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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)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 28 JUNE 2024**

AND

(2) SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

AND

(3) ADJUSTMENTS TO OUTSTANDING OPTIONS

POLL RESULTS OF THE ANNUAL GENERAL MEETING

Reference is made to the circular incorporating a notice of annual general meeting (“**AGM Notice**”) of Century Sunshine Group Holdings Limited (the “**Company**”) dated 5 June 2024 (the “**Circular**”). Unless otherwise defined herein, terms used in this announcement shall have the same meaning as defined in the Circular.

At the AGM held on 28 June 2024, all proposed resolutions (“**Resolutions**”) as set out in the AGM Notice were taken by way of poll. The poll results are set out as follows:

Ordinary Resolutions (Note)			Number of Votes (%)	
			For	Against
1.	To receive, consider and adopt the audited financial statements of the Company and its subsidiaries and reports of the directors of the Company (“ the Director(s) ”) and the auditors for the year ended 31 December 2023.		1,636,748,954 (100.00%)	0 (0.00%)
2.	(a)	(i) To re-elect Mr. Chi Wen Fu as an executive Director; and	1,636,748,954 (100.00%)	0 (0.00%)
		(ii) To re-elect Mr. Cheung Sound Poon as an independent non-executive Director; and	1,636,748,954 (100.00%)	0 (0.00%)
	(b)	To authorise the board of Directors (the “ Board ”) to fix the remuneration of the Directors.	1,636,748,954 (100.00%)	0 (0.00%)
3.	To appoint Prism Hong Kong and Shanghai Limited as the auditors and to authorise the Board to fix their remuneration.		1,636,748,954 (100.00%)	0 (0.00%)
4.	To grant an unconditional general mandate to the Directors to allot and issue Shares.		1,636,453,954 (99.98%)	295,000 (0.02%)
5.	To grant an unconditional general mandate to the Directors to repurchase Shares.		1,636,748,954 (100.00%)	0 (0.00%)
6.	To extend the general mandate granted to the Directors to issue Shares by the nominal amount of the Shares repurchased.		1,636,453,954 (99.98%)	295,000 (0.02%)
7.	To approve the Share Consolidation.		1,636,748,954 (100.00%)	0 (0.00%)

Note: Please refer to the AGM Notice for the full version of the Resolutions.

As more than 50% of the votes were cast in favour of each of the Resolutions 1 to 7, Resolutions 1 to 7 were passed as ordinary resolutions.

The Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As at the date of the AGM, the total number of issued shares of the Company (“**Shares**”) was 4,581,116,843, which was the total number of Shares entitling the holders to attend and vote on the Resolutions proposed at the AGM. There was no share entitling the holder to attend but requiring the holder to abstain from voting in favor of any of the Resolutions as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) and no shareholder of the Company was required under the Listing Rules to abstain from voting.

Mr. Cheung Sound Poon, Mr. Sheng Hong, and Mr. Shen Yi Min, the independent non-executive directors of the Company, attended the AGM in person or by electronic means. Mr. Chi Wen Fu and Mr. Chi Jing Chao, executive directors of the Company, were unable to attend the AGM due to other business engagements.

SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

The board of directors of the Company (the “**Board**”) is pleased to announce that the Share Consolidation and the Change in Board Lot Size will become effective on Wednesday, 3 July 2024.

Dealings in the Consolidated Shares will commence at 9:00 a.m. on Wednesday, 3 July 2024. The trading arrangements, odd lots matching and free exchange of share certificates will be implemented in accordance with the Expected Timetable set out in the Circular.

Shareholders should note that upon the Share Consolidation becoming effective, the colour of the share certificates of the Company will be changed from Beige to Khaki.

ADJUSTMENTS TO OUTSTANDING OPTIONS

The Board announces that, upon the Share Consolidation having become effective on 3 July 2024, adjustments (the “Adjustments”) will be made to the exercise price and the number of Consolidated Shares falling to be issued upon the exercise of the outstanding Options. As at the date of this announcement, there are 279,900,000 outstanding Options entitling the holders thereof to subscribe for an aggregate of 279,900,000 Existing Shares under the Share Option Scheme. The Adjustments to be made in accordance with the terms and conditions of the Share Option Scheme, Rule 17.03(13) of the Listing Rules and the Supplementary Guidance on Adjustments to the Exercise Price and Number of Share Options under the Listing Rule Requirements dated 5 September 2005 (the “Supplementary Guidance”) would be as follows:

Date of Grant	Exercise Period	As at the date of this announcement	Immediately after the Adjustments		
		No. of Existing Shares to be issued upon exercise of the outstanding Options	Exercise price per Existing Share (HK\$)	No. of Consolidated Shares to be issued upon exercise of the outstanding Options	Exercise price per Consolidated Share (HK\$)
25 July 2019	From 1 November 2020 to 30 December 2025	279,900,000	0.3	6,997,500	12.0
		<u>279,900,000</u>		<u>6,997,500</u>	

Save for the above Adjustments, all other terms and conditions of the outstanding Options granted under the Share Option Scheme remain unchanged.

Prism Hong Kong and Shanghai Limited, the independent auditors of the Company, appointed by the Company to advise the Board in respect of the adjustments to the outstanding Options, has reviewed the above Adjustments and has confirmed in writing that the Adjustments are in compliance with the requirements set out in the Rule 17.03(13) of the Listing Rules and the Supplementary Guidance and are made in accordance with the relevant terms of the Share Option Scheme.

Save as aforesaid, the Company does not have any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into, any Consolidated Shares, as at the effective date of the Share Consolidation.

By Order of the Board
Century Sunshine Group Holdings Limited
Chi Jing Chao
Executive Director

Hong Kong, 28 June 2024

As at the date of this announcement, the directors of the Company (“**Directors**”) are:

Executive Directors : *Mr. Chi Wen Fu and Mr. Chi Jing Chao*

Independent Non-executive Directors : *Mr. Cheung Sound Poon, Mr. Sheng Hong and Mr. Shen Yi Min*