900,990

At the EGM, as more than 50% of the votes were cast in favour of each of the resolutions, the above resolutions were duly passed by the Shareholders as ordinary resolutions.

The Company's Hong Kong branch share registrar, Tricor Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

None of the Shareholders was required to abstain from voting on the above resolutions at the EGM. As at the date of the EGM, the total number of issued ordinary shares of the Company was 2,905,638,537 Shares, which was the total number of Shares entitling the holders to attend and vote for or against the resolutions at the EGM. There were no restrictions on any Shareholders casting votes on any of the resolutions at the EGM.

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

Hong Kong, 23 February 2015

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

<i>Executive directors</i>	:	<i>Mr. Chi Wen Fu, Mr. Shum Sai Chit, Ms. Chi Bi Fen and Mr. Yang Yuchuan</i>
<i>Non-executive director</i>	:	<i>Mr. Guo Mengyong</i>
<i>Independent non-executive directors</i>	:	<i>Mr. Kwong Ping Man, Mr. Sheng Hong and Mr. Lau Chi Kit</i>