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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)

**MATTERS RELATING TO RULES 3.10(1), 3.21 and 13.92 OF LISTING
RULES
AND
NON-COMPLIANCE WITH LISTING RULES**

Reference is made to the announcements (the “**Announcements**”) of Century Sunshine Group Holdings Limited (the “**Company**”) dated 13 September 2024 and 31 December 2024 in relation to, among others, the non-compliance with Rules 3.10(1), 3.21 and 13.92 of the Listing Rules with regards to the composition of the Board. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those ascribed to them in the Announcements.

MATTERS RELATING TO RULES 3.10(1) AND 3.21 OF LISTING RULES

Pursuant to Rules 3.11 and 3.23 of the Listing Rules, the Company is required to appoint an independent non-executive director (“**INED**”) and a member of the Audit Committee within three months after failing to meet the requirements under Rules 3.10(1) and 3.21 of the Listing Rules, in order to comply with the aforesaid requirements.

As at the date of this announcement, the Company still does not meet the requirement under requirement under Rules 3.10(1) and 3.21 of the Listing Rules.

MATTERS RELATING TO RULE 13.92 OF LISTING RULES

Pursuant to Rule 13.92 of the Listing Rule, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) will not consider diversity to be achieved for a single gender board.

As at the date of this announcement, the Company still has a single gender board which does not meet the requirement under Rule 13.92 of the Listing Rules.

The Company remains committed to identifying and appointing a qualified female candidate who meets the relevant requirements as an INED. Identifying a suitable female candidate is challenging due to several factors, including stringent qualification requirements, a limited talent pool of experienced female candidates in the relevant industry, and the need to ensure compliance with independence criteria. However, the Company are actively working to overcome these challenges. Achieving an appropriate balance of diversity and expertise on the board of directors is crucial, and the Company are committed to this goal. In addition, due to the Sino-US relations remain tense, restraints on trade were unreasonably imposed on the Group by the US Government since August 2024. It causes concerns to any talents as potential candidates to join the Company. The availability of suitable candidates and market competition for experienced female professionals have further contributed to the difficulty and delay.

The Company requires additional time to identify and appoint a female candidate as an INED. The appointment is targeted to be completed within the second quarter of 2025 for compliance with Rules 3.10(1), 3.21 and 13.92 of the Listing Rules. The Company will continue to make every effort to finalise this appointment as soon as possible so as to ensure a diverse and balanced board composition.

Further announcement(s) will be made by the Company as and when appropriate.

By Order of the Board
Century Sunshine Group Holdings Limited
Chi Jing Chao
Executive Director

Hong Kong, 1 April 2025

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 and Mr. Shen Yi Min*