
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Century Sunshine Group Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
(2) RE-ELECTION OF DIRECTORS
AND
(3) PROPOSED SHARE CONSOLIDATION
AND
(4) PROPOSED CHANGE IN BOARD LOT SIZE
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 21st Floor, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong on Friday, 28 June 2024 at 4:00 p.m. or any adjournment thereof is set out on pages 21 to 26 of this circular.

Whether or not you intend to attend and vote at the AGM in person, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the form of proxy previously submitted shall be deemed to have revoked.

5 June 2024

CONTENTS

	<i>Page</i>
Expected Timetable	ii
Definitions	1
Letter from the Board	4
Appendix I — Explanatory statement for the Repurchase Mandate	15
Appendix II — Details of Directors proposed for re-election	19
Notice of AGM	21

EXPECTED TIMETABLE

2024
(Hong Kong time)

Latest time for lodging transfer of Existing Shares in order to be entitled to attend and vote at AGM.	4:30 p.m., Friday, 21 June
Closure of register of members of the Company for the entitlement to attend and vote at the AGM.	Monday, 24 June to Friday, 28 June (both days inclusive)
Latest time for lodging form of proxy for the AGM	4:00 p.m., Wednesday, 26 June
Record date for determining entitlement to attend and vote at the AGM.	Friday, 28 June
AGM.	4:00 p.m., Friday, 28 June
Announcement of the results of the AGM.	Friday, 28 June
Effective date of the Share Consolidation	Wednesday, 3 July
First day of free exchange of existing share certificates into new share certificates for Consolidated Shares.	Wednesday, 3 July
Dealing in Consolidated Shares commences	9:00 a.m. on Wednesday, 3 July
Original counter for trading in Existing Shares in board lot of 5,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Wednesday, 3 July
Temporary counter for trading in the Consolidated Shares in temporary board lot of 125 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Wednesday, 3 July
Original counter for trading in the Consolidated Shares in board lot of 10,000 Consolidated Shares (in the form of new share certificates) re-opens	9:00 a.m. on Wednesday, 17 July
Parallel trading in the Consolidated Shares (in the form of existing share certificates and new share certificates) commences.	9:00 a.m. on Wednesday, 17 July

EXPECTED TIMETABLE

Designated broker starts to stand in the market to provide matching services for sale and purchase of odd lots of the Consolidated Shares9:00 a.m. on Wednesday, 17 July

Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares.4:00 p.m. on Tuesday, 6 August

Temporary counter for trading in the Consolidated Shares in temporary board lot of 125 Consolidated Shares (in the form of existing share certificates) closes.4:10 p.m. on Tuesday, 6 August

Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) ends4:10 p.m. on Tuesday, 6 August

Last day for free exchange of existing share certificates into new share certificates for the Consolidated Shares Thursday, 8 August

Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be announced or notified to the Shareholders as and when appropriate.

DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“AGM”	the annual general meeting of the Company to be held at 21st Floor, Grand Millennium Plaza, 181 Queen’s Road Central, Hong Kong on Friday, 28 June 2024 at 4:00 p.m., notice of which is set out on pages 21 to 26 of this circular;
“Alpha Sino”	Alpha Sino International Limited, a company incorporated in the British Virgin Islands and the controlling shareholder of the Company;
“Announcement”	the announcement of the Company dated 3 June 2024 in relation to, among others, the Share Consolidation and the Change in Board Lot Size;
“Articles” or “Articles of Association”	the articles of association of the Company as from time to time;
“Board”	the board of Directors;
“Cayman Companies Act”	the Companies Act (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time;
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 5,000 Existing Shares to 10,000 Consolidated Shares;
“close associate(s)”	has the same meaning ascribed to it under the Listing Rules;
“Company”	Century Sunshine Group Holdings Limited (世紀陽光集團控股有限公司), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the main board of the Stock Exchange;
“Consolidated Share(s)”	ordinary share(s) with par value of HK\$0.80 each in the share capital of the Company upon the Share Consolidation having become effective;

DEFINITIONS

“controlling shareholder”	has the same meaning ascribed to it under the Listing Rules;
“core connected person(s)”	has the same meaning ascribed to it under the Listing Rules;
“Directors”	the directors of the Company;
“Existing Share(s)”	ordinary share(s) with par value of HK\$0.02 each in the share capital of the Company prior to the Share Consolidation having become effective;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“inside information”	has the meaning defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time;
“Issue Mandate”	the proposed general mandate to be granted to the Directors to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution granting such mandate;
“Latest Practicable Date”	3 June 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Committee”	has the same meaning ascribed to it under the Listing Rules;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum”	the memorandum of association of the Company;
“Option(s)”	share option(s), granted under the Share Option Scheme;
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan;

DEFINITIONS

“Repurchase Mandate”	the proposed general mandate to be granted to the Directors to permit the repurchase of fully paid up Shares of up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution granting such mandate;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time;
“Share(s)”	the Existing Share(s) and/or the Consolidated Share(s), as the case may be
“Shareholder(s)”	the holder(s) of the Share(s);
“Share Consolidation”	the consolidation of every forty (40) issued and unissued Existing Shares into one (1) Consolidated Share;
“Share Option Scheme”	the share option scheme adopted by the Company on 26 June 2019;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiary(ies)”	has the same meaning ascribed to it under the Listing Rules;
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers; and
“%”	per cent.



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)

Executive Directors:

Mr. Chi Wen Fu (*Chairman*)
Mr. Chi Jing Chao

Independent non-executive Directors:

Mr. Cheung Sound Poon
Mr. Sheng Hong
Mr. Shen Yi Min

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

*Head office and principal place
of business:*

16th Floor, Tower 5
The Gateway, Harbour City
Tsim Sha Tsui
Kowloon
Hong Kong

5 June 2024

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
(2) RE-ELECTION OF DIRECTORS
AND
(3) PROPOSED SHARE CONSOLIDATION
AND
(4) PROPOSED CHANGE IN BOARD LOT SIZE
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM regarding (i) the approval of the general mandates to issue and allot new Shares and to repurchase the Shares, (ii) the re-election of Directors and (iii) the Share Consolidation and the Change in Board Lot Size (as reference to the Announcement).

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the last annual general meeting of the Company held on 29 June 2023, the Shareholders passed resolutions granting the Directors general mandates to allot and issue new Shares and to repurchase Shares respectively. Such mandates will expire and lapse at the conclusion of the AGM. It is therefore proposed to renew the general mandates to issue, allot and deal with Shares and to repurchase Shares at the AGM.

Issue Mandate

At the AGM, an ordinary resolution will be proposed to the Shareholders to consider and, if thought fit, approve the Issue Mandate which will enable the Directors to allot, issue and otherwise deal with new Shares not exceeding 20% of the total number of issued shares of the Company at the date of passing such resolution. In addition, an ordinary resolution will also be proposed to the Shareholders to consider and, if thought fit, approve the extension of the Issue Mandate by adding to the aggregate number of Shares which may be allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with by the Directors pursuant to the Issue Mandate the number of Shares repurchased under the Repurchase Mandate, if granted.

As at the Latest Practicable Date, the issued and fully paid up share capital of the Company comprised 4,581,116,843 Existing Shares. Assuming that there is no change in the issued and fully paid up share capital of the Company between the period from the Latest Practicable Date and the date of passing of the resolution approving the Issue Mandate, the maximum number of Shares which may be issued pursuant to the Issue Mandate will be 916,223,368 Existing Shares.

Assuming that, other than proposed Share Consolidation, there is no change in the issued and fully paid up share capital of the Company between the period from the Latest Practicable Date and the date of passing of the resolution approving the Issue Mandate, the maximum number of Shares which may be issued pursuant to the Issue Mandate will be 22,905,584 Consolidated Shares.

Details of the Issue Mandate and the extension of the Issue Mandate are respectively set out in ordinary resolutions numbered 4 and 6 in the notice of the AGM set out on pages 22 to 24 of this circular.

Repurchase Mandate

At the AGM, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, approve the Repurchase Mandate which will enable the Directors to repurchase Shares up to 10% of the issued and fully paid up share capital of the Company as at the date of passing of such resolution. The Company's authority is restricted to repurchase Shares in the market in accordance with the Listing Rules.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the issued and fully paid up share capital of the Company comprised 4,581,116,843 Existing Shares. Assuming that there is no change in the issued and fully paid up share capital of the Company between the period from the Latest Practicable Date and the date of passing of the resolution approving the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 458,111,684 Existing Shares.

Assuming that, other than proposed Share Consolidation, there is no change in the issued and fully paid up share capital of the Company between the period from the Latest Practicable Date and the date of passing of the resolution approving the Repurchase Mandate, the maximum number of Shares which may be issued pursuant to the Repurchase Mandate will be 11,452,792 Consolidated Shares.

Pursuant to the Listing Rules, an explanatory statement containing all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate is set out in Appendix I hereto.

Details of the Repurchase Mandate are set out in ordinary resolution numbered 5 in the notice of the AGM set out on pages 23 to 24 of this circular.

Both the Issue Mandate and the Repurchase Mandate will expire upon the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of such authority by an ordinary resolution of the Shareholders in general meeting.

RE-ELECTION OF DIRECTORS

Pursuant to article 87(1) of the Articles, at each annual general meeting, one-third of the Directors for the time-being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. Pursuant to article 87(2) of the Articles, a retiring Director shall be eligible for re-election.

Accordingly, Mr. Chi Wen Fu and Mr. Cheung Sound Poon shall retire at the AGM and being eligible, offer themselves for re-election at the AGM.

Details of the retiring Directors proposed for re-election at the AGM are set out in Appendix II of this circular.

LETTER FROM THE BOARD

PROPOSED SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

I. Proposed Share Consolidation

The Board proposes to implement the Share Consolidation pursuant to which every forty (40) issued and unissued Existing Shares of par value HK\$0.02 each in the share capital of the Company be consolidated into one (1) Consolidated Share of par value HK\$0.80 each in the share capital of the Company.

Effect of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$200,000,000 divided into 10,000,000,000 Existing Shares of par value HK\$0.02 each, of which 4,581,116,843 Existing Shares have been issued and are fully paid or credited as fully paid.

As at the Latest Practicable Date, save as disclosed under the section headed “Adjustments in relation to outstanding Options” below, the Company has no outstanding convertible securities, options or warrants, which confer any right to subscribe for or convert into or exchange into Shares.

Assuming there will be no change in the issued share capital of the Company from the Latest Practicable Date up to the date on which the Share Consolidation becomes effective, the share capital structure of the Company will be as follows:

	As of the Latest Practicable Date	Immediately after the Share Consolidation becoming effective
Par value	HK\$0.02 per Existing Share	HK\$0.80 per Consolidated Share
Amount of authorised share capital	HK\$200,000,000	HK\$200,000,000
Number of authorised Shares	10,000,000,000 Existing Shares	250,000,000 Consolidated Shares
Number of issued Shares	4,581,116,843 Existing Shares	114,527,921 Consolidated Shares
Amount of the issued share capital	HK\$91,622,337	HK\$91,622,337

Save for (i) any fractional Consolidated Shares will not be allocated to Shareholders who may otherwise be entitled; and (ii) the necessary professional expenses for the implementation of the Share Consolidation, the Directors consider that the Share Consolidation will have no effect on the underlying assets, business operations, management or financial position of the Company or the proportional interests of the Shareholders in the Company.

LETTER FROM THE BOARD

Status of the Consolidated Shares

The Consolidated Shares shall rank *pari passu* in all respects with each other.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following:

- (i) the passing of the ordinary resolution(s) by the Shareholders to approve the Share Consolidation at the AGM;
- (ii) the compliance with all relevant procedures and requirements under the laws of the Cayman Islands and Hong Kong (where applicable) and the Listing Rules to effect the Share Consolidation; and
- (iii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares arising from the Share Consolidation.

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be Wednesday, 3 July 2024.

As at the Latest Practicable Date, none of the above conditions have been fulfilled.

LETTER FROM THE BOARD

II. Proposed Change in Board Lot Size

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in board lots of 5,000 Existing Shares. It is proposed that, subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange be changed from 5,000 Existing Shares to 10,000 Consolidated Shares.

Based on the closing price of HK\$0.010 per Existing Share (equivalent to the theoretical closing price of HK\$0.40 per Consolidated Share) as at both the date of the Announcement and the Latest Practicable Date, (i) the market value of each board lot of 5,000 Existing Shares was HK\$50; (ii) the market value of each board lot of 5,000 Consolidated Shares would be HK\$2,000, assuming the Share Consolidation becomes effective; and (iii) the estimated market value of each board lot of 10,000 Consolidated Shares would be HK\$4,000 on the assumption that the Change in Board Lot Size also becomes effective.

The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders.

III. Reasons for the Share Consolidation and the Change in Board Lot Size

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01, the issuer may be required to proceed with a consolidation of its securities. According to the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited, (i) market price of the securities of an issuer at a level less than HK\$0.1 will be considered as trading at extremities; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000.

The Existing Shares have been constantly traded below HK\$0.1 for the past six months. In order to reduce transaction and registration costs incurred by the Shareholders and investors of the Company, the Board proposes to implement the Share Consolidation. In addition, in view of the current trading price of the Company, in particular the lowest closing price of the Existing Shares during the last 3 months period was HK\$0.010 as at the Latest Practicable Date, it is expected that the Share Consolidation and the Change in Board Lot Size will increase the value of each board lot of the Consolidated Shares to more than HK\$2,000.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company has no concrete plans to carry out any other corporate actions which may have an effect of undermining or negating the intended purpose of the Share Consolidation and the Change in Board Lot Size or conduct any equity fund raising in the next 12 months. However, the Directors cannot rule out the possibility that the Company will conduct equity fund raising exercises when suitable fund raising and/or investment opportunities arise in order to support future development of the Group. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

The Board considers that the Share Consolidation and the Change in Board Lot Size are beneficial to and in the interests of the Company and the Shareholders as a whole.

IV. Listing and Dealing

Application will be made to Listing Committee for the listing of, and permission to deal in, the Consolidated Shares arising from the Share Consolidation.

The Consolidated Shares will be identical in all respects and rank *pari passu* in all respects with each other as to all future dividends and distributions which are declared, made or paid. Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

None of the share capital or debt securities of the Company is listed or dealt in on any other stock exchange other than the Stock Exchange and no such listing or permission to deal is being or is proposed to be sought.

V. Other Arrangements

(a) Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

LETTER FROM THE BOARD

(b) Arrangements on odd lot trading

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company has appointed a securities firm as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Shareholders who wish to take advantage of this facility should contact Ms. Carmen Wong of One Securities Limited at 2/F, Cheong K. Building, 86 Des Voeux Road Central, Central, Hong Kong (telephone number: (852) 3188 2676 and facsimile number: (852) 3188 9984) from 9:00 a.m. on Wednesday, 17 July 2024 to 4:00 p.m. on Tuesday, 6 August 2024.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

(c) Exchange of share certificates for the Consolidated Shares

Subject to the Share Consolidation becoming effective, which is currently expected to be on Wednesday, 3 July 2024, Shareholders may between 9:00 a.m. and 4:30 p.m. on any Business Day during the period from Wednesday, 3 July 2024 to Thursday, 8 August 2024 (both days inclusive), submit share certificates for the Existing Shares (in Beige colour) to the Registrar at Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong to exchange for new share certificates for the Consolidated Shares (in Khaki colour) at the expense of the Company.

Shareholders should note that after the prescribed time for free exchange of share certificates, a fee of HK\$2.50 each (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the registrar for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of share certificates involved is higher.

After 4:10 p.m. on Tuesday, 6 August 2024, trading will only be in Consolidated Shares which share certificates will be issued in Khaki colour. Existing share certificates in Beige colour for the Existing Shares will cease to be valid for trading and settlement purpose, but will remain valid and effective as documents of title.

LETTER FROM THE BOARD

VI. Adjustments to outstanding Options

As at the Latest Practicable Date, there are outstanding 279,900,000 Options at the exercise price of HK\$0.3 each were granted under the Share Option Scheme to subscribe for a total of 279,900,000 Existing Shares.

The adjustments in relation to the outstanding Options to be made upon the Share Consolidation becoming effective would be as follows:

Grantees	No. of Existing Shares to be issued under the outstanding Options as at the Latest Practicable Date	Exercise price per Existing Share (HK\$)	No. of Consolidated Shares to be issued upon exercise of the Options upon the Share Consolidation becoming effective	Exercise price per Consolidated Share (HK\$)
Directors				
Chi Wen Fu	20,000,000	0.3	500,000	12.0
Chi Jing Chao	8,000,000	0.3	200,000	12.0
Cheung Sound Poon	5,000,000	0.3	125,000	12.0
Sheng Hong	5,000,000	0.3	125,000	12.0
<i>Sub-total</i>	38,000,000		950,000	
Employees	131,900,000	0.3	3,297,500	12.0
Consultants	110,000,000	0.3	2,750,000	12.0
<i>Sub-total</i>	241,900,000		6,047,500	
Total	279,900,000		6,997,500	

The Company will engage an independent financial adviser or the auditors of the Company to certify the adjustments to the outstanding Options and the Company will make further announcement(s) as and when appropriate in this regard.

As the Share Consolidation is subject to the satisfaction of conditions, the Share Consolidation and the Change in Board Lot Size may or may not become effective. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 21st Floor, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong on Friday, 28 June 2024 at 4:00 p.m. or any adjournment thereof is set out on pages 21 to 26 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

Whether or not you intend to attend and vote at the AGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as practicable but in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the form of proxy previously submitted shall be deemed to have revoked.

Pursuant to the Articles and Rule 13.39(4) of the Listing Rules, a resolution put to the vote at a general meeting shall be decided on a poll except where the chairman, in good faith, decide to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions proposed at the AGM as set out in the notice on pages 21 to 26 of this circular shall be voted by poll.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 24 June 2024 to Friday, 28 June 2024, both days inclusive, during which no transfer of Shares will be effected.

In order to be eligible to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Friday, 21 June 2024 for registration.

RECOMMENDATIONS

The Directors consider that the proposals for granting of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate, the re-election of the Directors, the Share Consolidation are all in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM in respect thereof.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

GENERAL INFORMATION

Your attention is also drawn to the information as set out in the Appendices to this circular.

Yours faithfully,
For and on behalf of the Board
Century Sunshine Group Holdings Limited
Chi Jing Chao
Executive Director

This Appendix serves as an explanatory statement required by the Listing Rules to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

LISTING RULES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their own shares subject to certain restrictions.

(a) Shareholders' approval

All proposed repurchases of shares on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval.

(b) Source of funds

Repurchases of shares must be made out of funds legally available for such purpose in accordance with the company's constitutive documents and the laws of the jurisdiction in which the company is incorporated or established.

(c) Status of shares to be repurchased

The shares proposed to be purchased by the Company must be fully paid up.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was approximately HK\$91,622,337 comprising 4,581,116,843 Existing Shares and share options entitling holders thereof to subscribe for 279,900,000 Existing Shares.

Subject to the passing of the proposed ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares are issued, allotted or repurchased by the Company prior to the AGM, the exercise of the Repurchase Mandate in full would enable the Company to repurchase up to 458,111,684 Existing Shares or 11,452,792 Consolidated Shares immediately after the Share Consolidation becoming effective during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company following the passing of the ordinary resolution referred to herein; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

REASONS FOR SHARE REPURCHASE

Although the Directors have no present intention of repurchasing the Shares, they believe that it is in the best interests of the Company and the Shareholders to continue to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Any Shares to be repurchased will be cancelled. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASE

It is envisaged that any repurchase of Shares would be financed out of funds which are legally available for such purpose in accordance with the Memorandum and the Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands. Any repurchases must be made out of funds of the Company legally permitted to be utilised in this connection, including out of the profits of the Company, out of the share premium account of the Company or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase or, if so authorised by the Articles subject to the Cayman Companies Act, out of capital. Any premium payable on a repurchase over the par value of the Shares to be purchased must be provided for out of either or both of the profits of the Company or the Company's share premium account or if so authorised by the Articles and subject to the provisions of the Cayman Companies Act, out of capital.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2023) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Trading price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
June	0.014	0.010
July	0.014	0.010
August	0.012	0.010
September	0.011	0.010
October	0.017	0.010
November	0.012	0.010
December	0.013	0.010
2024		
January	0.010	0.010
February	0.014	0.010
March	0.016	0.010
April	0.011	0.010
May	0.013	0.010
June (up to and including the Latest Practicable Date)	0.010	0.010

DISCLOSURE OF INTERESTS

As at the Latest Practicable Date, none of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, had any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no core connected person has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the Memorandum and the Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands.

EFFECT OF THE TAKEOVERS CODE

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Alpha Sino, Mr. Chi Wen Fu, his daughter, Ms. Chi Sile, and his sisters, namely, Ms. Chi Bi Fen and Ms. Chi Bi Hua together held approximately 35.84% of the issued share capital of the Company and they were presumed to be acting in concert under the Takeovers Code. Any increase in shareholdings in the Company which is outside the 2% creeper as specified in Rule 26.1 of the Takeovers Code will give rise to an obligation to make a mandatory offer for the Company under Rule 26 of the Takeovers Code. If the Directors exercise the Repurchase Mandate in full, the proportionate interest of Alpha Sino, Mr. Chi Wen Fu, Ms. Chi Sile, Ms. Chi Bi Fen and Ms. Chi Bi Hua in the voting rights of the Company would increase to approximately 39.82%. Such an increase would give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to the extent that such an obligation under the Takeovers Code would arise.

Save as disclosed above, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any repurchase made pursuant to the Repurchase Mandate.

NO UNUSUAL FEATURES

The Directors confirm that neither the Explanatory Statement nor the proposed share repurchase has any unusual features.

SHARE REPURCHASES BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not purchased any Shares whether on the Stock Exchange or otherwise.

The following are the particulars of the Directors who will retire and, being eligible, shall offer themselves for re-election at the AGM pursuant to the Articles:

Mr. Chi Wen Fu, aged 61, was appointed as an executive Director on 17 February 2004. Mr. Chi is also the chairman of the board of directors of the Company, the chairman of the nomination committee of the Company and a director of certain subsidiaries of the Company.

Mr. Chi joined Fuzhou Justice Bureau Commerce Law Office after qualifying as a lawyer in the PRC in 1989. Mr. Chi later opened his law firm in Fuzhou in 1995, in which he was the Managing Partner. In early 1998, Mr. Chi started an initial research on organic agricultural production and funded a research and development project on microbial compound fertilisers. Mr. Chi graduated from Fujian Light Industry Technical College in 1981, majoring in Chemical Analysis. Mr. Chi established the Group in 2000.

The Company has entered into a service agreement with Mr. Chi in relation to his appointment as an executive Director for a fixed term of 3 years commencing from 1 April 2024 provided that either Mr. Chi or the Company may terminate this appointment by giving at least three months' prior notice in writing, subject to the provisions of retirement and rotation of Directors under the Articles. Mr. Chi is currently entitled to remuneration of HK\$2,160,000 per annum. In addition, Mr. Chi is also entitled to a discretionary management bonus calculated as a percentage of the audited consolidated net profit of the Group attributable to the owners of the Company (after tax and non-controlling interests and the payment of such management bonuses but before extraordinary and exceptional items), which percentage shall be determined by the Board provided that the aggregate amount of the bonuses payable to all executive Directors in respect of each financial year of the Company shall not exceed 5% of such profit. The remuneration of Mr. Chi is subject to the annual review of the Board with reference to his contribution in terms of time, effort and his expertise. Under the service agreement, Mr. Chi will be reimbursed for all reasonable expenses incurred in connection with the performance of his duties to the Company. As an executive Director, Mr. Chi will also be eligible to be granted share options to subscribe for Shares under the Share Option Scheme.

Mr. Chi Jing Chao, an executive Director, is the nephew of Mr. Chi. Save as disclosed in this circular, Mr. Chi does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Chi has (i) personal interest in 249,970,548 Existing Shares, representing approximately 5.5% of the entire issued shares of the Company and was interested in share options granted by the Company entitling him to subscribe for 20,000,000 Existing Shares at HK\$0.3 per Share; and (ii) corporate interest in 1,341,871,364 Existing Shares held by Alpha Sino by virtue of his entitlement to exercise or control the exercise of more than one-third of the voting power at the general meetings of Alpha Sino. Save as disclosed above, Mr. Chi did not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Chi did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last 3 years. Save as disclosed above, there are no matters concerning Mr. Chi that needs to be brought to the attention of the shareholders of the Company nor is there any other information regarding Mr. Chi required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

Mr. Cheung Sound Poon, aged 63, was appointed as an independent non-executive Director in June 2019. He is also the chairman of the audit committee and the remuneration committee, and a member of the nomination committee of the Company. Mr. Cheung is currently an independent non-executive director of Rare Earth Magnesium Technology Group Holdings Limited (“**REMT**”) and a senior audit manager at Chui & Kwok (CPA). He was an audit senior at Gary W. K. Yam & Co. (CPA). Mr. Cheung has over 40 years of experience in accounting and auditing. He was an independent non-executive director and the chairman of audit committee of the board of the Company between February 2004 and May 2007.

The Company has entered into a letter of appointment with Mr. Cheung in relation to the appointment of Mr. Cheung as an independent non-executive Director for a fixed term of 2 years commencing from 1 April 2023 provided that either Mr. Cheung or the Company may terminate this appointment by giving at least three months’ prior notice in writing, subject to the provisions of retirement and rotation of Directors under the Articles. The remuneration payable to Mr. Cheung under the letter of appointment is a fixed sum of HK\$30,000 per annum. The remuneration is determined based on the estimated time to be spent by Mr. Cheung on the Company’s matters and will be reviewed by the Board annually. Under the said letter of appointment, Mr. Cheung will be reimbursed for all reasonable expenses incurred in connection with the performance of his duties to the Company. As an independent non-executive Director, Mr. Cheung will also be eligible to be granted options to subscribe for Shares under the Share Option Scheme. Save as disclosed above, Mr. Cheung did not hold any other position with the Company or any of its subsidiaries as at the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Cheung did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Cheung was interested in share options granted by the Company entitling him to subscribe for 5,000,000 Existing Shares at HK\$0.3 per Share. Save as disclosed above, Mr. Cheung did not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, Mr. Cheung did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last 3 years. Save as disclosed above, there are no matters concerning Mr. Cheung that needs to be brought to the attention of the shareholders of the Company nor is there any other information regarding Mr. Cheung required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN that the annual general meeting of Century Sunshine Group Holdings Limited (世紀陽光集團控股有限公司) (the “**Company**”) will be held at 21st Floor, Grand Millennium Plaza, 181 Queen’s Road Central, Hong Kong on Friday, 28 June 2024 at 4:00 p.m. for the following purposes 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 annual general meeting shall bear the same meaning as those defined in the circular of the Company dated 5 June 2024 (the “**Circular**”):

Ordinary Resolutions

As Ordinary Business

1. To receive, consider and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company (“**Director(s)**”) and auditors for the year ended 31 December 2023.
2. (a) To re-elect:
 - (i) Mr. Chi Wen Fu as an executive Director; and
 - (ii) Mr. Cheung Sound Poon as an independent non-executive Director.
- (b) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To appoint Prism Hong Kong and Shanghai Limited as the auditors of the Company and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

As Special Business

4. To consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (d)(i) below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the “**Shares**”) and to make or grant offers, agreements, options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power to issue or allot Shares after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the general mandate in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d)(ii) below); or (ii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles**”); or (iii) any grant or exercise of any option granted under any scheme or similar arrangement for the time being adopted for the grant or issue of options to subscribe for, or rights to acquire Shares; or (iv) the exercise of any rights of subscription or conversion under any existing warrants, bonds, debentures, notes and other securities issued by the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:
 - (i) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (aa) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (bb) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or
 - (cc) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
- (ii) “**Rights Issue**” means an offer of Shares or issue of options, warrants, or other securities giving the right to subscribe for Shares, open for period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities entitled to the offer) on a fixed record date in proportion to their holdings of such Shares (or, where appropriate, such other securities) as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).”
5. To consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised by The Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or requirements of the Stock Exchange or other applicable rules and regulations as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company during the Relevant Period pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue and fully paid up as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
6. To consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of resolutions numbered 4 and 5 as set out in the notice convening the meeting of which this resolution forms part, the general mandate granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares pursuant to the said resolution numbered 4 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of Shares repurchased by the Company under the authority granted pursuant to the said resolution numbered 5, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the said resolution numbered 5.”

7. To consider, and if thought fit, to pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** subject to the satisfaction of the conditions set out in the letter from the board under the heading “Conditions of the Share Consolidation” in the circular of the Company dated 5 June 2024 (the “**Circular**”), with effect from the second business day immediately following the date on which this resolution is passed, being a day on which the shares of the Company are traded on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”):

- (a) every forty (40) issued and unissued ordinary shares of par value HK\$0.02 each in the share capital of the Company be consolidated into one (1) consolidated share of par value HK\$0.80 each (each a “**Consolidated Share**”) (the “**Share Consolidation**”), such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the memorandum of association and articles of association of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors (the “**Directors**”) of the Company may think fit;
- (c) immediately following the Share Consolidation, the authorised share capital of the Company be changed from HK\$200,000,000 divided into 10,000,000,000 ordinary shares of par value HK\$0.02 each to HK\$200,000,000 divided into 250,000,000 ordinary shares of par value HK\$0.80 each; and
- (d) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Share Consolidation and of administrative nature, on behalf of the Company, including under seal where applicable, as he/they consider necessary, desirable or expedient to give effect to the foregoing arrangements for the Share Consolidation.”

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

Hong Kong, 5 June 2024

Head office and principal place of business:
16th Floor, Tower 5
The Gateway, Harbour City
Tsim Sha Tsui
Kowloon
Hong Kong

Registered Office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Notes:

- (1) Any shareholder entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is a holder of two or more Shares may appoint more than one proxy to attend and vote on the same occasion. A proxy need not be a shareholder of the Company.
- (2) In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power or authority must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for holding the meeting.
- (3) Completion and return of the form of proxy will not preclude members from attending and voting at the annual general meeting or 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.
- (4) Where there are joint registered holders of any Share(s), any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such Share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting or any adjourned meeting thereof (as the case may be), the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

NOTICE OF ANNUAL GENERAL MEETING

- (5) An explanatory statement regarding the general mandate for the repurchase of Shares sought in resolution numbered 5 is set out in Appendix I to the circular of the Company dated 5 June 2024 of which this notice forms part.
- (6) For the purpose of determining shareholders who are eligible to attend and vote at the annual general meeting, the register of members of the Company will be closed from Monday, 24 June 2024 to Friday, 28 June 2024, both days inclusive, during which period no transfer of shares will be registered. In order for the shareholders to be eligible to attend and vote at the annual general meeting, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 21 June 2024 for registration.

If Shareholders choosing not to attend the AGM 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 Director of the Company as follows:

16th Floor, Tower 5
The Gateway, Harbour City
Tsim Sha Tsui
Kowloon
Hong Kong
Fax: (852) 2802 2697
E-mail: ir@centurysunshine.com.hk

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

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
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 and Mr. Chi Jing Chao*

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