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## **Century Sage Scientific Holdings Limited**

**世紀睿科控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1450)**

### **DISCLOSEABLE TRANSACTION IN RELATION TO ACQUISITION OF 49% EQUITY INTEREST IN THE TARGET: SUPPLEMENTAL AGREEMENT**

Reference is made to the Company's announcements dated 14 August 2015 ("**August Announcement**"), 29 September 2015, 26 April 2016 ("**April Announcement**") and 12 May 2016 ("**May Announcement**") relating to the Company's acquisition of 49% equity interest in the Target. Terms used herein shall have the same meanings as defined in the August Announcement and the April Announcement.

Completion took place on 4 December 2015. Upon Completion and as at the date of this announcement, the Target is held indirectly as to 49% by the Company and is an associate of the Group.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Vendors is an Independent Third Party.

#### **THE 4TH SUPPLEMENTAL AGREEMENT**

The Board announces that on 28 December 2017 (after trading hours), the Vendors, the Company and Beijing Yutai entered into a supplemental agreement ("**4th Supplemental Agreement**"), pursuant to which the parties agreed that the provisions regarding the adjustment to the Consideration in the SP Agreement (as amended by the Supplemental Agreement and the 3rd Supplemental Agreement) shall be deleted ("**Amendment**").

Prior to the Amendment, in the event that the Actual Profit does not meet RMB23.8 million, the Consideration shall be adjusted downwards on a dollar-to-dollar basis and the shortfall shall be payable by the Vendors to the Target. Conversely, in the event that the Actual Profit exceeds RMB23.8 million, the Consideration shall be adjusted upwards and the Company

shall issue the Additional Consideration Shares to the Vendors in addition to those already issued to the Vendors as part of the Consideration. Further information of the adjustment mechanism to the Consideration is set out in the August Announcement, April Announcement and May Announcement.

Upon the Amendment, no adjustment to the Consideration will be made whether the Actual Profit is more than or less than RMB23.8 million.

Save as the Amendment, all other terms and conditions in the SP Agreement shall remain unchanged and continue in full force and effect.

The Amendment was based on arm's length negotiation between the parties. The Directors (including the independent non-executive Directors) consider that the terms of the 4th Supplemental Agreement are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

By order of the Board  
**Century Sage Scientific Holdings Limited**  
**Lo Chi Sum**  
*Chairman*

Hong Kong, 28 December 2017

*As at the date of this announcement, the executive Directors are Mr. Lo Chi Sum, Mr. Leung Wing Fai and Mr. Wong Kwok Fai, and the independent non-executive Directors are Dr. Ng Chi Yeung, Simon, Mr. Hung Muk Ming and Mr. Mak Kwok Wing.*