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)

TERMINATION OF CONNECTED TRANSACTION IN RELATION TO (1) SUBSCRIPTION FOR CONVERTIBLE BONDS UNDER SPECIFIC MANDATE; AND (2) APPLICATION FOR WHITEWASH WAIVER

Reference is made to (i) the circular of Century Sunshine Group Holdings Limited (the "**Company**") dated 26 May 2020 (the "**Circular**") in relation to, among other things, the connected transaction in relation to subscription for Convertible Bonds under specific mandate (the "**Subscription**") and the application for whitewash waiver; (ii) the announcement of the Company dated 12 June 2020 in relation to, among other things, an update on the Subscription; and (iii) the announcement of the Company dated 3 July 2020 in relation to, among other things, the default in redemption of SGD101.75 million 7.00% subordinated notes (the "**Notes**") and an update of financial position and operations of the Group and possible debt restructuring (the "**3 July Announcement**"). Capitalised terms used herein have the same meanings as defined in the Circular and the 3 July Announcement unless the context otherwise requires.

As disclosed in the 3 July Announcement, the Company has defaulted on the redemption of the Notes in the principal amount of the SGD101.75 million (equivalent to approximately HK$563.56 million*) on their maturity on 3 July 2020 as the Company has not been successful in refinancing the Notes. The Company is exploring options to restructure the Group's debts and a winding up petition has been submitted to the Supreme Court of the Cayman Islands on behalf of the Company on 2 July 2020 (Cayman Islands time) together with an application for the appointment of joint provisional liquidators on a "light touch" basis (the "**Petition**"). A similar application is being made on behalf of REMT to the Supreme Court of Bermuda as disclosed in its announcement today. The Payment Default and the Petition each constitutes an event of default under certain borrowings of the Group and certain debts are immediately payable on demand in accordance with their terms.

The proposed issue of the Convertible Bonds will not be able to raise sufficient funds to prevent the Payment Default and other defaults in consequence of the Payment Default and the Petition. The Directors, having taken into account their obligations under law to act in the best interest of the Company which in this case also include taking into account the interest of the Company's creditors, determined that it would be inappropriate in these circumstances to incur further debt liability under the Convertible Bonds.

Pursuant to the Subscription Agreement, Completion is conditional upon the fulfilment or waiver (where applicable) of, among others, the conditions precedent to the Subscription Agreement, on or before 31 July 2020 (or such other date as agreed by the Subscriber and the Company).

In light of the Payment Default and the Petition, the conditions of the Subscription set forth in the Subscription Agreement are not expected to be fulfilled in accordance with the terms of the Subscription Agreement by 31 July 2020. Amongst the conditions precedent, the Company is no longer able to give any warranty to the effect that it does not know of any circumstances which may give rise to any claim or legal proceeding that would have a material adverse effect on the financial position of the Group or that no petition has been presented for the winding up of the Company or for the appointment of any provisional liquidator or that the Company is not subject to any legal or regulatory restraint that would prevent the issue of the Convertible Bonds (i.e. incurring more debt as mentioned above) or conversion shares thereunder (which would require a validation order from the Cayman Island courts in view of the petition). The Company and the Subscriber therefore agreed to terminate the Subscription Agreement. As such, the Subscription will not proceed and the Whitewash Waiver is no longer applicable.

Please refer to the 3 July Announcement for further information in respect of the Payment Default, the Petition and an update on the Group's business and financial position.

Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

By Order of the Board
Century Sunshine Group Holdings Limited
Shum Sai Chit
Executive Director

Hong Kong, 3 July 2020

As at the date of this announcement, the Directors 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*

The Directors jointly and severally accept full responsibility for accuracy of the information (other than those relating to the Subscriber and the parties acting in concert with it) contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed (other than those expressed by the Subscriber) in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

The sole director of the Subscriber accepts full responsibility for the accuracy of the information contained in this announcement and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

* *For the purpose of this announcement, the translation of SGD to HK$ is based on the exchange rate of SGD$1 = HK$5.5387 and is provided for illustration purpose only.*