

[For Immediate Release]



世纪阳光

世紀陽光集團控股有限公司
CENTURY SUNSHINE GROUP HOLDINGS LIMITED

Century Sunshine Acquires 51.46% of Group Sense (0601.HK) at a Consideration of HKD306 Million

(Hong Kong, 6 January, 2015) **Century Sunshine Group Holdings Limited** (Stock code: 509.HK, the “**Company**”, together with its subsidiaries, collectively referred to as the “**Group**”), today is delighted to announce that Ming Xin Developments Limited, the Group’s indirectly wholly-owned company, entered into the Sale and Purchase Agreement and Subscription Agreement with Group Sense (International) Limited (“**Group Sense**”, Stock code: 0601.HK) and its controlling shareholders respectively. According to the Agreements, the Group agreed to acquire in aggregate of 51.46% stake of Group Sense at a total consideration of HKD306,250,240.

After trading hours on 19 December 2014, the Group and the controlling shareholders of Group Sense entered into the Sale and Purchase Agreement, pursuant to which the Group has conditionally agreed to acquire and the controlling shareholders of Group Sense has conditionally agreed to sell an aggregate of 500,000,000 Sale Shares, for a total consideration of HK\$229,600,000 (equivalent to HK\$0.4592 per Sale Share). The Sale Shares represent approximately 41.75% of the issued share capital of Group Sense as at the date of the joint announcement.

On the same day after trading hours, the Group and Group Sense entered into the Subscription Agreement pursuant to which the Group has agreed to subscribe, in cash, for 239,532,000 new Shares at the Subscription Price of HK\$0.32 per Share. The Subscription Shares, represent approximately 20.0% of the issued share capital of Group Sense as at the date of the joint announcement and approximately 16.67% of its issued share capital as enlarged by the allotted and issued of the Subscription Shares.

Upon completion of the Sale and Purchase together with the Subscription, the Group will hold a total of 739,532,000 shares of Group Sense, representing approximately 51.46% of its issued share capital as enlarged by the allotted and issued of the Subscription Shares. Octal Capital and Get Nice Securities, on behalf of the Group, will make the Offer to acquire all the Offer Shares on the terms to be set out in the Composite Document to be issued in accordance with the Takeovers Code.



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Mr Chi Wen Fu, Chairman and CEO of the Group said, “The Group intends to continue the current business operation of the acquired company after Completion, while we may also explore other business opportunities with a view to enhance long-term potential growth. The acquisition enables the Group to leverage on a separate listing platform to focus on the magnesium product business and in particular chain model of circular economy in magnesium and magnesium product related businesses. We expect our business will become more focused and organised.”

“The booming market provides extremely encouraging hints of huge potential of magnesium products. To be fully in line with the market expansion and seize the key growth in magnesium product industry, beyond the existing magnesium product business, the Group considers to develop its industry chain model of circular economy in magnesium and magnesium alloys related businesses to create synergy and maximise its competitive advantages, resulting in greater returns for shareholders.”

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About Century Sunshine Group Holdings Limited (Hong Kong Stock Code: 00509)

Century Sunshine and its subsidiaries engage in vertically integrated business activities including R&D, production, and distribution of magnesium alloys and ecological fertilizers. The Group was listed on the GEM Board on 17 February 2004 then was transferred to the Main Board on 1 August 2008. Ordinary shares of the Company is listed on the Hong Kong Stock Exchange, trading ticker is 0509.

For more information, please visit the Company’s website:

<http://www.centurysunshine.com.hk/en/index.php>.

Issued by **Financial PR (HK) Limited** for and on behalf of Century Sunshine Group Holdings Limited

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