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)**

# VOLUNTARY ANNOUNCEMENT FRAMEWORK AGREEMENT IN RELATION TO THE PROPOSED ACQUISITION

The Board is pleased to announce that on 4 February 2015, the Company entered into the Framework Agreement with an independent third party in relation to the proposed acquisition of 100% equity interest in the Subject Companies.

**The Framework Agreement for the Proposed Acquisition is non-legally binding and may or may not lead to the entering into a binding formal agreement. Further announcement in respect of the Proposed Acquisition will be made by the Company as and when appropriate in accordance with the Listing Rules. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.**

The board of directors (the "**Board**") of Century Sunshine Group Holdings Limited (the "**Company**" or the "**Purchaser**") is pleased to announce that on 4 February 2015, the Company entered into a non-legally binding framework agreement (the "**Framework Agreement**") with an independent third party (the "**Seller**") in relation to the proposed acquisition of 100% equity interest in operating project companies (the "**Subject Companies**") as owned by the Vendor (the "**Proposed Acquisition**"). The Subject Companies mainly engage in magnesium and its ancillary businesses including power generation and semi-coke.

The Board believes that the Proposed Acquisition may have a significant positive effect on the earnings of the group upon completion. As such, this announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance.

**MATERIAL TERMS OF THE FRAMEWORK AGREEMENT ARE STATED AS FOLLOWS:**

(1) The parties agree that, after execution of the Framework Agreement, the Seller shall provide relevant information necessary for financial and legal due diligence investigations at request of the Purchaser, and being audited by one of the big four accounting firms.

(2) The parties agree that the consideration for the transaction, which is determinated based on the audited total asset value, net of all debts (if any), of the Subject Companies, is payable by the Purchaser in cash and shares of the Company.

(3) The parties agree that, upon completion of due diligence investigations to the satisfaction of the Purchaser, the parties shall engage their own lawyers to jointly draft the formal sales and purchase agreement which shall be executed after reviewed by the parties.

(4) The exclusivity term of the Framework Agreement shall commence and remain in force for six months after the Framework Agreement being executed by the parties concerned.

**The Proposed Acquisition may or may not lead to the entering into a binding formal agreement. If the Proposed Acquisition under the Framework Agreement materialises, it will constitute a notifiable transaction on the part of the Company under the Listing Rules. Further announcement in respect of the Proposed Acquisition will be made by the Company as and when appropriate in accordance with the Listing Rules. 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 Wen Fu**
*Chairman*

Hong Kong, 4 February 2015

*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 Chit, 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* |