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世紀陽光

## CENTURY SUNSHINE GROUP HOLDINGS LIMITED

世紀陽光集團控股有限公司

*(incorporated in the Cayman Islands with limited liability)*

(Stock Code: 509)

### NOTICE OF ANNUAL GENERAL MEETING

**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 Unit 3907, 39/F, COSCO Tower, 183 Queen’s Road Central, Hong Kong on 17 May 2012 at 2:30 p.m. for the following purposes:

#### **As Ordinary Business**

1. To receive and consider 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 2011.
2. To declare a final dividend of HK0.35 cents per share for the year ended 31 December 2011.
3. (a) To re-elect:
  - (i) Mr. Chi Wen Fu as executive Director;
  - (ii) Mr. Shum Sai Chit as executive Director; and
  - (iii) Mr. Liu Hoi Keung as independent non-executive Director;
- (b) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.

4. To appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the Board to fix their remuneration.

### **As Special Business**

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 (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 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 authorize 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 might require the exercise of such power 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;
    - (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 a 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).”

6. 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 recognized 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
- (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.”

7. 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 5 and 6 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 5 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 6, 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 6.”

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

“**THAT**, subject to and conditional upon the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Shares which may be issued pursuant to the exercise of options to be granted under the Refreshed Scheme Mandate Limit (as defined below):-

- (a) the refreshment of the existing limit in respect of the grant of options to subscribe for Shares under the share option scheme adopted by the Company on 3 December 2008 (the “**Share Option Scheme**”) be and is hereby approved provided that the aggregate nominal amount of share capital of the Company which may be allotted or issued pursuant to the exercise of options granted under the Share Option Scheme and any other scheme(s) of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme or such other scheme(s) of the Company) shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution (the “**Refreshed Scheme Mandate Limit**”); and
- (b) the Directors be and are hereby authorised to grant options under the Share Option Scheme up to the Refreshed Scheme Mandate Limit and to allot, issue and deal with the Shares of the Company pursuant to the exercise of such options and to take all such steps as they may consider necessary or expedient to implement the Share Option Scheme within the Refreshed Scheme Mandate Limit and to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”

9. To consider and, if thought fit, pass, with or without amendments, the following resolution as a special resolution of the Company:

**“THAT:**

- (a) the memorandum of association of the Company (the “**Memorandum**”) be amended in the following manner:

- (i) Clause 8

By deleting the existing Clause 8 in its entirety and substituting therefor the following:

“8. The share capital of the Company is HK\$100,000,000 divided into 5,000,000,000 shares of a nominal or par value of HK\$0.02 each, with power for the Company insofar as is permitted by law to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies Law (Revised) and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether stated to be preference or otherwise shall be subject to the powers hereinbefore contained.”

- (b) the Articles be amended in the following manner:

- (i) Article 2. (1)

By adding the following new definition of “substantial shareholder” in the existing Article 2. (1) before the definition of “year”:

““substantial shareholder”           the meaning attributed to it in the rules of the Designated Stock Exchange.”;

- (ii) Article 3. (1)

By deleting the existing Article 3. (1) in its entirety and substituting therefor the following:

“3. (1) The share capital of the Company at the date on which these Articles come into effect shall be divided into shares of a par value of HK\$0.02 each.”

(iii) Article 45

By deleting the existing Article 45 in its entirety and substituting therefor the following:

“45. Notwithstanding any other provision of these Articles the Company or the Directors may fix any date as the record date for:

- (a) determining the Members entitled to receive any dividend, distribution, allotment or issue and such record date may be on, or at any time not more than thirty (30) days before or after, any date on which such dividend, distribution, allotment or issue is declared, paid or made, save that if the entitlement of the holder of shares requires the approval of the Company in general meeting or is contingent on a transaction that is subject to the approval of the Company in general meeting, the last day for trading in such shares with such entitlement on the Designated Stock Exchange must fall at least one business day after the general meeting;
- (b) determining the Members entitled to receive notice of and to vote at any general meeting of the Company.”;

(iv) Article 66

By deleting the existing Article 66 in its entirety and substituting therefor the following:

“66.(1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote at the meeting shall be decided on a poll, save that the chairman of the meeting may in good faith allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote on a show of hands. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For the purpose of this Article, procedural and administrative matters are those that (a) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to the Members; and (b) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/

or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.

- (2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
- (a) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
  - (b) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
  - (c) by a Member or Members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Member.”;

(v) Article 67

By deleting the existing Article 67 in its entirety and substituting therefor the following:

“67. Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution.”;

(vi) Article 68

By deleting the existing Article 68 in its entirety and substituting therefor the following:

“68. Where a resolution is voted on by way of poll, the result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”

(vii) Article 72

By deleting the existing Article 72 in its entirety and substituting therefor the following:

“72. On a poll, a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.”

(viii) Article 81

By deleting the second sentence in the existing Article 81 in its entirety and substituting therefor the following:

“The instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit.”;

(ix) Article 84. (2)

By inserting the words “including, where a show of hands is allowed, the right to vote individually on a show of hands” before the full-stop at the end of the existing Article 84. (2);

(x) Article 88

By deleting the existing Article 88 in its entirety and substituting therefor the following:

“88. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by one or more Members (other than the person to be proposed) holding not less than five per cent. (5%) of the paid up capital of the Company carrying the right to attend and vote at the meeting for which such notice is given of his/their intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office within the seven-day period commencing the day after the dispatch of the notice of the general meeting appointed for such election (or such other period, being a period of not less than seven days, commencing no earlier than the day after the dispatch of the notice of such general meeting and ending no later than seven days prior to the date of such general meeting, as may be determined by the Directors from time to time).”;

(xi) Article 103. (1)(v)

By deleting the existing Article 103. (1)(v) in its entirety and replacing it with the words “[Intentionally deleted]”;

(xii) Article 103. (2)

By deleting the existing Article 103. (2) in its entirety and replacing it with the words “[Intentionally deleted]”;

(xiii) Article 103. (3)

By deleting the existing Article 103. (3) in its entirety and replacing it with the words “[Intentionally deleted]”;

(xiv) Article 104. (4)(iii)

By deleting the words “(jointly or severally or indirectly or indirectly)” in the existing Article 104. (4)(iii) and replacing them with the words “(jointly or severally or directly or indirectly)”;

(xv) Article 122

By inserting the following paragraph at the end of the existing Article 122:

“Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.”;

(xvi) Article 145. (5)

By inserting the following paragraph at the end of the existing Article 145. (5):

“Notwithstanding the foregoing, if the entitlement of the holder of such shares requires the approval of the Company in general meeting or is contingent on a transaction that is subject to the approval of the Company in general meeting, the last day for trading in such shares with such entitlement on the Designated Stock Exchange must fall at least one business day after the general meeting.”.

10. To consider and, if thought fit, pass, with or without amendments, the following resolution as a special resolution of the Company:

“**THAT** subject to the passing of resolution numbered 9 above, the new restated and consolidated Memorandum and Articles, a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of this meeting for the purpose of identification, consolidating all of the proposed amendments referred to in resolution numbered 9 above and where applicable, all previous amendments made to the Memorandum and Articles in compliance with applicable laws in the form produced to this meeting, be and are hereby approved and adopted in substitution for and to the exclusion of the existing Memorandum and Articles with immediate effect.”

By Order of the Board  
**Chi Wen Fu**  
*Chairman*

Hong Kong, 13 April 2012

*Head office and principal place of business:*

Unit 3907, 39/F  
COSCO Tower  
183 Queen’s Road Central  
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 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, 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.
- (5) An explanatory statement regarding the general mandate for the repurchase of Shares sought in resolution numbered 6 is set out in Appendix I to the circular of the Company dated 13 April 2012 of which this notice forms part.

- (6) The register of members of the Company will be closed for the following periods:
- (a) 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, 14 May 2012 to Thursday, 17 May 2012, 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:00 p.m. on Friday, 11 May 2012 for registration.
  - (b) For the purpose of determining shareholders who qualify for the proposed final dividend, the register of members of the Company will also be closed from Wednesday, 23 May 2012 to Tuesday, 29 May 2012, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:00 p.m. on Tuesday, 22 May 2012 for registration.

*As at the date of this announcement, the directors of the Company are:*

*Executive directors: Mr. Chi Wen Fu, Mr. Shum Sai Chit and Ms. Chi Bi Fen*

*Non-executive director: Mr. Guo Mengyong*

*Independent non-executive directors: Mr. Kwong Ping Man, Mr. Liu Hoi Keung and Mr. Sheng Hong*