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Sunshine 100 China Holdings Ltd

陽光100中國控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2608)

HIGH CONCENTRATION OF SHAREHOLDING

This announcement is made at the request of the Stock Exchange in respect of the concentration of the shareholding of the Company in the hands of a limited number of Shareholders as at 7 July 2014.

In view of the high concentration of shareholding in a small number of Shareholders, Shareholders and prospective investors should be aware that the price of the Shares could fluctuate substantially even with a small number of Shares traded, and should exercise extreme caution when dealing in the Shares.

This announcement is made at the request of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in respect of the concentration of the shareholding of Sunshine 100 China Holdings Ltd (the “**Company**”) in the hands of a limited number of shareholders of the Company (the “**Shareholders**”) as at 7 July 2014.

The Company noted that an announcement (the “**SFC Announcement**”) has been published by the Securities and Futures Commission (the “**SFC**”) on 22 July 2014. As disclosed in the SFC Announcement, the SFC has recently completed an enquiry into the shareholding of the Company. Its findings suggested that, as at 7 July 2014, a group of 18 Shareholders held an aggregate of 485,054,045 ordinary shares of HK\$0.01 each in the share capital of the Company (the “**Shares**”), representing approximately 24.25% of the issued Shares. Such shareholding, together with the 1,500,000,000 Shares (representing 75% of the issued Shares) held by 2 substantial Shareholders (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)) of the Company, represented 99.25% of the issued Shares as at 7 July 2014. Therefore, only 14,945,955 Shares (representing 0.75% of the issued Shares) were held by other Shareholders.

As disclosed in the English version of the SFC Announcement, as at 7 July 2014, the shareholding structure of the Company was as follows:

	Number of Shares held	Percentage of total number of issued Shares (%)
Joywise Holdings Limited (“ Joywise ”) (<i>Note 1</i>)	1,386,715,012	69.34
Riverside 100 Holdings A LLC (“ Riverside ”) (<i>Note 2</i>)	113,284,988	5.66
A group of 18 Shareholders	485,054,045	24.25
Other Shareholders	14,945,955	0.75
	<u>2,000,000,000</u>	<u>100.00</u>

Note 1: Joywise is held by family trusts, whose beneficiaries include Mr. Yi Xiaodi (Chairman and Executive Director), Mr. Fan Xiaochong (Executive Director) and Ms. Fan Xiaohua (Non-Executive Director). Mr. Yi Xiaodi, Mr. Fan Xiaochong and Ms. Fan Xiaohua are deemed to be interested in the Shares held by Joywise.

Note 2: Riverside is indirectly owned by a private equity fund, Warburg Pincus.

Based on the information provided in the English version of the SFC Announcement:

- (A) The Company was listed on the Main Board of the Stock Exchange on 13 March 2014 by offering a total of 500,000,000 Shares, representing 25% of the issued Shares, at an initial public offer (“**IPO**”) price of HK\$4.00 per Share. The Share price closed at HK\$3.74 on the first day of listing, representing a decrease of 6.5% from the IPO price. The closing price of the Shares subsequently rose to the highest of HK\$4.04 on 20 June 2014. On 3 July 2014, the closing price of the Shares dropped 12.2% from the previous closing price to HK\$3.46, but then rebounded to HK\$3.67 on 7 July 2014.
- (B) On 7 July 2014, the Company announced its unaudited operating statistics for the six months ended 30 June 2014, which reported unaudited contracted sales of approximately RMB2,431 million and contracted sales area of approximately 285,764 sq.m.
- (C) On 18 July 2014, the Company announced the proposed issue of U.S. dollar denominated senior notes, with terms and conditions yet to be determined.
- (D) As at 21 July 2014, the price of the Shares closed at HK\$3.85, representing an increase of 4.9% from the closing price of HK\$3.67 on 7 July 2014, but was still 3.8% below the IPO price of HK\$4.00.

The board of directors (the “**Board**”) of the Company wishes to clarify that the above information is extracted from the SFC Announcement and that the Board has not verified such information. Accordingly, the Board is not in a position to comment on the accuracy, except for the following: (i) the shareholding of Joywise and Riverside as set out in the table above with reference to the disclosure of interest filings made to the Company and the Stock Exchange and (ii) the information set out in paragraphs (A) to (D) above.

PUBLIC FLOAT

Based on the information available and to the best knowledge of the directors of the Company (the “**Directors**”) after making all reasonable enquiries, the Company confirms that not less than 25% of the issued Shares were held in public hands as at 7 July 2014 and the date of this announcement and that the Company has maintained a sufficient public float as required under the Listing Rules.

In view of the high concentration of shareholding in a small number of Shareholders, Shareholders and prospective investors should be aware that the price of the Shares could fluctuate substantially even with a small number of Shares traded, and should exercise extreme caution when dealing in the Shares.

By order of the Board
Sunshine 100 China Holdings Ltd
Yi Xiaodi
Chairman and Executive Director

Beijing, the PRC
22 July 2014

As at the date of this announcement, the executive Directors are Mr. Yi Xiaodi and Mr. Fan Xiaochong, the non-executive Directors are Ms. Fan Xiaohua and Mr. Joseph Raymond Gagnon, and the independent non-executive Directors are Mr. Chen Jinsong, Mr. Gu Yunchang and Mr. Ng Fook Ai, Victor.