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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)

**RESUMPTION GUIDANCE;
QUARTERLY UPDATE ON RESUMPTION;
AND
CONTINUED SUSPENSION OF TRADING**

This announcement is published by Century Sunshine Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 13.09(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Reference is made to the announcement of the Company (the “**Announcement**”) dated 28 March 2025 in relation to, among others, (i) the delay in publication of the 2024 Annual Results; (ii) possible delay in despatch of 2024 Annual Report; (iii) postponement of board meeting; and possible suspension of trading. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

RESUMPTION GUIDANCE

On 23 June 2025, the Company received a letter from the Stock Exchange setting out the following guidance for the resumption of trading in the shares of the Company (the “**Resumption Guidance**”):

- (a) publish all outstanding financial results required under the Listing Rules and address any audit modifications;
- (b) demonstrate the Company’s compliance with Rule 13.24 of the Listing Rules;

- (c) re-comply with Rules 3.10(1), 3.21 and 3.27A of the Listing Rules;
- (d) comply with Rule 13.92 of the Listing Rules; and
- (e) inform the market of all material information for the Company's Shareholders and investors to appraise its position.

The Stock Exchange required the Company to meet all Resumption Guidance and remedy the issues causing its trading suspension and fully comply with the Listing Rules to the Stock Exchange's satisfaction before trading in its securities is allowed to resume. The Stock Exchange further stated that it may modify or supplement the Resumption Guidance if the Company's situation changes.

Further Guidance

Under Rule 6.01A(1) of the Listing Rules, the Stock Exchange may cancel the listing of any securities that have been suspended from trading for a continuous period of 18 months. In the case of the Company, the 18-month period expires on 30 September 2026. If the Company fails to remedy the issues causing its trading suspension, fulfill the Resumption Guidance and fully comply with the Listing Rules to the Stock Exchange's satisfaction and resume trading in its shares by 30 September 2026, the Listing Division of the Stock Exchange will recommend the Listing Committee of the Stock Exchange to proceed with the cancellation of the Company's listing. Under Rules 6.01 and 6.10 of the Listing Rules, the Stock Exchange also has the right to impose a shorter specific remedial period or to cancel the listing of the Company immediately, where appropriate.

The Resumption Guidance further stated that the Company must also comply with the Listing Rules and all applicable laws and regulations in Hong Kong and its place of incorporation before resumption.

The Company must announce the Resumption Guidance and the 18-month period within which it must meet the Resumption Guidance, remedy the issues causing its trading suspension and fully comply with the Listing Rules to the Stock Exchange's satisfaction and resume trading in its shares to avoid delisting as soon as practicable.

While trading is suspended, the Company is also reminded of its obligations under the Listing Rules including, but not limited to, the following:

- (a) keep the duration of any trading suspension to the shortest possible period as required under Rule 6.05 of the Listing Rules;

- (b) comply with its continuing obligations under the Listing Rules at all times, for example, those applying to notifiable and/or connected transactions under Chapters 14 and 14A of the Listing Rules and publication of periodic financial results and reports and, if they are not available, management accounts under Rules 13.46 to 13.49 of the Listing Rules;
- (c) announce inside information required to be disclosed under Part XIVA of the Securities and Futures Ordinance; and
- (d) announce quarterly updates on its developments under Rule 13.24A of the Listing Rules including, among other relevant matters:
 - (i) its business operations;
 - (ii) its resumption plan with details of actions that it has taken and intends to take to remedy the issues causing its trading suspension, fulfill the Resumption Guidance and fully comply with the Listing Rules and resume trading. The resumption plan should be accompanied with a clear timeframe in respect of each stage of work under the plan with a view that the Resumption Guidance can be fulfilled and trading can resume as soon as practicable and, in any event before the 18-month period expires;
 - (iii) the progress of implementing its resumption plan; and
 - (iv) details of any material change to the resumption plan and, in the case of delay, the reasons and impact of such delay.

The Company must announce its first quarterly update on or before 30 June 2025 and every 3 months from that date until resumption or cancellation of listing (whichever is earlier).

Before the Stock Exchange confirms to the Company that trading can resume, the Company must ensure that in each of its announcements, there is a statement that trading will remain suspended with an explanation of the reasons for the continued suspension.

The Company is taking appropriate steps to resolve the issues causing its trading suspension, fulfill the Resumption Guidance and fully comply with the Listing Rules to the Stock Exchange's satisfaction, and will seek to resume trading in the Shares as soon as possible.

QUARTERLY UPDATE ON RESUMPTION

Update on publication of the 2024 Annual Results and the 2024 Annual Report

The Board wishes to inform the Shareholders and potential investors of the Company of further details in relation to the progress made by the Company in relation to the publication of the 2024 Annual Results and the 2024 Annual Report.

As at the date of this announcement, the Company is still in the course of compiling the necessary information and documents for finalisation of the 2024 Annual Results, which mainly include information and documents in relation to the liquidation of Jiangxi Tianrui, and the execution ruling issued by the Luozhuang District People's Court of Linyi Municipal to auction part of the land use rights held by Shandong Hongri as well as the outstanding audit confirmations from certain banks and creditors of the Group.

The Board would like to inform the Shareholders and potential investors that, due to the uncertainty on the time required to compile all outstanding information and documents, the Board is unable to estimate the additional time required and is unable to provide an expected date of publication of the 2024 Annual Results. The Company will announce the expected publication date of the 2024 Annual Results and the expected despatch date of the 2024 Annual Report as and when appropriate.

The Board further announces that, in light of the delay in the publication of the 2024 Annual Results, the Company will publish further announcement to inform Shareholders on the date of the meeting of the Board to consider and approve the 2024 Annual Results as and when appropriate.

Update on matters relating to Rules 3.10(1), 3.21, 3.27 and 13.92 of the Listing Rules

As disclosed in the announcement of the Company dated 1 April 2025, the Company requires additional time to identify and appoint a female candidate as an independent non-executive Director. Despite of efforts on seeking suitable candidates through professional body and other channels during the period, the Sino-US relations remain tense, restraints on trade were unreasonably imposed on the Group by the US Government since August 2024, and trading in the shares of the Company was suspended at the same time, 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. For compliance with the requirements of Rules 3.10(1), 3.21, 3.27 and 13.92 of the Listing Rules, the Company will make every effort to complete the appointment by the end of 2025.

Business operation

The Company is an investment holding company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 509). The Group is principally engaged in fertiliser business and magnesium product business. As at the date of this announcement, the business operations of the Group are continuing as usual in all material respects notwithstanding the suspension of trading in the shares of the Company.

Further announcement(s) will be made by the Company as and when appropriate and in accordance with the requirements of the Listing Rules to update its shareholders and potential investors on the progress in complying with the Resumption Guidance.

CONTINUED SUSPENSION OF TRADING

Trading in the shares of the Company on the Stock Exchange has been suspended from 9:00 a.m. on 1 April 2025 and will remain suspended until the Company meets all Resumption Guidance, remedies the issues causing its trading suspension and fully complies with the Listing Rules to the Stock Exchange's satisfaction.

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

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

Hong Kong, 30 June 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*