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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Century Sunshine Group Holdings Limited (the “**Company**”) will be held at Suite 1104, 11/F, Tower 6, The Gateway, 9 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 18 June 2020 at 4:00 p.m., for the following purpose of considering and, if thought fit, passing with or without modifications, the following resolutions. Words and expressions that are not expressly defined in this notice of extraordinary general meeting shall bear the same meaning as those defined in the circular of the Company dated 26 May 2020 (the “**Circular**”).

ORDINARY RESOLUTION

1. “THAT:

- (a) the Subscription Agreement, the execution, consummation and completion thereof and the transactions contemplated thereunder (including but not limited to the issue of the Convertible Bonds), as more particularly described in the Circular and on the terms and conditions of the Subscription Agreement (a copy of the Subscription Agreement being tabled at the meeting and marked “A” by the chairman of the meeting for identification purpose), be and are hereby approved, ratified and confirmed;
- (b) conditional upon the Listing Committee having granted approval for the issue of the Convertible Bonds and the listing of, and permission to deal in, the Conversion Shares, the Directors be and are hereby granted the Specific Mandate to exercise the powers of the Company to allot and issue the Conversion Shares pursuant to the terms and conditions of the Convertible Bonds, and the Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted prior to the passing of this resolution; and

- (c) any one Director be and is hereby authorised, for and on behalf of the Company, to complete and do all such acts or things (including signing and executing all such documents, instruments and agreements as may be required, including under seal where applicable) as the Company, such Director or, as the case may be, the Board may in his/its absolute discretion consider necessary, desirable, expedient or in the interest of the Company to give effect to the terms of the matters contemplated under the Subscription Agreement and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith.”

SPECIAL RESOLUTION

2. “THAT

- (a) subject to and conditional upon the passing of ordinary resolution no. 1 and the granting of a waiver by the Executive pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code and any conditions that may be imposed thereon, the waiving of any obligation on the part of the Subscriber/Mr. Chi to make a mandatory general offer to acquire all the securities of the Company not already owned or agreed to be acquired by the Subscriber and parties acting in concert with it under Rule 26 of the Takeovers Code as a result of the allotment and issue of the Conversion Shares be and is hereby approved; and
- (b) any one Director be and is hereby authorised, for and on behalf of the Company, to complete and do all such acts or things (including signing and executing all such documents, instruments and agreements as may be required, including under seal where applicable) as the Company, such Director or, as the case may be, the Board in his/its absolute discretion may consider necessary, desirable, expedient or in the interest of the Company to give effect to the matters contemplated under the waiver granted in (a) above and all other matters incidental thereto or in connection therewith.”

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

Hong Kong, 26 May 2020

Notes:

- (1) Any member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorised to sign the same.

- (3) A form of proxy for use at the EGM is enclosed herewith. In order to be valid, the completed proxy form together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be).
- (4) Completion and return of the form of proxy will not preclude members from attending and voting in person at the EGM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (5) Where there are joint registered holders of any Share, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the Share(s) shall be accepted to the exclusion of the votes of the other joint registered holders.
- (6) The record date for determining the entitlement of the Shareholders to attend and vote at the EGM will be the close of business on Wednesday, 17 June 2020. For the purpose of determining the entitlement of the Shareholders to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Wednesday, 17 June 2020.
- (7) To safeguard the health and safety of Shareholders and prevent the spread of the coronavirus (COVID-19) pandemic, the following measures will be implemented at the EGM:
 - Each attendee will be required to undergo a mandatory body temperature check and sign a health declaration form before entering the EGM venue. Any person with a body temperature above 37.4 degree Celsius, or is exhibiting flu-like symptoms, may be denied entry into the EGM venue or be required to leave the EGM venue.
 - Shareholders, proxies and other attendees are required to wear surgical face masks inside the EGM venue at all times, and maintain a safe distance between seats. Any person who does not comply with this requirement will be required to leave the EGM venue.
 - No refreshments will be served at the EGM, and there will be no corporate gifts.

The Company reminds all Shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights and would like to encourage Shareholders to appoint the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM, instead of attending the EGM in person.

If Shareholders choosing not to attend the EGM in person have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to contact the Company via the investor relations manager of the Company as follows:

Suite 1104, 11th Floor, Tower 6, The Gateway
9 Canton Road
Tsim Sha Tsui
Kowloon
Hong Kong
Fax: (852) 2802 2697
E-mail: ir@centurysunshine.com.hk

If Shareholders have any questions relating to the EGM, please contact Tricor Investor Services Limited, the Company's Hong Kong branch share registrar, as follows:

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong
Fax: (852) 2810 8185
E-mail: is-enquiries@hk.tricorglobal.com

As at the date of this notice, the Directors of the Company are:

Executive Directors: *Mr. Chi Wen Fu, Mr. Shum Sai Chit and Mr. Chi Jing Chao*

Non-executive Director: *Mr. Guo Mengyong*

Independent non-executive Directors: *Mr. Cheung Sound Poon, Mr. Sheng Hong and Mr. Lau Chi Kit*