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世纪阳光

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)

OVERSEAS REGULATORY ANNOUNCEMENT

This announcement is issued by Century Sunshine Group Holdings Limited (the “**Company**”) pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Reference is made to the announcements of the Company dated 9 May 2017 and 26 May 2017 regarding the S\$300,000,000 Multicurrency Medium Term Note Programme established by the Company (the “**Programme**”).

Please refer to the attached announcement in relation to the Programme published by the Company on the Singapore Exchange Securities Trading Limited on 29 May 2017.

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

Hong Kong, 29 May 2017

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

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

Non-executive director: **Mr. Guo Mengyong**

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



CENTURY SUNSHINE GROUP HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(the "**Issuer**")

29 May 2017

**ANNOUNCEMENT OF RESULTS OF THE INVITATION BY THE COMPANY
AS AT THE EXPIRATION DEADLINE IN CONNECTION WITH THE
PROPOSED EXCHANGE OFFER AND CONSENT SOLICITATION IN RESPECT OF
SERIES 001 S\$125,000,000 7.20% FIXED RATE NOTES DUE 2018
(ISIN: SG6XC0000003) (THE "EXISTING NOTES") ISSUED BY THE ISSUER PURSUANT TO ITS
S\$300,000,000 MULTICURRENCY MEDIUM TERM NOTE PROGRAMME (THE "PROGRAMME")
UNCONDITIONALLY AND IRREVOCABLY GUARANTEED BY VARIOUS GUARANTORS**

Reference is made to the announcements made by the Issuer on 9 May 2017 relation to the commencement of the exchange offer and consent solicitation exercise by the Issuer. Capitalised or other terms used but not defined herein shall, unless the context otherwise requires, have the meanings as set out in the exchange offer memorandum dated 9 May 2017 (the "**Exchange Offer Memorandum**") issued by the Issuer.

The Issuer wishes to announce that as at 4.00 p.m. (Singapore time) on 29 May 2017 ("**Expiration Deadline**"), S\$38,250,000 in aggregate principal amount of the Existing Notes have been validly offered for exchange (and not validly withdrawn) pursuant to the Invitation, representing approximately 30.6% of the aggregate principal amount of the Existing Notes outstanding.

The Issuer also wishes to announce that as at the Expiration Deadline, holders of S\$72,500,000 in aggregate principal amount of the Existing Notes, representing approximately 58.0% of the aggregate principal amount of the Existing Notes outstanding, have submitted duly completed Voting Instruction Forms to the Meeting Agent which contain Voting Instructions to have their votes cast in favour of the Extraordinary Resolution at the meeting of the Noteholders to be held at 4.00 p.m. (Singapore time) on 31 May 2017 (the "**Meeting**"), which will be held for considering the Proposal relating to the Existing Notes. When aggregated with the Voting Instructions deemed to be given by holders who have validly offered Existing Notes for exchange (and not validly withdrawn) pursuant to the Invitation, the Meeting Agent has received Voting Instructions attributable to an aggregate of 88.6% of the principal amount of the Existing Notes outstanding to vote in favour of the Extraordinary Resolution at the Meeting.

The Issuer wishes to inform the Noteholders that it will not be extending the Expiration Deadline. Therefore, the Invitation has expired as at 4.00 p.m. (Singapore time) on 29 May 2017.

Based on the Voting Instructions received as at the Expiration Deadline, it is expected that the quorum required for the Meeting will be met and that the Extraordinary Resolution will be passed at the Meeting. Once the Extraordinary Resolution is passed and the Supplemental Trust Deed is executed in order to effect the amendments contained in the Extraordinary Resolution, the Issuer, in respect of the Existing Notes will be able, on giving not less than seven days' prior notice to Noteholders, to redeem all or some of the Existing Notes then outstanding (other than the Existing Notes which have already been accepted for exchange by the Issuer pursuant to the Exchange Offer),

from (and including) 4 June 2017 to (but excluding) the final maturity of the Existing Notes, at 102.85 per cent. of their principal amount, together with any interest accrued up to (but excluding) the date fixed for redemption.

The Issuer expects to make an announcement in due course on the final results of the Invitation, stating among other things, whether the Issuer accepts for exchange Existing Notes validly offered for exchange in the Invitation and, if so, the aggregate principal amount of the Existing Notes accepted for exchange (if any).

By Order of the Board
Century Sunshine Group Holdings Limited

Chi Wen Fu
Chairman

NOTE: This announcement does not constitute an invitation to participate in the Invitation. No offer or invitation to issue or redeem any securities is being made pursuant to this release. This announcement must be read in conjunction with the Exchange Offer Memorandum. This announcement does not constitute or form part of, and should not be construed as, an offer for sale or subscription of, or a solicitation of any offer to buy or subscribe for, any securities of the Issuer or any other entity.