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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)

**MATTERS RELATING TO RULES 3.10(1), 3.21 and 13.92
OF LISTING RULES
AND
NON-COMPLIANCE WITH LISTING RULES**

Reference is made to the announcement (the “**Announcement**”) of Century Sunshine Group Holdings Limited (the “**Company**”) dated 13 September 2024 in relation to, among others, the non-compliance with Rules 3.10(1) and 3.21 of the Listing Rules with regards to the composition of the Board. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those ascribed to them in the Announcement.

MATTERS RELATING TO RULES 3.10(1) AND 3.21 OF LISTING RULES

As disclosed in the Announcement, following the resignation of Mr. Sheng Hong as an independent non-executive director of the Company (“**INED**”) on 15 September 2024, (i) the number of the INEDs has fallen below the minimum number required under Rule 3.10(1) of the Listing Rules; and (ii) the number of members of the Audit Committee has fallen below the minimum number required under Rule 3.21 of the Listing Rules.

Pursuant to Rules 3.11 and 3.23 of the Listing Rules, the Company is required to appoint successor INED and a member of the Audit Committee within three months after failing to meet the requirements under Rules 3.10(1) and 3.21 of the Listing Rules (i.e. on/before 15 December 2024), in order to re-comply with the aforesaid requirements.

As at the date of this announcement, the Company still does not meet the requirement under Rules 3.10(1) and 3.21 of the Listing Rules.

MATTERS RELATING TO RULE 13.92 OF LISTING RULES

Pursuant to Rule 13.92 of the Listing Rule effective on 1 January 2022, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) will not consider diversity to be achieved for a single gender board. As a transitional arrangement, the Rule allows listed issuers then with a single gender board to appoint at least a director of different gender on the board by no later than 31 December 2024.

As at the date of this announcement, the Company still has a single gender board which does not meet the requirement under Rule 13.92 of the Listing Rules.

During the period from June 2020 to October 2023, the Company was in provisional liquidation for debts restructuring. The Company has prioritised its resources and manpower for handling the withdrawal of the petition and the discharge of the appointment of joint provisional liquidators. The management believes that the above efforts are essential and will benefit to identify and/or to relieve concerns from potential candidates regarding the overall positions of the Company. Moreover, due to the Sino-US relations remain tense, restraints on trade were unreasonably imposed on the Company by the US Government since August 2024. Although the Company does not have any business in US market, it may still cause concerns of the respective potential candidates. It is also one of the factors that affects the Company unable to appoint a female director and an INED on schedule.

For compliance to Rules 3.10(1), 3.21 and 13.92 of the Listing Rules, the board of directors of the Company (the “**Board**”) will use its best endeavours to identify a suitable female candidate for appointment as an INED. Pursuant to the diversity policy of the Company, the Company seeks to achieve Board diversity through the consideration of a number of aspects, including, but not limited to, gender, age, culture and educational background, professional qualifications, skills, knowledge and industry and regional experience. In identifying and selecting suitable candidates to serve as a director of the Company, the nomination committee would consider the above criteria necessary to complement the corporate strategy and achieve Board diversity. Additional time is needed for the Company to identify potential candidates for female directors. It is expected that a suitable female candidate will be appointed as an INED by 31 March 2025 in order to ensure compliance with Rules 3.10(1), 3.21 and 13.92 of the Listing Rules.

Further announcement(s) will be made by the Company as and when appropriate.

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

Hong Kong, 2 January 2025

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 and Mr. Shen Yi Min*