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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)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board of directors (the “**Board**” or the “**Director(s)**”) of Century Sunshine Group Holdings Limited (the “**Company**”) (together with its subsidiaries (the “**Group**”)) hereby announces that Group Sense (International) Limited (“**GS**”) (a subsidiary of the Company which is incorporated in Bermuda with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (Stock code: 601)) has offered to grant share options (the “**Share Options**”) to certain GS directors and employees of the Group, subject to the acceptance of the grantees, under its share option scheme adopted by GS on 4 December 2017 with details as follows:

Date of grant	: 25 April 2018 (the “ Date of Grant ”)
Exercise price of the Share Options granted	: HK\$0.40 (<i>Note</i>) to subscribe for one ordinary share (“ Share ”) of HK\$0.10 each of GS in respect of 221,400,000 Shares; and HK\$0.50 (<i>Note</i>) to subscribe for one ordinary share of HK\$0.10 each of GS in respect of 40,000,000 Shares
Number of Shares in respect of which Share Options were granted	: 261,400,000 Shares

- Closing price of the Shares on the Date of Grant : HK\$0.325 per Share
- Validity periods of the Share Options : (a) in respect of the Share Options granted to certain grantees to subscribe for a total of 221,400,000 Shares at the exercise price of HK\$0.40 per Share (“**Type A Share Options**”), the Share Options are valid from the Date of Grant until 29 December 2023;
- (b) in respect of the Share Options granted to other grantees to subscribe for a total of 40,000,000 Shares at the exercise price of HK\$0.50 per Share (“**Type B Share Options**”), the Share Options are valid from the Date of Grant until 31 December 2020.
- Vesting periods : (a) the Type A Share Options are exercisable to subscribe for:
- (i) a maximum of 44,280,000 Shares within the period between 1 November 2018 to 31 October 2019 (both dates inclusive);
- (ii) a maximum of 44,280,000 Shares plus aggregate balance not yet exercised in paragraph (i) above within the period between 1 November 2019 to 31 October 2020 (both dates inclusive);
- (iii) a maximum of 44,280,000 Shares plus aggregate balance not yet exercised in paragraph (ii) above within the period between 1 November 2020 to 31 October 2021 (both dates inclusive);
- (iv) a maximum of 44,280,000 Shares plus aggregate balance not yet exercised in paragraph (iii) above within the period between 1 November 2021 to 31 October 2022 (both dates inclusive); and

(v) a maximum of 44,280,000 Shares plus aggregate balance not yet exercised in paragraph (iv) above within the period between 1 November 2022 to 29 December 2023 (both dates inclusive).

(b) the Type B Share Options are exercisable to subscribe for a maximum of 40,000,000 Shares within the period between 1 January 2019 to 31 December 2020 (both dates inclusive).

Note: the exercise price of HK\$0.40 per Share and HK\$0.50 per Share are higher than (i) the closing price of HK\$0.325 per Share as stated in the daily quotations sheet issued by the Stock Exchange on the Date of Grant; (ii) the average closing price of HK\$0.324 per Share as stated in the daily quotations sheets issued by the Stock Exchange for the 5 business days immediately preceding the Date of Grant; and (iii) the nominal value of the Share.

Among the Share Options granted, Type A Share Options to subscribe for a total number of 79,000,000 Shares were granted to the GS directors and the associate of a GS director with details as follows:

Name	Number of Shares which may be issued upon exercise of the Share Options
Mr. Shum Sai Chit (<i>GS executive director and at the same time being an executive Director of the Company</i>)	30,000,000
Ms. Chi Bi Fen (<i>GS executive director and at the same time being an executive Director of the Company</i>)	20,000,000
Professor Meng Jian (<i>GS non-executive director</i>)	5,000,000
Dr. Tam Wai Ho, Samson JP (<i>GS non-executive director</i>)	5,000,000
Mr. Kwong Ping Man (<i>GS independent non-executive director and at the same time being an independent non-executive Director of the Company</i>)	5,000,000
Mr. Cheung Sound Poon (<i>GS independent non-executive director</i>)	5,000,000
Mr. Kwan Ngai Kit (<i>GS independent non-executive director</i>)	5,000,000
Ms. Lee Man Ching (<i>the spouse of Mr. Kwan Ngai Kit and an employee of the Group</i>)	4,000,000

The Share Options granted to the above GS directors and the associate of a GS director are Type A Share Options which are subject to the 5-stage vesting period mentioned above.

The grant of the Share Options to each of the above GS directors was approved by (i) the GS independent non-executive directors (excluding GS independent non-executive director who is the grantee of the relevant Share Options) and (ii) the independent non-executive Directors of the Company (excluding independent non-executive Director of the Company who is the grantee of the relevant Share Options), on 25 April 2018 in accordance with Rule 17.04(1) of the Listing Rules.

Save as disclosed in this announcement, none of grantees of the Share Options is a director, chief executive or substantial shareholder of GS and the Company, or an associate (as defined under the Listing Rules) of any of them.

By Order of the Board
Chi Wen Fu
Chairman

Hong Kong, 25 April 2018

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*