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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)

**ANNOUNCEMENT MADE PURSUANT TO
RULE 13.51B(2) OF THE LISTING RULES**

This announcement is made by Sunshine 100 China Holdings Ltd (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51B(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) to provide an update on the information required to be disclosed by Mr. Gu Yunchang (“**Mr. Gu**”), an independent non-executive director of the Company, pursuant to Rule 13.51(2)(1) of the Listing Rules.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company has recently noticed that a winding-up order was granted on 2 May 2023 (the “**Order**”) by the High Court of The Hong Kong Special Administrative Region (the “**High Court**”) for the winding up of Jiayuan International Group Limited (in liquidation) (“**Jiayuan**”). Mr. Gu is an independent non-executive director of Jiayuan.

Jiayuan is a company incorporated in the Cayman Islands with limited liability. The shares of Jiayuan have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (stock code: 2768) since 8 March 2016 and have been suspended from trading since 3 April 2023 and up to the date of this announcement. According to the latest published financial report of Jiayuan, Jiayuan, together with its subsidiaries, is an established property developer of large-scale residential complexes and commercial complexes in the People’s Republic of China.

According to the announcements of Jiayuan dated 8 September 2022 and 6 March 2023, a winding-up petition (the “**Petition**”) was filed by Yeung Man (the “**Petitioner**”) to the High Court against Jiayuan in respect of an indebtedness due and payable by Jiayuan in the principal amount of US\$14,500,000 and interest accrued thereon arising from notes which were due in October 2022. According to the announcement of Jiayuan dated 5 May 2023, on 2 May 2023, Jiayuan was ordered to be wound up by the High Court and the Official Receiver was appointed as the provisional liquidator of Jiayuan.

CONFIRMATION BY OUR DIRECTOR

Mr. Gu has provided the following confirmations to the Company: (i) he has no connection with and no involvement in the Petition; (ii) he is not a respondent of the Petition nor a party of the winding up proceedings of Jiayuan, and is not aware of any actual or potential claim that has been or will be made against him because of the Petition; and (iii) save and except the Order, there is no other matter which is required to be disclosed by Mr. Gu pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Company and its shareholders (the “Shareholders”).

The Board has no further information on the abovementioned matter other than those set out above which is based on the information supplied by Mr. Gu and the announcements of Jiayuan dated 8 September 2022, 6 March 2023 and 5 May 2023. To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, neither Jiayuan nor its subsidiaries are related to the Group. The Board is not in a position to express any opinion on the matters relating to Jiayuan’s winding-up proceedings, the Petition or the Order. As the above matter did not involve the Group, the Board is of the opinion that such matter has or will have no impact on the business and operations of the Group. Taking into account the background, expertise, skills, experience and independence of Mr. Gu, the Board considers it is suitable for Mr. Gu to remain as an independent non-executive director of the Company.

LISTING RULES IMPLICATION

This announcement is made by the Company setting out the change of information in relation to Mr. Gu in compliance with the requirements of Rule 13.51B(2) of the Listing Rules. To the best knowledge, information and belief of the Directors after making all reasonable enquiries, save as disclosed above, there is no other matter in relation to the directorship of Mr. Gu with the Company that needs to be brought to the attention of the Shareholders.

CONTINUED SUSPENSION OF TRADING

Trading in the shares of the Company on The Stock Exchange of Hong Kong Limited has been suspended with effect from 9:00 a.m. on 1 April 2022, pending the publication of the 2021 audited annual results, the 2022 interim results and the 2022 audited annual results of the Company.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

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

Beijing, the PRC
19 May 2023

As at the date of this announcement, the executive directors of the Company are Mr. Yi Xiaodi and Mr. Fan Xiaochong, the non-executive directors of the Company are Ms. Fan Xiaohua and Mr. Wang Gongquan, and the independent non-executive directors of the Company are Mr. Gu Yunchang, Mr. Ng Fook Ai, Victor and Mr. Li Chunping