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世紀陽光

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)

UPDATE ON POSSIBLE DEBT RESTRUCTURING NOTICE OF SCHEME MEETINGS

Reference is made to the announcements of Century Sunshine Group Holdings Limited (in provisional liquidation) (for restructuring purposes only) (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 3 July 2020, 8 July 2020, 9 July 2020, 15 July 2020, 11 August 2020, 24 August 2020, 31 August 2020, 8 October 2020, 16 October 2020, 20 April 2021, 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 (the “**Announcements**”) in relation to, among other things, the winding up petition (the “**Petition**”) and application for the appointment of “light touch” joint provisional liquidators for debt restructuring purposes. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as defined in the Announcements.

The Company wishes to announce that by an order dated 27 April 2023 (Hong Kong time) (the “**Convening Order**”), the High Court of Hong Kong has directed that 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 (collectively, the “**Companies**”) be at liberty to convene meetings of scheme creditors (the “**Scheme Meetings**”) on 15 June 2023 for the purpose of considering and, if thought fit, approving (with or without modification) the Scheme proposed to be made between the Companies and the scheme creditors under the Companies Ordinance.

Notice of the Scheme Meetings pursuant to the Convening Order is set out in the Annex to this announcement. The Scheme Meetings will be held from 10:00 a.m. to 4:00 p.m. 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.

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 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*

**IN THE HIGH COURT OF
THE HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 2137 OF 2022**

In the Matter of

CENTURY SUNSHINE GROUP HOLDINGS LIMITED	<i>(Incorporated in the Cayman Islands with limited liability) (Provisional Liquidators appointed for Restructuring Purposes Only)</i>
NEW BRIGHT GROUP LIMITED	<i>(Incorporated in the British Virgin Islands with limited liability) (Provisional Liquidators appointed for Restructuring Purposes Only)</i>
MING XIN DEVELOPMENTS LIMITED	<i>(Incorporated in the British Virgin Islands with limited liability) (Provisional Liquidators appointed for Restructuring Purposes Only)</i>
LONG XIANG ENTERPRISES LIMITED	<i>(Incorporated in the British Virgin Islands with limited liability) (Provisional Liquidators appointed for Restructuring Purposes Only)</i>
ACRONAGROTRANS LTD	<i>(Incorporated in the British Virgin Islands with limited liability) (Provisional Liquidators appointed for Restructuring Purposes Only)</i>
CENTURY SUNSHINE ECOLOGICAL TECHNOLOGY LIMITED	<i>(Incorporated in Hong Kong with limited liability)</i>

and

In the Matter of

**SECTION 670 OF THE COMPANIES ORDINANCE
(CAP. 622 OF THE LAWS OF HONG KONG)**

NOTICE OF SCHEME MEETINGS

Terms used in this Notice have the same meaning as in the Explanatory Statement and the Schemes relating to the proposed schemes of arrangement between Century Sunshine Group Holdings Limited (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**”) on one hand and the Scheme Creditors on the other under Section 670 of the Companies Ordinance.

NOTICE IS HEREBY GIVEN that, 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, the Court has directed that meetings (the meetings convened pursuant to the Order being referred to as the “**Scheme Meetings**”) be convened of the Scheme Creditors of the Company and 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.

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:

Company	Time
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. A teleconference facility will also be made available on an exceptional basis for any Scheme Creditors (or their proxy) who are unable to attend a Scheme Meeting in person or by Zoom call in a manner described and in accordance with the procedures set out in section 14.3 of the Explanatory Statement in the Scheme Document.

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.

A copy of the Schemes and a copy of the Explanatory Statement are incorporated in the Scheme Document of which this Notice forms part. The Scheme Document together with a Form of Proxy and a Notice of Claim (as defined in the Scheme Document) have been 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.

Any Scheme Creditor who either (i) has not yet received the Scheme Document together with the Form of Proxy and the Notice of Claim, or (ii) wants additional copies of the Scheme Document together with the Form of Proxy and the Notice of Claim, may obtain the same, free of charge, during usual business hours on any day prior to the day appointed for the Scheme Meetings (other than a Saturday, a Sunday or a statutory holiday) at 27/F, One Taikoo Place, 979 King’s Road, Quarry Bay, Hong Kong or by email to Fredric.Leung@hk.ey.com/Vicky.Zhuo@hk.ey.com.

Scheme Creditors who intend to attend and vote at the Scheme Meeting(s) are requested to sign and return the Notice of Claim to the Chairperson. Notices of Claim are to be returned to the Chairperson by personal delivery or post to 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, no later than the Record Time, being 5: 00 p.m. on Tuesday, 13 June 2023 (i.e. two (2) Business Days before the date of the Scheme Meetings).

Scheme Creditors may vote in person at the Scheme Meeting(s) or they may appoint another person, whether a Scheme Creditor or not, as their proxy to attend and vote in their stead. A corporate Scheme Creditor may also appoint a representative to attend and vote at the Scheme Meeting(s). A Form of Proxy is included in Appendix 5 of the Scheme Document and can be obtained by email to Fredric.Leung@hk.ey.com/Vicky.Zhuo@hk.ey.com. It is requested that the Form of Proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, be lodged with the Chairperson by personal delivery or post to 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, no later than the Record Time, being 5: 00 p.m. on Tuesday, 13 June 2023 (i.e. two (2) Business Days before the date of the Scheme Meetings).

Completion and return of the Form of Proxy will not preclude a Scheme Creditor signing the said form from attending and voting at the Scheme Meeting(s) in person, by telephone conference or by Zoom call, but in such event the Form of Proxy will be deemed to have been revoked. Any Scheme Creditor who wishes to attend the Scheme Meeting(s) in person, by telephone conference, or by Zoom call should produce at that Scheme Meeting(s) a duplicate copy of the Notice of Claim that was duly completed on their behalf, evidence of personal identity (for example, a passport, driving license or other picture identification) and, in the case of a corporation attending by a duly authorised representative, evidence of corporate authority (for example, a valid power of attorney and/or board minutes).

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 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 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 enclosed at Appendix 9 to 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). The Voting Instruction Form is requested to be signed and returned to the Chairperson, together with the Form of Proxy, if applicable, by personal delivery or post to 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, no later than the Record Time, being 5: 00 p.m. on Tuesday, 13 June 2023 (i.e. two (2) Business Days before the date of the Scheme Meetings).

Any Scheme Creditor who delivers a Notice of Claim or, in the case of the Singapore Bondholders, a Voting Instruction Form, after the Record Time will only be allowed to vote at the Scheme Meetings at the sole discretion of the Chairperson.

The Schemes will be subject to the subsequent approval and sanction of the Court and to the fulfilment or waiver (as applicable) of the conditions set out in Part 3 of Part III of the 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 IRDA (i.e. 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 at Appendix 8.

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 or held.

TAKE NOTICE that all votes of the CS Scheme Creditors at the Scheme Meetings 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.

Dated 12 May 2023

Ms. So Kit Yee Anita

Chairperson of the Scheme Meetings