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Century Sage Scientific Holdings Limited

世紀睿科控股有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 1450)

ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE

This announcement is made by Century Sage Scientific Holdings Limited (the “**Company**”) pursuant to Rule 3.8 of The Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

Reference is made to (i) the share option scheme adopted by the Company on 13 June 2014 (the “**Share Option Scheme**”); (ii) the joint announcement issued by the Company and Golden Ocean Holdings Corp. (the “**Offeror**”) dated 30 July 2021 in relation to, among other things, the unconditional mandatory cash offers (the “**Offers**”) by Somerley Capital Limited; and (iii) the composite document (the “**Composite Document**”) jointly issued by the Company and the Offeror dated 7 September 2021 in relation to, among others, the Offers. Unless otherwise specified, all capitalised terms used herein shall have the same meanings as defined in the Composite Document.

UPDATE OF NUMBER OF RELEVANT SECURITIES OF THE COMPANY

The Board wishes to announce that on 10 September 2021, 21,400,000 new Shares were allotted and issued due to (i) the exercise of 5,000,000 Share Options granted under the Share Option Scheme on 21 August 2017 at the exercise price of HK\$0.435 per Share; (ii) the exercise of 9,400,000 Share Options granted under the Share Option Scheme on 28 November 2018 at the exercise price of HK\$0.222 per Share; and (iii) the exercise of 7,000,000 Share Options granted under the Share Option Scheme on 10 September 2020 at the exercise price of HK\$0.067 per Share.

Details of all classes of “relevant securities” (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company and the numbers of such securities in issue as at the date of this announcement, after taking into account the allotment and issue of the Shares due to the abovementioned exercise in respect of a total of 21,400,000 Share Options, are as follows:

- (a) a total of 1,087,983,169 Shares are in issue; and
- (b) a total of 13,800,000 Share Options are outstanding with rights to subscribe for an aggregate of 13,800,000 new Shares.

As at the date of this announcement, save as disclosed above and the Convertible Bonds in the principal amount of HK\$47,000,000 that may be issued upon Subscription Completion, which may be converted into 204,347,826 Conversion Shares at the initial Conversion Price of HK\$0.23 per Conversion Share upon exercise of the conversion rights under the Convertible Bonds in full, the Company has no other outstanding securities, warrants, options or derivatives in issue which may confer any rights to subscribe for, convert or exchange into Shares and the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

DEALING DISCLOSURE

In accordance with Rule 3.8 of the Takeovers Code, associates (which include, among others, any person who owns or controls 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code)) of the Company, the Offeror, the Purchasers and the Subscribers are hereby reminded to disclose their dealings in the relevant securities of the Company pursuant to Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

“Executive” referred to above has the meaning ascribed to it under the Takeovers Code.

Warning: Shareholders, Optionholders and potential investors of the Company are advised to exercise extreme caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

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

Hong Kong, 10 September 2021

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

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.