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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

(in provisional liquidation)

(for restructuring purposes only)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 509)

OVERSEAS REGULATORY ANNOUNCEMENT

This announcement is issued by Century Sunshine Group Holdings Limited (the “**Company**”) pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Please refer to the attached announcement published by the Company on the Singapore Exchange Securities Trading Limited on 12 May 2023.

By Order of the Board
Century Sunshine Group Holdings Limited
(in provisional liquidation)
(for restructuring purposes only)
Chi Wen Fu
Chairman

Hong Kong, 12 May 2023

As at the date of this announcement, 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



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UEN/Company Registration No.: 122654

(the “Company”)

MEETINGS OF CREDITORS

Reference is made to the S\$101,750,000 7.0% Fixed Rate Notes Due 2020 (SGX: N200703; ISIN: SG7CG8000008) (the “**Notes**”) issued by the Company pursuant to its S\$300,000,000 Multicurrency Medium Term Note Programme established on 19 May 2015, each of which are constituted by the trust deed dated 19 May 2015 entered into between (1) the Company, as issuer, (2) the guarantors named therein, as guarantors, and (3) The Bank of New York Mellon, Singapore Branch, as trustee, as amended and restated by an amending and restating trust deed dated 9 May 2017 (collectively, the “**Amended Trust Deed**”) and the announcements made by the Company on 3 July 2020, 6 July 2020, 8 July 2020, 9 July 2020, 15 July 2020, 3 August 2020, 11 August 2020, 28 September 2020, 8 October 2020, 16 October 2020, 29 October 2020, 4 November 2020, 6 November 2020, 13 November 2020, 1 December 2020, 9 December 2020, 2 February 2021, 15 March 2021, 16 March 2021, 20 April 2021, 28 June 2021, 20 August 2021 and 19 October 2021, 18 January 2022, 17 March 2022, 26 April 2022, 13 September 2022, 24 October 2022, 27 October 2022, 27 April 2023 and 3 May 2023. Capitalised terms used in this announcement shall bear the same meanings as those defined in the previous announcements unless the context requires otherwise.

The Company wishes to inform, by an order dated 27 April 2023 (the “**Order**”) made by the High Court of the Hong Kong Special Administrative Region (the “**Court**”) in the above matter, meetings (the “**Scheme Meetings**”) be convened of the creditors (the “**Scheme Creditors**”) of the Company and its subsidiaries, New Bright Group Limited, Ming Xin Developments Limited, Long Xiang Enterprises Limited, Acronagrotrans Ltd, and Century Sunshine Ecological Technology Limited (each being a “**Scheme Participating Subsidiary**”, and together, being the “**Scheme Participating Subsidiaries**”) for the purpose of considering and, if thought fit, approving (with or without modification or condition approved and imposed by the Court) the schemes proposed to be made between each of the Company and the Scheme Participating Subsidiaries and their respective Scheme Creditors pursuant to Section 670 of the Companies Ordinance of Hong Kong (the “**Schemes**”).

The Scheme Meetings will be held on Thursday, 15 June 2023 at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong, with any adjournment as may be appropriate, according to the following schedule:

<u>Company</u>	<u>Time</u>
Century Sunshine Group Holdings Limited	10: 00 a.m.
New Bright Group Limited	2: 00 p.m.
Ming Xin Developments Limited	2: 30 p.m.
Long Xiang Enterprises Limited	3: 00 p.m.
Acronagrotrans Ltd	3: 30 p.m.
Century Sunshine Ecological Technology Limited	4: 00 p.m.

All Scheme Creditors are entitled (but not obligated) to attend the Scheme Meeting(s) of the Company and the Scheme Participating Subsidiaries against which they have a Claim at such place and time either in person, by a fully authorised representative (if a corporation) or by proxy. Scheme Creditors (or their proxies) who cannot attend a Scheme Meeting in person may instead attend by Zoom call.

By the same Order, the Court has appointed Ms. So Kit Yee Anita or, failing her, one of the Joint Provisional Liquidators or a representative nominated by them, to act as chairperson of the Scheme Meetings (the “**Chairperson**”) and has directed the Chairperson to report the result of the Scheme Meetings to the Court.

The Notice of Meetings of Creditors (the “**Notice**”) has been advertised in the newspaper, The Standard and Sing Tao Daily, on 12 May 2023. A copy of the Schemes and a copy of the explanatory statement are incorporated in the scheme document of which the Notice forms part (the “**Scheme Document**”). The Scheme Document together with a Form of Proxy and a Notice of Claim have been circulated to the email address of the Scheme Creditors known to the Company and the Scheme Participating Subsidiaries; and served personally or posted to the registered or last known addresses of the Scheme Creditors in the books and records of the Company and the Scheme Participating Subsidiaries on 12 May 2023.

In respect of Scheme Creditors who are Singapore Bondholders, the Company will file the Notice of Claim for and on behalf of each Singapore Bondholder based on the records maintained in book entry form by the SGX Clearing System as at the date of the Order (being the Latest Practicable Date) and provide a copy to the respective Singapore Bondholders together with the Voting Instruction Form. Any Singapore Bondholder who disagrees with the information stated in the Notice of Claim prepared and filed for and on behalf of them by the Company may submit a further Notice of Claim and/or indicate a different amount of their Claim in the Voting Instruction Form on or before 5:00 p.m. on Tuesday, 13 June 2023 (*i.e.*, two (2) Business Days before the date of the Scheme Meetings) (the “**Record Time**”), in which case such amount of Claim stated in the further Notice of Claim or Voting Instruction Form shall supersede the prior Notice of Claim filed by the Company.

A completed Voting Instruction Form is required from each Singapore Bondholder for the purposes of, amongst other things, evidencing entitlement to vote on the Schemes. A form of the Voting Instruction Form for use by the Singapore Bondholders is provided to the Singapore Bondholders together with the Scheme Document.

If a Singapore Bondholder is holding an interest in the Singapore Bonds on behalf of others, he/she/it should seek the relevant instructions from the person(s) on whose behalf he/she/it holds an interest in the Singapore Bonds and deliver a completed Voting Instruction Form in accordance with the instructions provided by that person(s).

Actions to be taken

Scheme Creditors (other than the Singapore Bondholders) who intend to attend and vote at the Scheme Meeting(s) are requested to sign and return the Notice of Claim and the Form of Proxy (if by proxy) to the Joint Provisional Liquidators. Singapore Bondholders who intend to attend and vote at the Scheme Meeting(s) are requested to sign and return the Voting Instruction Form and the Form of Proxy (if by proxy) to the Joint Provisional Liquidators.

The Notices of Claim, Voting Instruction Form and the Form of Proxy (as the case may be), together with the power of attorney (if any), are to be returned to the Joint Provisional Liquidators by personal delivery or post to the below no later than the Record Time:

27/F, One Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong,
for the attention of Ms. Anita So,

or by email to:

Fredric.Leung@hk.ey.com/Vicky.Zhuo@hk.ey.com,
for the attention of Ms. Anita So.

TAKE NOTICE that (a) any Scheme Creditor (other than the Singapore Bondholders) who delivers a Notice of Claim, or (b) any Singapore Bondholder who delivers a Voting Instruction Form, after the Record Time will only be allowed to vote at the sole discretion of the Chairperson. If any Form of Proxy is not lodged prior to the Record Time by a Scheme Creditor who intends to attend the Scheme Meeting(s) by proxy, it may be handed to the Chairperson prior to voting and the Chairperson shall have absolute discretion as to whether or not to accept it.

Pre-pack Scheme

The Company is also proposing a scheme of arrangement with its Scheme Creditors, being the CS Scheme Creditors, pursuant to Section 71 of the Insolvency, Restructuring and Dissolution Act 2018 of Singapore (the “**IRDA**”) (the “**Pre-pack Scheme**”). The terms of the Schemes and Pre-pack Scheme, in relation to the CS Scheme Creditors, are substantially the same. A copy of the terms of the Pre-pack Scheme is annexed to the Scheme Document.

The Company will not be convening and/or seeking directions of the Singapore Court to convene a separate meeting of the CS Scheme Creditors to consider and vote on the Pre-pack Scheme. Section 71 of the IRDA allows the Singapore Court to make an order approving the Pre-pack Scheme, even though no meeting of the creditors or class of creditors has been ordered under Section 210(1) of the Companies Act 1967 of Singapore or held.

TAKE NOTICE that all votes of the CS Scheme Creditors at the Scheme Meeting(s) will be used as evidence for the purposes of indicating the CS Scheme Creditors' support for the Pre-pack Scheme. In voting to approve the Schemes, the CS Scheme Creditors shall be deemed as also having voted to approve the Pre-pack Scheme and waived all rights to oppose the Company's application to approve the Pre-pack Scheme pursuant to Section 71 of the IRDA.

For further information or details on how to attend the Scheme Meeting(s), please contact the Chairperson by email to Fredric.Leung@hk.ey.com/Vicky.Zhuo@hk.ey.com. In respect of Scheme Creditors who are Singapore Bondholders, please contact DHC Capital Pte. Ltd by email to david.chew@dhccapital.com.

The Company will provide further updates in due course.

By Order of the Board of Directors
Century Sunshine Group Holdings Limited

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Chi Wen Fu

Chairman

12 May 2023