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)**

# ANNOUNCEMENT MADE IN ACCORDANCE WITH RULE 13.18 OF THE LISTING RULES

This announcement is made in accordance with the requirement under Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

The board of directors (the "**Board**") of Century Sunshine Group Holdings Limited (the "**Company**") announces that on 30 May 2014, 白山市天安金屬鎂礦業有限公司 (Baishan City Tianan Magnesium Resources Co., Ltd), a limited liability company established in the People's Republic of China and an indirect non-wholly owned subsidiary of the Company (the "**Borrower**") entered into a loan agreement (the "**Loan Agreement**") with International Finance Corporation ("**IFC**") in respect of a loan (the "**Loan**") granted by IFC for the principal amount of US$25 million. The Loan, with a tenor of 7 years, will be repaid in semi-annual installments starting from October 15, 2016 with the last installment to be repaid by April 15, 2021.

The Loan will be secured by, among other things, a charge over shares to be made between IFC and Alpha Sino International Limited ("**Alpha Sino**", a controlling shareholder of the Company), whereby Alpha Sino will charge 12% of the existing issued share capital of the Company (the "**Pledged Shares**") in favour of IFC (the "**Share Charge**").

As a condition of the Loan Agreement, IFC, Alpha Sino, the Borrower, the Company and Mr. Chi Wen Fu ("**Mr. Chi**", an executive director and an ultimate controlling shareholder of the Company), entered into a share retention agreement (the "**Share Retention Agreement**") whereby, among other things:

(a) Mr. Chi shall undertake to maintain, directly or indirectly through Alpha Sino (or any other affiliate over 50% of whose capital is owned, directly or indirectly, by Mr. Chi), not less than 30% of both the economic and voting interests of the Company's issued share capital;

(b) the Company shall undertake to maintain, directly or indirectly, not less than 30% of both the economic and voting interests of the Borrower's paid-up equity interests in the registered capital; and

(c) Alpha Sino shall undertake to pledge additional shares in the issued share capital of the Company to ensure that the percentage of Pledged Shares is no less than 12% of the issued share capital of the Company.

Further, IFC, Mr. Chi, Alpha Sino and the Company entered into an amendment agreement to, among other things, amend and restate the share retention undertakings by Mr. Chi and Alpha Sino under the policy agreement entered into between IFC, Mr. Chi, Alpha Sino and the Company on 28 January 2014.

Under the Loan Agreement, it will be an event of default if, among other things:

(a) Mr. Chi ceases to own, directly or indirectly through Alpha Sino (or any other affiliate over 50% of whose capital is owned, directly or indirectly, by Mr. Chi), at least 30% of both the economic and voting interests of the Company's issued share capital;

(b) the Company ceases to: (i) own, directly or indirectly, at least 30% of both the economic and voting interests of the Borrower's paid-up equity interests in the registered capital, (ii) possess the power to elect the majority of the board of directors of the Borrower, or (iii) be, individually or together with its affiliates as a group, the single largest owner of both the economic and voting interests in the Borrower's paid-up equity interests in the registered capital; or

(c) Alpha Sino fails to comply with its obligations under the Share Retention Agreement to pledge additional shares in the issued share capital of the Company at the time and on the terms specified in the Share Retention Agreement to ensure that the percentage of Pledged Shares is at all times equal to 12% of the issued share capital of the Company.

If any of the above events occurs and is continuing, IFC may, by notice to the Borrower, require the Borrower to repay the Loan or such part of the Loan, together with all accrued interest and any other amounts payable under the Loan Agreement.

As at the date of this announcement, Mr. Chi directly and indirectly owns approximately 39.24% of the issued share capital of the Company and Alpha Sino directly owns 33.23% of the issued share capital of the Company.

By Order of the Board
**Century Sunshine Group Holdings Limited**
**Chi Wen Fu**
*Chairman*

Hong Kong, 2 June 2014

*As at the date of this announcement, the directors of the Company are:*

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| *Executive Directors:* | *Mr. Chi Wen Fu, Mr. Shum Sai Chi, Ms. Chi Bi Fen and Mr. Yang Yuchuan* |
| *Non-executive Director:* | *Mr. Guo Mengyong* |
| *Independent non-executive Directors:* | *Mr. Kwong Ping Man, Mr. Sheng Hong and Mr. Lau Chi Kit* |