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世纪阳光

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)

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
NON-COMPLIANCE WITH LISTING RULES**

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of Century Sunshine Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that Mr. Sheng Hong (“**Mr. Sheng**”) has tendered his resignation to the Company in respect of his positions as an independent non-executive Director, a member of each of the audit committee (the “**Audit Committee**”), the remuneration committee and the nomination committee (the “**Nomination Committee**”) of the Board with effect from 15 September 2024 in order to devote more time to his other work commitments.

Mr. Sheng has confirmed that there is no disagreement between him and the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange of Hong Kong Limited (“**Stock Exchange**”).

The Board would like to take this opportunity to express its sincere appreciation to Mr. Sheng for his invaluable contributions to the Company during his tenure of service.

NON-COMPLIANCE WITH LISTING RULES

Pursuant to Rules 3.10 and 3.10A of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), the Board must include at least three independent non-executive Directors and the number of independent non-executive Directors should represent at least one-third of the Board. Following the resignation of Mr. Sheng, the Company only has two independent non-executive Directors, thus the number of independent non-executive Directors falls below the minimum number required under Rules 3.10(1) and 3.10A of the Listing Rules.

In light of the abovementioned resignation, the Company does not comply with the requirements as set out in Rules 3.21 and 3.27A of the Listing Rules with regards to (i) the Audit Committee comprising a minimum of three members and (ii) the Nomination Committee comprising a majority of independent non-executive Directors.

The Company will use its best endeavours to identify suitable candidate(s) to fill the vacancy in respect of the positions of the (i) independent non-executive Director; (ii) Audit Committee; and (iii) Nomination Committee within three months from the date of this announcement as required under Rules 3.11 and 3.23 of the Listing Rules. The Company will make further announcement(s) as and when appropriate.

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

Hong Kong, 13 September 2024

As at the date of this announcement, the 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*