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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)**

## **PROPOSED BONUS ISSUE OF SHARES**

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Reference is made to the annual results announcement of the Company dated 18 March 2015 for the financial year ended 31 December 2014, in which the Board proposes a bonus issue to the Qualifying Shareholders on the basis of one (1) Bonus Share for every 20 existing Shares held by the Qualifying Shareholders on the Record Date subject to the approval by the Shareholders at the AGM. The Bonus Shares will be credited as fully paid at par by way of capitalization of an amount equal to the total par value of the Bonus Shares standing to the credit of the share premium account of the Company. The register of members of the Company will be closed from Monday, 15 June 2015 to Wednesday, 17 June 2015 (both days inclusive) in order to determine the entitlement of the Shareholders under the Bonus Issue.

Application will be made to the Listing Committee for the listing of, and permission to deal in the Bonus Shares. The Bonus Shares, upon issue, will rank pari passu with the then existing Shares in all respects.

### **GENERAL INFORMATION**

A circular containing, among other matters, further information on the Bonus Issue, the trading arrangements in respect of the Bonus Shares, together with the notice of the AGM will be dispatched to the Shareholders on or before Thursday, 23 April 2015.

## **PROPOSED BONUS ISSUE OF SHARES**

Reference is made to the annual results announcement of the Company dated 18 March 2015, in which the Company is pleased to announce that the Board recommended a bonus issue to the Qualifying Shareholders on the basis of one (1) Bonus Share for every 20 existing Shares held by the Qualifying Shareholders on the Record Date subject to the approval by the Shareholders at the AGM. The Bonus Shares will be credited as fully paid at par by way of capitalization of an amount equal to the total par value of the Bonus Shares standing to the credit of the share premium account of the Company. The terms of the Bonus Issue are set out below.

### **Basis of the Bonus Issue**

Subject to the conditions as set out under the heading “Conditions of the Bonus Issue” below, the Bonus Shares will be issued and credited as fully paid at par on the basis of one (1) Bonus Share for every 20 existing Shares held by the Qualifying Shareholders on the Record Date.

Assuming that no further Shares will be issued or repurchased on or before the Record Date, on the basis of 2,906,238,537 existing Shares in issue as at the date of this announcement, 145,311,926 Bonus Shares will be issued representing approximately 5% of the existing issued share capital as at the date hereof. After the completion of the Bonus Issue, there will be a total of 3,051,550,463 Shares in issue as enlarged by the Bonus Issue. The Bonus Shares will be credited as fully paid at par value by way of capitalization of an amount of HK\$2,906,238.52 in the share premium account of the Company pursuant to the Bonus Issue.

As at the date of this announcement, the maximum number of Shares which may be issued upon exercise of all exercisable share options granted under the Share Option Scheme is 86,500,000 and the respective maximum number of Shares which may be issued upon full conversion of First Convertible Bonds (as defined below) and the Second Convertible Bonds (as defined below) is 95,833,333 and 150,000,000. Assuming there will be further issue of Shares upon the exercise of all the exercisable share options granted under the Share Option Scheme and full conversion of the First Convertible Bonds and the Second Convertible Bonds on or before the Record Date which will lead to the issue of 332,333,333 Shares in full, on the basis of the then total of 3,238,571,870 Shares in issue, 161,928,593 Bonus Shares (representing approximately 5.57% of the existing issued share capital as at the date hereof) will be issued and credited as fully paid at par value by way of capitalization of an amount of HK\$3,238,571.86 in the share premium account of the Company pursuant to the Bonus Issue and there will be a total of 3,400,500,463 Shares in issue as enlarged by the Bonus Issue.

The Bonus Shares, upon issue, will rank pari passu with the then existing Shares in all respects and the Company will not allot any fractions of the Bonus Shares.

## **Adjustments to the share options granted under the Share Option Scheme and conversion price of the convertibles bonds**

As at the date of this announcement, the Company has:

- (i) 184,000,000 outstanding share options (the “**Share Options**”) entitling the holders thereof to subscribe for a total of 184,000,000 Shares at various exercise prices ranging from HK\$0.5 per Share to HK\$1 per Share (subject to adjustments, if any);
- (ii) 4.5% coupon convertible bonds (the “**First Convertible Bonds**”) with the outstanding principal amount of HK\$115,000,000 entitling the holders thereof to convert for a total of 95,833,333 Shares at the conversion price of HK\$1.2 per Share (subject to adjustments); and
- (iii) 4.5% coupon convertible bonds (the “**Second Convertible Bonds**”) with the outstanding principal amount of HK\$180,000,000 entitling the holders thereof to convert for a total of 150,000,000 Shares at the conversion price of HK\$1.2 per Share (subject to adjustments).

Under the relevant terms and conditions of the Share Option Scheme, the First Convertible Bonds and the Second Convertible Bonds, the Bonus Issue may lead to adjustments to the exercise price and/or conversion price and/or the number of Shares falling to be issued upon the exercise of the Share Options and the conversion rights of the First Convertible Bonds and the Second Convertible Bonds. The Company will inform the holders of the Share Options, the First Convertible Bonds and the Second Convertible Bonds of such adjustments by announcement, as and when appropriate.

Save for the Share Options, the First Convertible Bonds and the Second Convertible Bonds, the Company does not have any options outstanding under any share option schemes of the Company or any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares as at the date of this announcement.

### **Conditions of the Bonus Issue**

The Bonus Issue is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the AGM for approving the Bonus Issue;
- (ii) the Listing Committee granting the listing of, and permission to deal in, the Bonus Shares; and
- (iii) compliance with the relevant legal procedures and requirements (if any) under the applicable laws of the Cayman Islands and the articles of association of the Company to effect the Bonus Issue.

Application will be made to the Listing Committee for the listing of, and permission to deal in the Bonus Shares.

## **Overseas Shareholders**

The Company will make enquiry and, if necessary, seek legal advice(s) from overseas counsel(s) on the applicable procedural requirements for extending the Bonus Issue to the Overseas Shareholders. Upon such enquiry, if the Board is of the view that the exclusion of the Overseas Shareholders is necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place, the Bonus Shares will not be issued to those Overseas Shareholders, i.e. the Non-Qualifying Shareholders. In such circumstances, arrangements will be made for the Bonus Shares, which would otherwise have been issued to the Non-Qualifying Shareholders, if any, to be sold in the market as soon as practicable after dealings in the Bonus Shares commence. Any net proceeds of sale, after deduction of the related expenses, will be distributed in Hong Kong dollars to the Non-Qualifying Shareholders, if any, pro-rata to their respective shareholdings and remittances therefor will be posted to them, at their own risk, unless the amount falling to be distributed to any such persons is less than HK\$100.00, in which case it will be retained for the benefit of the Company.

## **Status of the Bonus Shares and fractional entitlements**

The Bonus Shares, upon issue, will rank pari passu with the then existing Shares in all respects, including the entitlement of receiving dividends and other distributions on the record date for which is on or after the date of allotment and issue of those Bonus Shares.

There will not be any fractional entitlements to the Bonus Shares. Bonus Shares representing fractional entitlement will be aggregated and issued to a nominee to be nominated by the Board. Such Bonus Shares (if any) will be sold and the net proceeds, after deducting the related expenses therefrom, will be retained by the Company for its own benefits.

## **Record Date and closure of register of members**

The Bonus Shares will be issued to the Qualifying Shareholders. Arrangement for the Non-Qualifying Shareholders are further elaborated under the heading “Overseas Shareholders” above.

The register of members of the Company will be closed from Monday, 15 June 2015 to Wednesday, 17 June 2015 (both days inclusive) in order to determine the entitlement of the Shareholders under the Bonus Issue.

Shareholders are reminded that in order to qualify for the Bonus Issue, they must ensure that all transfers accompanied by the relevant share certificates are lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:00 p.m. on Friday, 12 June 2015.

The exact total number of the Bonus Share to be issued under the Bonus Issue will not be capable of determination until the Record Date.

## Reasons and Benefits for the Bonus Issue

The Board proposes the Bonus Issue in recognition of the Shareholders' continual supports to the Company. The Board believes that the Bonus Issue will also enhance the liquidity of the Shares in the market and thereby enlarge the shareholder and capital base of the Company.

## Certificates for the Bonus Shares

It is expected that certificates for the Bonus Shares will be posted by ordinary post on or before Monday, 29 June 2015 upon fulfillment of all the conditions of the Bonus Issue at the risk of the Shareholders entitled thereto to their respective addresses shown on the register of members of the Company on the Record Date. Dealings in the Bonus Shares are expected to commence on Tuesday, 30 June 2015.

## EXPECTED TIMETABLE

The expected timetable of the Bonus Issue is set out below:

**2015**

(Hong Kong time)

Despatch of the Circular (in relation to the Bonus Issue and including the notice of the AGM) and proxy form for the AGM on or before ..... Thursday, 23 April

Latest time for lodging transfer of Shares in order to be entitled to attend and vote at AGM..... 4:00 p.m.,  
Friday, 22 May

Closure of register of members of the Company for the entitlement to attend and vote at the AGM..... Tuesday, 26 May to  
Thursday, 28 May  
(both days inclusive)

Latest time for lodging forms of proxy for the AGM ..... 2:30 p.m.,  
Tuesday, 26 May

Record date for determining entitlement to attend and vote at the AGM..... Thursday, 28 May

Expected date and time of the AGM ..... 2:30p.m.,  
Thursday, 28 May

Announcement of the results of the AGM..... Thursday, 28 May

Last day of dealings in Shares cum-entitlement to the Bonus Shares .....	Wednesday, 10 June
First day of dealings in Shares ex-entitlement to the Bonus Shares .....	Thursday, 11 June
Latest time for lodging transfer of Shares in order to be entitled to the Bonus Shares.....	4:00 p.m., Friday, 12 June
Closure of register of members of the Company for the Bonus Issue.....	Monday, 15 June to Wednesday, 17 June (both days inclusive)
Record Date for determining entitlement to the Bonus Shares .....	Wednesday, 17 June
Re-open of register of members of the Company.....	Thursday, 18 June
Certificates of the Bonus Shares expected to be despatched.....	Monday, 29 June
First date of dealings in the Bonus Shares.....	Tuesday, 30 June

Dates or deadlines specified in this announcement 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.

## **GENERAL**

A circular containing, among other matters, further information on the Bonus Issue, the trading arrangements in respect of the Bonus Shares, together with a notice convening the AGM will be dispatched to the Shareholders on or before Thursday, 23 April 2015. To the best knowledge, belief and information of the Directors having made all reasonable enquiries, no Shareholder is required to abstain from voting on the ordinary resolution to approve the Bonus Issue at the AGM.

## DEFINITIONS

In this announcement, the following terms shall have the meanings respectively set opposite them unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be convened at which resolution for approving the Bonus Issue will be proposed for the Shareholders’ consideration and, if thought fit, approval
“Board”	the board of Directors
“Bonus Issue”	the proposed issue of the Bonus Shares to the Qualifying Shareholders on the basis of one (1) Bonus Share for every 20 existing Shares held by the Qualifying Shareholders on the Record Date
“Bonus Share(s)”	new Share(s) to be issued by way of the Bonus Issue by the Company as described herein
“Company”	Century Sunshine Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose shares are listed on the main board of the Stock Exchange
“Director(s)”	the directors of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Committee”	the listing committee of the Stock Exchange
“Non-Qualifying Shareholder(s)”	Overseas Shareholder(s) whom the Board, after making enquiries, considers it necessary or expedient on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant foreign regulatory body or stock exchange in that place not to extend the Bonus Issue to them
“Overseas Shareholder(s)”	Shareholder(s) whose address(es) as shown on the register of members of the Company on the Record Date is/are outside Hong Kong
“Qualifying Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company on the Record Date (excluding the Non-Qualifying Shareholders), who are entitled to the Bonus Issue

“Record Date”	Wednesday, 17 June 2015, being the date for determining the entitlement to the Bonus Issue
“Share(s)”	ordinary share(s) of par value of HK\$0.02 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 3 December 2008
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By Order of the Board of  
**Century Sunshine Group Holdings Limited**  
**Chi Wen Fu**  
*Chairman*

Hong Kong, 26 March 2015

*As at the date of this announcement, the Board comprises the following Directors:*

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

*Non-executive director:* *Mr. Guo Mengyong*

*Independent non-executive directors:* *Mr. Kwong Ping Man, Mr. Sheng Hong and  
Mr. Lau Chi Kit*