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)**

# ADJUSTMENTS TO OUTSTANDING OPTIONS AND THE SECOND CONVERTIBLE BONDS

The Board announces that, upon issuance of Bonus Shares, adjustments will be made to the exercise prices and the number of outstanding options and conversion prices of the Second Convertible Bonds pursuant to the relevant terms of the Share Option Scheme and the Second Convertible Bonds respectively. The relevant adjustments will take effect upon issuance of Bonus Shares.

Reference is made to the announcements of Century Sunshine Group Holdings Limited (the "**Company**") dated 26 March 2015 and 10 June 2015 (the "**Announcements**") in relation to the Bonus Issue. All capitalised terms used herein shall, unless otherwise defined, have the same meaning as those defined in the Announcements.

The board of directors (the "**Board**") of the Company announces that, upon issuance of Bonus Shares, adjustments will be made to the exercise prices and the number of outstanding options and conversion prices of the Second Convertible Bonds pursuant to the relevant terms of the Share Option Scheme and the Second Convertible Bonds respectively.

**Adjustment to the outstanding options**

With reference to the provisions of the Share Option Scheme, Rule 17.03(13) of the Listing Rules and supplementary guidance issued by the Stock Exchange on 5 September 2005 regarding the interpretation of Rule 17.03(13) of the Listing Rules, the exercise prices of the outstanding options and the number of Shares that can be subscribed for upon the exercise of the outstanding options will be adjusted upon issuance of Bonus Shares in the following manner:

| | | Immediately before issuance of Bonus Shares | | Immediately after issuance of Bonus Shares | |
|---|---|---|---|---|---|
| **Grant date** | **Exercise period** | **Exercise price per Share HK$** | **Number of Shares that can be subscribed for upon exercise of the outstanding options** | **Adjusted exercise price per Share HK$** | **Adjusted number of Shares that can be subscribed for upon exercise of the outstanding options** |
| 30 December 2011 | From 1 November 2012 to 31 October 2015 | 0.41085 | 31,641,480 | 0.39129 | 33,223,554 |
| 30 December 2011 | From 1 November 2012 to 30 December 2017 | 0.41085 | 105,512,166 | 0.39129 | 110,787,774 |
| 30 December 2011 | From 1 November 2016 to 30 December 2017 | 0.41085 | 7,301,880 | 0.39129 | 7,666,974 |
| 19 March 2013 | From 1 November 2013 to 31 October 2015 | 0.65736 | 18,254,700 | 0.62606 | 19,167,435 |
| 19 March 2013 | From 1 November 2013 to 31 December 2018 | 0.65736 | 15,090,552 | 0.62606 | 15,845,079 |
| 6 January 2015 | From 1 November 2015 to 31 October 2018 | 0.82171 | 7,910,370 | 0.78258 | 8,305,888 |
| 6 January 2015 | From 1 November 2015 to 31 October 2020 | 0.82171 | 32,858,460 | 0.78258 | 34,501,383 |
| | | | 218,569,608 | | 229,498,087 |

HLB Hodgson Impey Cheng Limited, the auditors of the Company has certified in writing the arithmetic accuracy of the calculation of the adjustments to the exercise prices of the outstanding options and the number of Shares that can be subscribed for upon the exercise of the outstanding options in accordance with Hong Kong Standard on Related Services 4400 "Engagements to Perform Agreed-Upon Procedures Regarding Financial Information" issued by the Hong Kong Institute of Certified Public Accountants and reported their factual findings, if any, to the Directors.

**Adjustments to the Second Convertible Bonds**

As the First Convertible Bonds of a principal amount of HK$115,000,000 had expired on 27 June 2015, no adjustment on conversion price was made.

Immediately prior to issuance of Bonus Shares, the Company had outstanding Second Convertible Bonds of a principal amount of HK$180,000,000 which entitled the holders thereof to subscribe for 176,733,956 fully paid Shares based on the conversion price of 1.01848 per new Share. Upon issuance of Bonus Shares, the conversion price of the Second Convertible Bonds will be adjusted in the following manner pursuant to the terms of the instrument relating to the Second Convertible Bonds:

| | | Immediately before issuance of Bonus Shares | | Immediately after issuance of Bonus Shares | |
|---|---|---|---|---|---|
| **Date of issue** | **Maturity period** | **Conversion price HK$** | **Number of Shares that can be issued upon conversion of the Second Convertible Bonds** | **Adjusted conversion price HK$** | **Adjusted number of Shares that can be issued upon conversion of the Second Convertible Bonds** |
| 27 June 2014 | 2 years | 1.01848 | 176,733,956 | 0.96998 | 185,570,836 |

HLB Hodgson Impey Cheng Limited, the auditors of the Company has certified in writing the arithmetic accuracy of the calculation of the adjustments to the conversion price of the Second Convertible Bonds and the number of Shares that can be issued upon conversion of the Second Convertible Bonds in accordance with Hong Kong Standard on Related Services 4400 "Engagements to Perform Agreed-Upon Procedures Regarding Financial Information" issued by the Hong Kong Institute of Certified Public Accountants and reported their factual findings, if any, to the Directors.

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

Hong Kong, 29 June 2015

*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* |