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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: 0509)

PROPOSED ISSUE OF USD DENOMINATED SENIOR NOTES

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Company proposes to issue U.S. dollar denominated senior notes. Completion of the Proposed Notes Issue is subject to, among others, market conditions and investor interest. HSBC and ICBC International are the joint global coordinators, joint lead managers and joint bookrunners. HSBC is the Sole Green Structuring Advisor. As at the date of this announcement, the terms and conditions of the Notes are still being determined and will likely include guarantees to be provided by the Subsidiary Guarantors. Upon finalizing the terms of the Notes, it is expected that HSBC, ICBC International and other initial purchasers (if any), together with the Subsidiary Guarantors and the Company, will enter into the Purchase Agreement. The Company currently intends to use the net proceeds of the Notes in accordance with its Green Bond Framework. The Company may adjust the foregoing plans in response to changing market conditions, and thus, reallocate the use of proceeds in the future.

The Notes will only be offered outside the United States in compliance with Regulation S under the Securities Act. The Notes have not been and will not be registered under the Securities Act. None of the Notes will be offered to the public in Hong Kong or any connected person of the Company.

No PRIIPs KID — No PRIIPs key information document has been prepared as the Notes are not available to any retail investor in the European Economic Area.

The Company will seek a listing of the Notes by way of debt issue to professional investors only on the SEHK. Application will be filed for the listing of the Notes on the SEHK. The SEHK assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained herein. Admission to the SEHK and quotation of the Notes on the SEHK is not to be taken as an indication of the merits of the Company, its subsidiaries and associated companies or the Notes.

As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed Notes Issue may or may not materialise. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. Further announcement(s) in respect of the Proposed Notes Issue will be made by the Company should the Purchase Agreement be signed.

THE PROPOSED NOTES ISSUE

Introduction

The Company proposes to issue U.S. dollar denominated senior notes. Completion of the Proposed Notes Issue is subject to, among others, market conditions and investor interest. HSBC and ICBC International are the joint global coordinators, joint lead managers and joint bookrunners. HSBC is the Sole Green Structuring Advisor. As at the date of this announcement, the terms and conditions of the Notes are still being determined and will likely include guarantees to be provided by the Subsidiary Guarantors. Upon finalizing the terms of the Notes, it is expected that HSBC, ICBC International and other initial purchasers (if any), together with the Subsidiary Guarantors and the Company, will enter into the Purchase Agreement, pursuant to which HSBC and ICBC International will be the initial purchasers of the Notes. Further announcement(s) in respect of the Proposed Notes Issue will be made by the Company should the Purchase Agreement be signed.

The Notes will only be offered outside the United States in compliance with Regulation S under the Securities Act. The Notes have not been and will not be registered under the Securities Act. None of the Notes will be offered to the public in Hong Kong or any connected person of the Company.

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The Company currently intends to use the net proceeds of the Notes in accordance with its Green Bond Framework. The Company may adjust the foregoing plans in response to changing market conditions, and thus, reallocate the use of proceeds in the future.

Listing

The Company will seek a listing of the Notes by way of debt issue to Professional Investors only on the SEHK. Application will be filed for the listing of the Notes on the SEHK. The SEHK assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained herein. Admission to the SEHK and quotation of the Notes on the SEHK is not to be taken as an indication of the merits of the Company, its subsidiaries and associated companies or the Notes.

GENERAL

As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed Notes Issue may or may not materialise. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. Further announcement(s) in respect of the Proposed Notes Issue will be made by the Company should the Purchase Agreement be signed.

DEFINITIONS

In this announcement, the following expressions shall have the meanings set forth below unless the context requires otherwise:

“Board” : the board of Directors

“Company” : Century Sunshine Group Holdings Limited (世紀陽光集團控股有限公司), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the SEHK

“Directors”	: the directors of the Company
“Green Bond Framework”	the Company’s Green Bond framework developed in alignment with the Green Bond Principles, 2018 and in compliance with the requirements of the Green Finance Certification Scheme developed by the Hong Kong Quality Assurance Agency
“Group”	: the Company and its subsidiaries
“Hong Kong”	: the Hong Kong Special Administrative Region of the PRC
“HSBC”	: The Hongkong and Shanghai Banking Corporation Limited, the Sole Green Structuring Advisor and one of the joint global coordinators, joint lead managers and joint bookrunners in respect of the offer and sale of the Notes
“ICBC International”	: ICBC International Securities Limited, one of the joint global coordinators, joint lead managers and joint bookrunners in respect of the offer and sale of the Notes
“Listing Rules”	: the Rules Governing the Listing of Securities on the SEHK
“Notes”	: the USD denominated senior notes to be issued by the Company subject to the terms and conditions of the Purchase Agreement
“PRC”	: the People’s Republic of China, excluding Hong Kong, Macau and Taiwan for the purposes of this announcement
“Proposed Notes Issue”	: the proposed issue of the Notes by the Company
“Purchase Agreement”	: the agreement to be entered into between, among others, the Company, the Subsidiary Guarantors, HSBC and ICBC International in relation to the Proposed Notes Issue
“Securities Act”	: the United States Securities Act of 1933, as amended
“SEHK”	: The Stock Exchange of Hong Kong Limited
“Subsidiary Guarantees”	: guarantees to be provided by the Subsidiary Guarantors

“Subsidiary Guarantors”	: certain non-PRC subsidiaries of the Company that on the issue date of the Notes will provide Subsidiary Guarantees to the Company’s obligations under the Notes
“U.S.” or “United States”	: the United States of America, its territories and possessions and all areas subject to its jurisdiction
“US\$”, “USD” or “U.S. dollar”	: United States dollar(s), the lawful currency of the United States

By order of the Board
Century Sunshine Group Holdings Limited
Chi Wen Fu
Chairman and Executive Director

Hong Kong, 16 January 2019

As at the date of this announcement, the executive directors of the Company are Mr. Chi Wen Fu, Mr. Shum Sai Chit and Ms. Chi Bi Fen, the non-executive director of the Company is Mr. Guo Mengyong, and the independent non-executive directors of the Company are Mr. Kwong Ping Man, Mr. Sheng Hong and Mr. Lau Chi Kit.