世纪阳光

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)

GroupSense 權智集團

GROUP SENSE (INTERNATIONAL) LIMITED
權智(國際)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 601)

(I) DISCLOSEABLE TRANSACTION IN RELATION TO THE FULL ACCEPTANCE AND UNDERWRITING OF GS OPEN OFFER OF GROUP SENSE (INTERNATIONAL) LIMITED; AND (II) CONNECTED TRANSACTION IN RELATION TO THE UNDERWRITING AGREEMENT

(I) PROPOSED GS OPEN OFFER OF 1,437,195,029 GS OFFER SHARES IN GROUP SENSE (INTERNATIONAL) LIMITED AT HK$0.20 PER GS OFFER SHARE ON THE BASIS OF ONE (1) GS OFFER SHARE FOR EVERY ONE (1) GS SHARE IN ISSUE ON THE RECORD DATE; (II) CONNECTED TRANSACTION IN RELATION TO THE UNDERWRITING AGREEMENT; AND (III) CHANGE IN BOARD LOT SIZE

Financial adviser

八方金融有限公司
OCTAL Capital Limited

Underwriters of the GS Open Offer

Ming Xin Developments Limited | **Earnmill Holdings Limited**

PROPOSED GS OPEN OFFER

Group Sense proposes to raise approximately HK$287.44 million before expenses by issuing 1,437,195,029 GS Offer Shares, on basis of one (1) GS Offer Share for every one (1) existing GS Share in issue held on the Record Date at the Subscription Price of HK$0.20 per GS Offer Share. The GS Open Offer will not be extended to the Excluded Shareholders. Qualifying Shareholders are entitled to apply for any GS Offer Shares not taken up by other Qualifying Shareholders under the GS Open Offer through excess application. However, excess application arrangement will not be made available to the Underwriters, Mr. Tam, Dr. Tam and Mrs. Tam..

* *for identification purposes only*

The estimated net proceeds of the GS Open Offer will be approximately HK$283.99 million. Group Sense intends to apply (i) approximately 70% of the net proceeds as funding for the expansion and business development of the Target Company (as defined in the section headed "Reasons for and benefits of the GS Open Offer" of this announcement); (ii) approximately 20% for investment activities of the Group Sense Group when such investment opportunities arise; and (iii) approximately 10% for the general working capital of the Group Sense Group. The board of GS Directors aims to identify equity interest investment opportunities with controlling rights in companies operating in magnesium and its related products industry that are in line with the development of the Group Sense Group.

On 20 August 2015 (after trading hours of the Stock Exchange), Group Sense and the Underwriters entered into the Underwriting Agreement. Pursuant to the Underwriting Agreement, the Underwriters have conditionally agreed to underwrite the Underwritten Shares subject to the terms and conditions set out in the Underwriting Agreement.

The Undertaken Shareholders have irrevocably undertaken to Group Sense that (i) they will not dispose of an aggregate of 826,507,845 GS Shares beneficially owned by them from the date of the Undertakings up to and including the Record Date; and (ii) they will procure the acceptance of the GS Offer Shares which will represent the assured allotment to them or their nominee(s) as holder(s) of such GS Shares under the GS Open Offer.

To determine the entitlements to the GS Open Offer, the register of members of Group Sense will be closed from Monday, 5 October 2015 to Friday, 9 October 2015 (both days inclusive). No transfer of GS Shares will be registered during this period.

In order to be registered as members of Group Sense at the close of business on the Record Date, owners of GS Shares must lodge any transfer of GS Shares (together with the relevant share certificates) with Group Sense's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited on Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Friday, 2 October 2015.

GS Shareholders and potential investors should note that the GS Open Offer is conditional upon inter alia, the Underwriting Agreement having become unconditional and the Underwriters not having terminated the Underwriting Agreement in accordance with the terms thereof.

Accordingly, the GS Open Offer may or may not proceed. GS Shareholders and potential investors should exercise caution when dealing in the GS Shares, and if they are in any doubt about their position, they should consult their professional advisers.

LISTING RULES IMPLICATIONS TO CENTURY SUNSHINE

As at the date of this announcement, Ming Xin Developments, being a wholly-owned subsidiary of Century Sunshine, directly owns 745,598,727 GS Shares, representing 51.88% of the total issued share capital of Group Sense.

Pursuant to the Undertakings, Ming Xin Developments has undertaken to fully accept 745,598,727 GS Offer Shares.

Pursuant to the Underwriting Agreement, Ming Xin Developments will underwrite 50% of the Underwritten Shares (excluding the 826,507,845 GS Offer Shares to be taken up by the Undertaken Shareholders or their nominee(s) pursuant to the Undertakings), being 305,343,592 GS Offer Shares.

As more than one of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the subscription money payable by Ming Xin Developments under the GS Open Offer and pursuant to the Undertakings and under the Underwriting Agreement are greater than 5% and all applicable percentage ratios are less than 25%, the subscription of the GS Offer Shares by Ming Xin Developments pursuant to the Undertakings and the underwriting of the GS Offer Shares by Ming Xin Developments under the Underwriting Agreement constitute a discloseable transaction of Century Sunshine and is therefore subject to notification and announcement requirements but exempt from CS Shareholders' approval requirement under Chapter 14 of the Listing Rules.

Dr. Tam is a non-executive director of Group Sense and Mr. Tam is a past director of Group Sense within the past twelve months. Both of them are also directors of certain subsidiaries of Group Sense. As such, they are connected persons of Century Sunshine. Earnmill, being a company jointly owned by Dr. Tam and Mr. Tam, is an associate of them and therefore also a connected person of Century Sunshine. The entering into of the Underwriting Agreement by Group Sense and Earnmill constitutes a connected transaction of Century Sunshine. As the percentage ratios in respect of the underwriting arrangement with Earnmill under the Underwriting Agreement are less than 5%, the underwriting of the GS Offer Shares by Earnmill under the Underwriting Agreement is subject to reporting and announcement requirements but exempt from the circular and CS Shareholders' approval requirements under Rule 14A.76(2)(a) of the Listing Rules.

LISTING RULES IMPLICATIONS TO GROUP SENSE

As the GS Open Offer will increase the issued share capital of Group Sense by more than 50%, pursuant to Rule 7.24(5) of the Listing Rules, controlling GS Shareholders and their associates shall abstain from voting in favour of the resolutions relating to the GS Open Offer. As at the date of this announcement, Ming Xin Developments, being the controlling GS Shareholder, will abstain from voting in favour of the resolutions relating to the GS Open Offer at the GS SGM. As Earnmill is one of the Underwriters, Earnmill and its associates will abstain from voting in favour of resolutions relating to the GS Open Offer at the GS SGM.

Ming Xin Developments, being a controlling shareholder of Group Sense, is a connected person of Group Sense. Dr. Tam is a non-executive director of Group Sense and Mr. Tam is a past director of Group Sense within the past twelve months. Both of them are also directors of certain subsidiaries of Group Sense. As such, they are connected persons of Group Sense. Earnmill, being a company jointly owned by Dr. Tam and Mr. Tam, is an associate of them and therefore also a connected person of Group Sense. As the Underwriters are connected persons of Group Sense and an underwriting commission is payable to the Underwriters, the entering into of the Underwriting Agreement by Group Sense constitutes a connected transaction for Group Sense under the Listing Rules.

As the Underwriting Agreement is on normal commercial terms and the relevant percentage ratios (as defined in the Listing Rules) regarding the amount of underwriting commission payable by Group Sense is less than 5%, it is subject to reporting and announcement requirements but exempt from circular and the shareholders' approval requirements under Rule 14A.76(2)(a) of the Listing Rules.

Group Sense will establish an Independent Board Committee to advise the Independent Shareholders as to whether the terms of the GS Open Offer are fair and reasonable and whether the GS Open Offer is in the interests of Group Sense and the GS Shareholders as a whole, and to advise the Independent Shareholders on how to vote on the resolutions in relation to the GS Open Offer at the GS SGM, taking into account the recommendations of the independent financial adviser. In this connection, Group Sense will appoint an independent financial adviser to advise the Independent Board Committee and the Independent Shareholders as to whether the terms of the GS Open Offer are fair and reasonable.

GENERAL

The GS SGM will be convened and held for the Independent Shareholders to consider and, if thought fit, approve, among other matters, the GS Open Offer. A circular containing, among other things, further details of (i) the GS Open Offer; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the GS Open Offer; (iii) a letter of advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders setting out its recommendation in respect of the GS Open Offer; and (iv) the notice of the GS SGM, is expected to be despatched to the GS Shareholders for information purpose on or before 10 September 2015 as additional time is required to finalise the financial information of the circular.

To determine the entitlements to attend and vote at the GS SGM, the register of members of Group Sense will be closed from Wednesday, 23 September 2015 to Friday, 25 September 2015 (both dates inclusive). No transfer of GS Shares will be registered during this period.

In order to be registered as members of Group Sense at the close of business on Friday, 25 September 2015 (being the record date for attendance and voting at the GS SGM), GS Shareholders must lodge any transfer of existing GS Shares (together with the share certificates) with Group Sense's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited on Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Tuesday, 22 September 2015.

CHANGE IN BOARD LOT SIZE

The board of GS Directors announces that the board lot size of the GS Shares for trading on the Stock Exchange will be changed from 2,000 GS Shares to 10,000 GS Shares with effect from 9:00 a.m. on Tuesday, 10 November 2015. Group Sense will arrange odd lot matching services in order to facilitate the trading of odd lots (if any).

PROPOSED GS OPEN OFFER

Issue Statistics

On 20 August 2015 (after trading hours of the Stock Exchange), Group Sense and the Underwriters entered into the Underwriting Agreement in respect of the proposed GS Open Offer.

Basis of the GS Open Offer	:	One (1) GS Offer Share for every one (1) existing GS Share held on the Record Date
Number of GS Shares in issue as at the date of this announcement	:	1,437,195,029 GS Shares
Number of GS Offer Shares	:	1,437,195,029 GS Offer Shares (assuming that there is no change in the issued share capital of Group Sense from the date of this announcement up to the Record Date)
Subscription Price	:	HK$0.20 per GS Offer Share
Number of GS Offer Shares to be taken up or procure to be taken up by the Undertaken Shareholders pursuant to the Undertakings	:	The Undertaken Shareholders have irrevocably undertaken to Group Sense to procure the acceptance of an aggregate of 826,507,845 GS Shares which will represent the assured allotment to them or their nominee(s) under the GS Open Offer
Underwriters	:	Ming Xin Developments and Earnmill (both Ming Xing Developments and Earnmill's ordinary course of business does not include underwriting)
Enlarged issued share capital of Group Sense upon the completion of the GS Open Offer	:	2,874,390,058 GS Shares (assuming that there is no change in the issued share capital of Group Sense from the date of this announcement up to the Record Date)
Fund raised before expenses	:	Approximately HK$287.44 million (assuming that there is no change in the issued share capital of Group Sense from the date of this announcement up to the Record Date).

Assuming that there is no change in the issued share capital of Group Sense from the date of this announcement up to the Record Date, 1,437,195,029 GS Offer Shares proposed to be allotted pursuant to the GS Open Offer represent (i) 100% of the issued share capital of Group Sense as at the date of this announcement; and (ii) 50% of the enlarged issued share capital of Group Sense as enlarged by the allotment and issue of the GS Offer Shares.

As at the date of this announcement, Group Sense has no derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into GS Shares.

The aggregate nominal value of the GS Offer Shares will be HK$143,719,502.90.

Undertakings given by the Undertaken Shareholders

As at the date of the Undertakings, the Undertaken Shareholders are interested in 826,507,845 GS Shares, representing approximately 57.51% of the total issued share capital of Group Sense as at the date of this announcement. The Undertaken Shareholders have irrevocably undertaken to Group Sense that (i) they will not dispose of an aggregate of 826,507,845 GS Shares beneficially owned by them from the date of the Undertakings up to and including the Record Date; (ii) they will procure the acceptance of the GS Offer Shares which will represent the assured allotment to them or their nominee(s) as holder(s) of such GS Shares under the GS Open Offer; and (iii) they have agreed that the excess application arrangement under the GS Open Offer will not be made available to them or their nominee(s).

Based on the Subscription Price of HK0.20 per GS Offer Share, the consideration payable by Undertaken Shareholders under the GS Open Offer pursuant to the Undertakings will amount to approximately HK$165.30 million.

As at the date of this announcement, (i) Ming Xin Developments holds 745,598,727 GS Shares, representing approximately 51.88% of the entire issued share capital of Group Sense; (ii) Earnmill holds 37,877,118 GS Shares, representing approximately 2.64% of the entire issued share capital of Group Sense; (iii) Mr. Tam and Dr. Tam jointly hold 40,732,000 GS Shares, representing approximately 2.83% of the entire issued share capital of Group Sense; and (iv) Mrs. Tam holds 2,300,000 GS Shares, representing approximately 0.16% of the entire issued share capital of Group Sense.

Basis of Entitlement

The basis of the entitlement shall be one (1) GS Offer Share for every one (1) existing GS Share held on the Record Date, being 1,437,195,029 GS Offer Shares. Acceptance for all or any part entitlement of a Qualifying Shareholder should be made by completing the Application Form and lodging the same with a remittance for the GS Offer Shares being accepted for.

Application for the GS Offer Shares

The Application Form in respect of the assured allotment of the GS Offer Shares will be enclosed with the Prospectus entitling the Qualifying Shareholders to whom it is addressed to subscribe for the GS Offer Shares as shown therein by completing such form and lodging the same with a remittance for the GS Offer Shares being taken up with the registrar of Group Sense by the Latest Time for Acceptance.

Qualifying Shareholders

Group Sense will send the Prospectus Documents to the Qualifying Shareholders only. To qualify for the GS Open Offer, a GS Shareholder must:

1. be a GS Shareholder whose name appear on the register of members of Group Sense on the Record Date; and

2. not be an Excluded Shareholder.

In order to be registered as members of Group Sense at the close of business on the Record Date, owners of GS Shares must lodge any transfer of GS Shares (together with the relevant share certificates) with Group Sense's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited on Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Friday, 2 October 2015.

Closure of Register of Members

To determine the entitlement to the GS Open Offer, the register of members of Group Sense will be closed from Monday, 5 October 2015 to Friday, 9 October 2015, both days inclusive. No transfer of GS Shares will be registered during this period.

Rights of Overseas Shareholders

The Prospectus Documents are not intended to be registered under the applicable securities legislation of any jurisdiction other than Hong Kong.

In compliance with the necessary requirements of the Listing Rules, the GS Directors will make enquiries regarding the feasibility of extending the GS Open Offer to the Overseas Shareholders. If, based on legal opinions, the GS Directors consider that it is necessary or expedient not to offer the GS Offer Shares to the Overseas Shareholders on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place, the GS Open Offer will not be available to such Overseas Shareholders. Accordingly, the GS Open Offer will not be extended to the Excluded Shareholders.

Further information in this connection will be set out in the Prospectus Documents containing, among other things, details of the GS Open Offer, to be despatched to the Qualifying Shareholders on Tuesday, 13 October 2015. Group Sense will send copies of the Prospectus to the Excluded Shareholders for their information only, but no Application Form and Excess Application Form will be sent to them.

Any GS Offer Shares which would otherwise have been in assured allotment of the Excluded Shareholders will be available for application by the Qualifying Shareholders who wish to apply for GS Offer Shares in excess of their own assured allotment.

Those Qualifying Shareholders who do not take up the GS Offer Shares to which they are entitled and the Excluded Shareholders should note that their shareholdings in Group Sense will be diluted upon completion of the GS Open Offer.

Subscription Price

The Subscription Price is HK$0.20 per GS Offer Share, which will be payable in full upon application for the relevant assured allotment of GS Offer Shares and, where applicable, application for excess GS Offer Shares under the GS Open Offer.

The Subscription Price represents:

(i) a discount of approximately 44.44% to the closing price of HK$0.36 per GS Share as quoted on the Stock Exchange on the Last Trading Day and the date of the Underwriting Agreement;

(ii) a discount of approximately 50.0% to the average closing price of approximately HK$0.40 per GS Share for the five consecutive trading days ended on the Last Trading Day;

(iii) a discount of approximately 52.38% to the average closing price of approximately HK$0.42 per GS Share for the ten consecutive trading days ended on the Last Trading Day; and

(iv) a discount of approximately 28.57% to the theoretical ex-entitlement price of approximately HK$0.28 per GS Share on the closing price of HK$0.36 per GS Share as quoted on the Stock Exchange on the Last Trading Day.

Based on the Subscription Price of HK$0.20, the estimated gross proceeds of the GS Open Offer will be approximately HK$287.44 million (assuming there is no change in the issued share capital of Group Sense from the date of this announcement up to the Record Date). The net proceeds from the GS Open Offer to be received by Group Sense is expected to be approximately HK$283.99 million. The net price per GS Offer Share is approximately HK$0.20.

The Subscription Price was determined after arm's length negotiation between Group Sense and the Underwriters with reference to the prevailing market price of the GS Shares, the market conditions, the theoretical ex-entitlement price on the Last Trading Day and the ongoing business development of Group Sense. The GS Directors (including the independent non-executive GS Directors) consider the terms of the GS Open Offer, including the Subscription Price, to be fair and reasonable and in the interests of Group Sense and the GS Shareholders as a whole.

Fractions of the GS Offer Shares

No fractional entitlements to the GS Offer Shares will be allotted to individual Qualifying Shareholders. All such fractional entitlements will be aggregated and will be made available for subscription by those Qualifying Shareholders who wish to apply for GS Offer Shares in excess of their own assured allotment by way of excess application.

Application for Excess GS Offer Shares and Basis for Allocation of Excess Application

Qualifying Shareholders may apply, by way of excess application, for the GS Offer Shares to which the Excluded Shareholders would otherwise have been entitled to and for any assured allotment of GS Offer Shares not accepted by the Qualifying Shareholders and for the GS Offer Shares created by aggregation of fractional GS Offer Shares (if any), by completing the Excess Application Form(s) for application for excess GS Offer Shares and lodging the same with a separate remittance for the excess GS Offer Shares being applied for by the Latest Time for Acceptance. The GS Directors will allocate the excess GS Offer Shares at their discretion on a fair and equitable basis according to the principle that any excess GS Offer Shares will be allocated to the Qualifying Shareholders who apply for them on a pro-rata basis by reference to the number of excess GS Offer Shares applied for by the Qualifying Shareholders. No preference will be given to topping-up odd lots to whole board lots.

Excess application arrangement will not be made available to the Underwriters, Mr. Tam, Dr. Tam and Mrs. Tam. Any GS Offer Shares not applied for by the Qualifying Shareholders and not taken up by excess application will be taken up by the Underwriters.

GS Shareholders or investors of Group Sense should note that the number of excess GS Offer Shares which may be allocated to them may be different where they make applications for excess GS Offers Shares by different means, such as making applications in their own names as against through nominees who also hold GS Shares for other GS Shareholders/ investors. Investors with their GS Shares held by a nominee company should note that the board of GS Directors will regard the nominee company (including HKSCC Nominees Limited) as a single GS Shareholder according to the register of members of Group Sense. Accordingly, the GS Shareholders should note that the aforesaid arrangement in relation to the allocation of the excess GS Offer Shares will not be extended to beneficial owners individually. Investors with their GS Shares held by a nominee company are advised to consider whether they would like to arrange for the registration of the relevant GS Shares in the name of the beneficial owner(s) prior to the Record Date. GS Shareholders and investors should consult their professional advisers if they are in any doubt as to their status.

Investors whose GS Shares are held by their nominee(s) and who would like to have their names registered on the register of members of Group Sense must lodge all necessary documents with Group Sense's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited on Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for completion of the relevant registration by 4:30 p.m. on Friday, 2 October 2015.

Status of the GS Offer Shares

The GS Offer Shares, when allotted and fully paid, will rank pari passu in all respects with the then GS Shares in issue on the date of allotment of the GS Offer Shares in fully-paid form, including the right to receive all dividends and distributions which may be declared, made or paid on or after such date.

Share Certificates for the GS Offer Shares and Refund Cheques

Subject to the fulfillment of the conditions of the GS Open Offer, certificates for all fully-paid GS Offer Shares are expected to be posted to those entitled thereto by ordinary post at their own risk on or before Monday, 9 November 2015. Each GS Shareholder will receive one share certificate for all allotted GS Offer Shares. Refund cheques in respect of wholly or partially unsuccessful applications for excess GS Offer Shares (if any) or if the GS Open Offer is terminated, will be despatched on or before Monday, 9 November 2015 by ordinary post at the respective GS Shareholders' own risk.

Application for Listing

Group Sense will apply to the listing committee of the Stock Exchange for the listing of and permission to deal in, the GS Offer Shares. Dealings in the GS Offer Shares on the Stock Exchange will be subject to the payment of stamp duty (if any) in Hong Kong and any other applicable fees and charges in Hong Kong.

Subject to the granting of the approval for the listing of, and permission to deal in, the GS Offer Shares on the Stock Exchange, the GS Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement date of dealings in the GS Offer Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the securities of Group Sense is listed or dealt in or on which listing or permission to deal is being or is proposed to be sought on any other stock exchange.

Conditions of the GS Open Offer

The GS Open Offer is conditional upon the Underwriting Agreement having become unconditional and not being terminated in accordance with its terms or otherwise. The conditions to the Underwriting Agreement are set out in the sub-section headed "Conditions of the Underwriting Agreement" of this announcement.

UNDERWRITING AGREEMENT

The principal terms of the Underwriting Agreement are as follows:

Date	:	20 August 2015 (after trading hours)
Underwriters	:	Ming Xin Developments and Earnmill
Total number of GS Offer Shares being underwritten by the Underwriters	:	Taking into account the Undertakings, the GS Open Offer is fully underwritten. The total number of Underwritten Shares (excluding the 826,507,845 GS Offer Shares to be taken up by the Undertaken Shareholders or their nominee(s) pursuant to the Undertakings), being 610,687,184 GS Offer Shares, will be underwritten severally by the Underwriters on equal basis. The Untaken Shares shall be allocated to each of the Underwriters on equal basis, provided that if the total number of the Untaken Shares is not an even number, Ming Xin Developments shall first be allocated one Untaken Share and the remaining Untaken Shares shall be allocated to each of the Underwriters on equal basis.
Commission	:	The Underwriters will receive a commission in respect of their underwriting of the GS Open Offer at 1.0% of the aggregate Subscription Price in respect of the Underwritten Shares

Conditions of the Underwriting Agreement

The obligations of the Underwriters under the Underwriting Agreement are conditional upon the following conditions being fulfilled:

(a) the passing of an ordinary resolution by the GS Shareholders (other than those who are required to abstain from voting under the Listing Rules) at the GS SGM approving the GS Open Offer;

(b) the delivery to the Stock Exchange for authorisation and the registration with the Registrar of Companies in Hong Kong respectively on or before the posting date of the Prospectus Documents one copy of each of the Prospectus Documents duly certified (and all other documents required to be attached thereto) and otherwise in compliance with the Listing Rules and the Companies (WUMP) Ordinance;

(c) the posting of the Prospectus Documents to Qualifying Shareholders and of the Prospectus marked "For information only" to the Excluded Shareholders for information purpose only explaining the circumstances under which the GS Open Offer is not extended to them, in each case on the date of despatch of the Prospectus Documents;

(d) the Stock Exchange granting or agreeing to grant listing of, and permission to deal in, the GS Offer Shares either unconditionally or subject to such conditions which Group Sense accepts and the Listing Committee of the Stock Exchange not having withdrawn or revoked such listings and permission on or before 4:00 p.m. on the Settlement Date;

(e) the GS Shares remaining listed on the Stock Exchange at all times prior to the Settlement Date and the current listing of the GS Shares not having been withdrawn or the trading of the GS Shares not having been suspended for a consecutive period of more than ten trading days (or such longer period as the Underwriters may otherwise agree) (other than any suspension pending clearance of this announcement) and no indication being received before 4:00 p.m. on the Settlement Date from the Stock Exchange to the effect that such listing may be withdrawn or objected to (or conditions will or may be attached thereto) including but not limited to as a result of the GS Open Offer or in connection with the terms of the Underwriting Agreement or for any other reason;

(f) if required, the Bermuda Monetary Authority granting its consent to the issue of the GS Offer Shares on or before the Latest Time for Acceptance; and

(g) compliance with and performance of all the undertakings and obligations of Group Sense under the Underwriting Agreement.

Undertakings given by the Underwriters

The Underwriters irrevocably, unconditionally, jointly and severally undertake to Group Sense that they will take all appropriate steps as may be necessary or required to maintain or restore the minimum public float of the GS Shares to not less than 25% of the GS Shares in issue upon completion of the GS Open Offer.

Termination of the Underwriting Agreement

Ming Xin Developments may, at its sole discretion after reasonable consultation with Group Sense, terminate the Underwriting Agreement by giving written notice to Group Sense at any time prior to the Latest Time for Termination if:

(a) there occurs:

    (i) the introduction of any new law or any material change in existing laws (or the judicial interpretation thereof);

(ii) any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement) of a political, military, financial, economic (including any disruption to trading generally or trading in any securities of Group Sense on any stock exchange, or a change in the system under which the value of the Hong Kong currency is linked to the currency of the United States of America) or other nature (whether or not such are of the same nature as any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict;

(iii) any act of God, fire, flood, explosion, epidemic, earthquake, nuclear or natural disaster, war, act of terrorism, riot, public disorder, civil commotion, strike or lock-out; or

(iv) any suspension or a material limitation in trading in securities generally on the Stock Exchange, or a general moratorium on commercial banking activities in Hong Kong declared by the relevant authorities or a material disruption in commercial banking or securities settlement or clearance services in Hong Kong,

and in the reasonable opinion of Ming Xin Developments, such change could have a material and adverse effect on the business, financial or trading position of the Group Sense Group as a whole or the success of the GS Open Offer or make it inadvisable or inexpedient to proceed with the GS Open Offer;

(b) Group Sense commits any material breach of or omits to observe any of the obligations, undertakings, representations or warranties expressed to be assumed by it under the Underwriting Agreement, which breach or omission could have a material and adverse effect on the business, financial or trading position of the Group Sense Group as a whole;

(c) the Underwriters shall receive notification, or shall otherwise become aware of, any material breach of the warranties of Group Sense in the Underwriting Agreement and Ming Xin Developments shall, in its reasonable opinion, determine that any such breach represents or is likely to represent a material adverse change in the business, financial or trading position of the Group Sense Group taken as a whole or is otherwise likely to have a materially prejudicial effect on the GS Open Offer;

(d) any other material adverse change in relation to the business or the financial or trading position or prospects of the Group Sense Group as a whole whether or not ejusdem generis with any of the foregoing; or

(e) any matter which, had it arisen or been discovered immediately before the date of the Prospectus and not having been disclosed in the Prospectus, would have constituted, in the reasonable opinion of Ming Xin Developments a material omission in the context of the GS Open Offer and which is likely to have a materially prejudicial effect on the GS Open Offer.

In the event that the Underwriters exercise their rights to terminate or rescind the Underwriting Agreement as described above, the GS Open Offer will not proceed.

The board of GS Directors and the board of CS Directors (including the independent non-executive GS Directors and independent non-executive CS Directors) consider that the terms of the Underwriting Agreement and the amount of commission payable to the Underwriters are fair and reasonable as compared to the market practice and commercially reasonable as agreed among the parties of the Underwriting Agreement and it is in the interest of GS Shareholders and CS Shareholders as a whole.

WARNING OF THE RISKS OF DEALING IN THE GS SHARES

GS Shareholders and potential investors should note that the GS Open Offer is conditional upon inter alia, the Underwriting Agreement having become unconditional and the Underwriters not having terminated the Underwriting Agreement in accordance with the terms thereof.

Accordingly, the GS Open Offer may or may not proceed. GS Shareholders and potential investors should exercise caution when dealing in the GS Shares, and if they are in any doubt about their position, they should consult their professional advisers.

GS Shareholders should note that the GS Shares will be dealt in on an ex-entitlement basis commencing from Wednesday, 30 September 2015 and that dealing in GS Shares will take place while the conditions to which the Underwriting Agreement is subject remain unfulfilled.

Any GS Shareholder or other person dealing in GS Shares up to the date on which all conditions to which the GS Open Offer is subject are fulfilled (which is expected to be at 4:00 p.m. on Monday, 9 November 2015), will accordingly bear the risk that the GS Open Offer cannot become unconditional and may not proceed. Any GS Shareholder or other person contemplating selling or purchasing GS Shares, who is in any doubt about his/her/ its position, is recommended to consult his/her/its own professional adviser.

EXPECTED TIMETABLE

The expected timetable for the GS Open Offer set out below is indicative only and it has been prepared on the assumption that all the conditions of the GS Open Offer will be fulfilled.

The expected timetable for the GS Open Offer is set out below:

	Hong Kong time
Despatch of circular with notice of the GS SGM	Thursday, 10 September 2015
Latest time for lodging transfers of GS Shares to quality for attendance at the GS SGM	4:30 p.m. on Tuesday, 22 September 2015
Latest time to lodge proxy form for the GS SGM	10:00 a.m. on Wednesday, 23 September 2015
Register of members of Group Sense closes for determining entitlement to attend and vote at the GS SGM	Wednesday, 23 September 2015 to Friday, 25 September 2015 (both dates inclusive)
Record date for determining entitlement to attend and vote at the GS SGM	Friday, 25 September 2015
Date of the GS SGM	10:00 a.m. on Friday, 25 September 2015
Announcement of poll results of the GS SGM	Friday, 25 September 2015
Register of members of Group Sense reopens	Tuesday, 29 September 2015
Last day of dealing in GS Shares on a cum-entitlement basis	Tuesday, 29 September 2015
First day of dealing in GS Shares on an ex-entitlement basis	9:00 a.m. on Wednesday, 30 September 2015
Latest time for lodging transfer of GS Shares in order to be qualified for the GS Open Offer	4:30 p.m. on Friday, 2 October 2015

Register of members of Group Sense closes for determining entitlement to the GS Offer Shares	Monday, 5 October 2015 to Friday, 9 October 2015 (both dates inclusive)
Record Date for the GS Open Offer	Friday, 9 October 2015
Register of members of Group Sense reopens	Monday, 12 October 2015
Despatch of Prospectus Documents (in case of the Excluded Shareholders, the Prospectus only)	Tuesday, 13 October 2015
Latest time for acceptance of, and payment for, the GS Offer Shares and excess application for GS Offer Shares	4:00 p.m. on Friday, 30 October 2015
Latest time for termination of the Underwriting Agreement by the Underwriters	Tuesday, 3 November 2015
Announcement of results of acceptance of the GS Open Offer and excess application for GS Offer Shares	Friday, 6 November 2015
Despatch of share certificates for GS Offer Shares and refund cheques in respect of wholly or partially unsuccessful applications for excess GS Offer Shares or if the GS Open Offer is terminated	Monday, 9 November 2015
Commencement of dealings in GS Offer Shares	9:00 a.m. on Tuesday, 10 November 2015
Effective date of the new board lot size of 10,000 GS Shares	9:00 a.m. on Tuesday, 10 November 2015
Designated broker starts to stand in the market to provide matching services for odd lots of GS Shares	9:00 a.m. on Tuesday, 10 November 2015
Designated broker ceases to stand in the market to provide matching services for odd lots of GS Shares	4:00 p.m. on Wednesday, 2 December 2015

Effect of Bad Weather on the Latest Time for Acceptance

If there is a "black" rainstorm warning or a tropical cyclone warning signal number 8 or above in force in Hong Kong on Friday, 30 October 2015, being the date of the Latest Time for Acceptance:

(i) at any time before 12:00 noon and no longer in force after 12:00 noon, the Latest Time for Acceptance will be postponed to 5:00 p.m. on the same business day; or

(ii) at any time between 12:00 noon and 4:00 p.m., the Latest Time for Acceptance will be postponed to 4:00 p.m. on the next business day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance does not take place on Friday, 30 October 2015, the dates mentioned in the above section headed "Expected timetable" in this announcement may be affected. An announcement will be made by Group Sense in such event.

SHAREHOLDING STRUCTURE OF GROUP SENSE

The table below set out the shareholding structure of Group Sense assuming that there is no change in the shareholding structure of Group Sense from the date of this announcement to immediately after the completion of the GS Open Offer.

	As at the date of this announcement		**Immediately after completion of the GS Open Offer, assuming all Qualifying Shareholders have taken up all GS Offer Shares**		**Immediately after completion of the GS Open Offer (assuming no Qualifying Shareholders have taken up GS Offer Shares other than the Undertaken Shareholders under the Undertakings)**	
	No. of Shares	*Approximate %*	*No. of Shares*	*Approximate %*	*No. of Shares*	*Approximate %*
Shareholders						
Ming Xin Developments, one of the Underwriters *(Notes 1, 3)*	745,598,727	51.88%	1,491,197,454	51.88%	1,796,541,046	62.50%
Earmill, one of the Underwriters *(Notes 1, 2, 3)*	37,877,118	2.64%	75,754,236	2.64%	381,097,828	13.26%
Dr. Tam and Mr. Tam *(Note 4)*	40,732,000	2.83%	81,464,000	2.83%	81,464,000	2.83%
Mrs. Tam	2,300,000	0.16%	4,600,000	0.16%	4,600,000	0.16%
Sub-total	826,507,845	57.51%	1,653,015,690	57.51%	2,263,702,874	78.75%
Public						
Existing public shareholders	610,687,184	42.49%	1,221,374,368	42.49%	610,687,184	21.25%
Total	1,437,195,029	100.00%	2,874,390,058	100.00%	2,874,390,058	100.00%

Notes:

1. The Undertaken Shareholders have irrevocably undertaken to Group Sense that (i) they will not dispose of 826,507,845 GS Shares beneficially owned by them from the date of the Undertakings up to and including the Record Date; and (ii) they will procure the acceptance of the GS Offer Shares which will represent the assured allotment to them or their nominee(s) as holders of such GS Shares under the GS Open Offer.

2. Earnmill Holdings Limited, a company incorporated in the BVI with limited liability on 10 November 1992 and is beneficially owned by Dr. Tam and Mr. Tam (being the elder brother of Dr. Tam) in equal shares.

3. The Underwriters, being Ming Xin Developments and Earnmill, will each underwrite 305,343,592 GS Offer Shares pursuant to the Underwriting Agreement.

4. Such GS Shares included (i) 25,732,000 GS Shares jointly owned by Dr. Tam and Mr. Tam; (ii) 6,000,000 GS Shares solely owned by Dr. Tam and (iii) 9,000,000 GS Shares solely owned by Mr. Tam.

INFORMATION ON THE UNDERWRITERS

The principal activity of Earnmill is investment holding and it is ultimately beneficially owned by Dr. Tam and Mr. Tam in equal shares.

The principal activity of Ming Xin Developments is investment holding and it is indirectly wholly-owned by Century Sunshine.

REASONS FOR AND BENEFITS OF THE GS OPEN OFFER

The principal business activity of Group Sense is an investment holding and its subsidiaries are principally engaged in design, manufacturing and sale of original design manufacturing products, electronic dictionary products and personal communication products, and the provision of electronic manufacturing services. Group Sense is an indirectly owned subsidiary of Century Sunshine and Century Sunshine (through Ming Xin Developments) has 51.88% shareholding interests in Group Sense. The principal activity of Century Sunshine is investment holdings and its subsidiaries are principally engaged in magnesium business, fertiliser business and metallurgical flux business.

With reference to the composite document of Group Sense, Century Sunshine and Ming Xin Developments dated 5 March 2015 in relation to the unconditional mandatory cash general offer, the Group Sense Group is positioned to conduct magnesium product business and in particular future development of chain model of circular economy in magnesium and its product related business.

With reference to the joint announcement of Group Sense and Century Sunshine dated 12 August 2015 (the "**Joint Announcement**"), an indirect wholly-owned subsidiary of Group Sense, entered into a share transfer agreement (the "**Share Transfer Agreement**") with the vendors, pursuant to which the subsidiary of Group Sense has conditionally agreed to acquire and the vendors have conditionally agreed to sell the entire equity of Xinjiang Tengxiang Magnesium Products Company Limited* ("**Target Company**") with a consideration of RMB72.28 million (equivalent to HK$88.59 million) (the "**Acquisition**"). The Target Company has the capacity to produce semi coke and magnesium which is in-line with the future development of chain model of circular economy in magnesium and its product related business of the Group Sense Group. The consideration of the Acquisition is to be fully settled by internal resources of Group Sense. For more information in relation to the Target Company, please refer to the Joint Announcement.

Group Sense intends to apply (i) approximately 70% of the net proceeds of the GS Open Offer as funding for the expansion and business development of the Target Company; (ii) approximately 20% for investment activities of the Group Sense Group when such investment opportunities arise; and (iii) approximately 10% for the general working capital of the Group Sense Group. The board of GS Directors aims to identify equity interest investment opportunities with controlling rights in companies operating in magnesium and its related products industry that are in line with the development of the Group Sense Group. As at the date of this announcement, save for the Acquisition, Group Sense has not identified any investment opportunities.

In case where the Acquisition referred to in the intended uses do not materialise or is expected to be delayed for a considerable period of time, the Group Sense Group will apply such portion of the net proceeds for general working capital and/or for further investments in magnesium and its products related business, or in other businesses that the board of GS Directors considers appropriate.

Among different fund raising methods, the GS Directors have focused on evaluating the possibilities of carrying out fund raising by way of rights issue or open offer as they are relatively larger in scale as compared to placing of new GS Shares under a general mandate. The board of GS Directors will not consider debt financing at this stage as the expected finance costs are high and additional borrowings will deteriorate the gearing position of the Group Sense Group.

Although rights issue, as compared to an open offer, can provide an additional option to those GS Shareholders who do not wish to take up the entitlements by selling their entitled nil-paid rights, rights issue would involve extra administrative work and cost for the preparation, printing, posting and processing of trading arrangements in relation to the nil-paid rights. Group Sense will also involve additional time and incur resources to administer the trading of the nil-paid rights including communication between Group Sense and other parties such as the registrar or financial printer. In addition, in view of the average trading volume in the past twelve months before the date of this announcement, were only approximately 1.09% of the total issued GS Shares, there is uncertainty of the existence of a market to trade the nil-paid rights. The GS Directors intend not to invest the resources for the extra administrative work and cost for the trading arrangements in relation to the nil-paid rights to the business development of Group Sense. In view of the above, the GS Directors consider that raising funds by way of the GS Open Offer is more cost-effective and efficient as compared to a rights issue. The objective of the GS Open Offer is to enable the GS Shareholders to maintain their proportionate interests in Group Sense should they wish to do so, ensuring stability in GS Shareholders base, and to enable them to participate in Group Sense's future growth and development. The board of GS Directors therefore considers, since the GS Open Offer will already give the Qualifying Shareholders an equal and fair opportunity to maintain their respective pro-rata shareholding interests in Group Sense, even without the right to trade their nil-paid rights as in a rights issue, on balance, to conduct the GS Open Offer instead of a rights issue will be more beneficial to Group Sense and GS Shareholders in the current circumstances.

The board of GS Directors also considers that it is prudent to finance the Group Sense Group's long term growth by way of the GS Open Offer which will not only strengthen the Group Sense Group's capital base and enhance its financial position, without having to incur interest expenses as compared to debt financing, but will also allow all Qualifying Shareholders the opportunity to participate in the growth of the Group Sense Group through the GS Open Offer at a discount to the current market price of the GS Shares. Accordingly, the board of GS Directors considers that the fund raising through the GS Open Offer is in the interests of Group Sense and the GS Shareholders as a whole.

FUND RAISING ACTIVITIES OF GROUP SENSE DURING THE PAST TWELVE MONTHS

Apart from the fund raising activities mentioned below, Group Sense had not raised any other funds by equity issue in the past twelve months immediately preceding the date of this announcement:

Date of announcement	**Fund raising activity**	**Intended use of net proceeds**	**Actual use of net proceeds as at the date of this announcement**
6 January 2015	Issue of 239,532,000 new GS Shares for an aggregate subscription price of HK$76.65 million	General working capital and exploration of new business opportunities of the Group Sense Group	HK$76.65 million has not yet been utilised, it will be used for funding the Acquisition

LISTING RULES IMPLICATIONS TO CENTURY SUNSHINE

As at the date of this announcement, Ming Xin Developments, being a wholly-owned subsidiary of Century Sunshine, directly owns 745,598,727 GS Shares, representing 51.88% of the total issued share capital of Group Sense.

Pursuant to the Undertakings, Ming Xin Developments has undertaken to fully accept 745,598,727 GS Offer Shares.

Pursuant to the Underwriting Agreement, Ming Xin Developments will underwrite 50% of the Underwritten Shares (excluding the 826,507,845 GS Offer Shares to be taken up by the Undertaken Shareholders or their nominee(s) pursuant to the Undertakings), being 305,343,592 GS Offer Shares.

As more than one of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the subscription money payable by Ming Xin Developments under the GS Open Offer and pursuant to the Undertakings and under the Underwriting Agreement are greater than 5% and all applicable percentage ratios are less than 25%, the subscription of the GS Offer Shares by Ming Xin Developments pursuant to the Undertakings and the underwriting of the GS Offer Shares by Ming Xin Developments under the Underwriting Agreement constitute a discloseable transaction of Century Sunshine and is therefore subject to notification and announcement requirements but exempt from CS Shareholders' approval requirement under Chapter 14 of the Listing Rules.

Dr. Tam is a non-executive director of Group Sense and Mr. Tam is a past director of Group Sense within the past twelve months. Both of them are also directors of certain subsidiaries of Group Sense. As such, they are connected persons of Century Sunshine. Earnmill, being a company jointly owned by Dr. Tam and Mr. Tam, is an associate of them and therefore also a connected person of Century Sunshine. The entering into of the Underwriting Agreement by Group Sense and Earnmill constitutes a connected transaction of Century Sunshine. As the percentage ratios in respect of the underwriting arrangement with Earnmill under the Underwriting Agreement are less than 5%, the underwriting of GS Offer Shares by Earnmill under the Underwriting Agreement is subject to reporting and announcement requirements but exempt from the circular and CS Shareholders' approval requirements under Rule 14A.76(2)(a) of the Listing Rules.

LISTING RULES IMPLICATIONS TO GROUP SENSE

As the GS Open Offer will increase the issued share capital of Group Sense by more than 50%, pursuant to Rule 7.24(5) of the Listing Rules, controlling GS Shareholders and their associates shall abstain from voting in favour of the resolutions relating to the GS Open Offer. As at the date of this announcement, Ming Xin Developments, being the controlling GS Shareholder, will abstain from voting in favour of the resolutions relating to the GS Open Offer at the GS SGM. As Earnmill is one of the Underwriters, Earnmill and its associates will abstain from voting in favour of resolutions relating to the GS Open Offer at the GS SGM.

Ming Xin Developments, being a controlling shareholder of Group Sense, is a connected person of Group Sense. Dr. Tam is a non-executive director of Group Sense and Mr. Tam is a past director of Group Sense within the past twelve months. Both of them are also directors of certain subsidiaries of Group Sense. As such, they are connected persons of Group Sense. Earnmill, being a company jointly owned by Dr. Tam and Mr. Tam, is an associate of them and therefore also a connected person of Group Sense. As the Underwriters are connected persons of Group Sense and an underwriting commission is payable to the Underwriters, the entering into of the Underwriting Agreement by Group Sense constitutes a connected transaction for Group Sense under the Listing Rules.

As the Underwriting Agreement is on normal commercial terms and the relevant percentage ratios (as defined in the Listing Rules) regarding the amount of underwriting commission payable by Group Sense is less than 5%, it is subject to reporting and announcement requirements but exempt from the circular and shareholders' approval requirements under Rule 14A.76(2)(a) of the Listing Rules.

Group Sense will establish an Independent Board Committee to advise the Independent Shareholders as to whether the terms of the GS Open Offer are fair and reasonable and whether the GS Open Offer is in the interests of Group Sense and the GS Shareholders as a whole, and to advise the Independent Shareholders on how to vote on the resolutions in relation to the GS Open Offer at the GS SGM, taking into account the recommendations of the independent financial adviser. In this connection, Group Sense will appoint an independent financial adviser to advise the Independent Board Committee and the Independent Shareholders as to whether the terms of the GS Open Offer are fair and reasonable.

GENERAL

As (a) Mr. Shum Sai Chit, an executive GS Director, is also an executive director of Century Sunshine and the sole director of Ming Xin Developments, and is deemed to be interested in 26,166,766 CS Shares; (b) Ms. Chi Bi Fen, an executive GS Director, is also an executive director of Century Sunshine and is deemed to be interested in 31,519,934 CS Shares; (c) Mr. Kwong Ping Man, an independent non-executive GS Director, is also an independent non-executive director of Century Sunshine and is deemed to be interested in 6,389,145 CS Shares; and Dr. Tam, a non-executive GS Director, is also a director of Earnmill which is owned as to 50% by him and as to 50% by his brother, Mr. Tam, Mr. Shum Sai Chit, Ms. Chi Bi Fen, Mr. Kwong Ping Man and Dr. Tam have abstained from voting on the board resolutions approving the GS Open Offer and the Underwriting Agreement.

The GS SGM will be convened and held for the Independent Shareholders to consider and, if thought fit, approve, among other matters, the GS Open Offer. A circular containing, among other things, further details of (i) the GS Open Offer; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the GS Open Offer; (iii) a letter of advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders setting out its recommendation thereof; and (iv) the notice of the GS SGM, is expected to be despatched to the GS Shareholders for information purpose on or before 10 September 2015 as additional time is required to finalise the financial information of the circular.

To determine the entitlements to attend and vote at the GS SGM, the register of members of Group Sense will be closed from Wednesday, 23 September 2015 to Friday, 25 September 2015 (both dates inclusive). No transfer of GS Shares will be registered during this period.

In order to be registered as members of Group Sense at the close of business on Friday, 25 September 2015 (being the record date for attendance and voting at the GS SGM), GS Shareholders must lodge any transfer of existing GS Shares (together with the share certificates) with Group Sense's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited on Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Tuesday, 22 September 2015.

Subject to the approval of the GS Open Offer by the Independent Shareholders at the GS SGM, the Prospectus Documents will be despatched to the Qualifying Shareholders on Tuesday, 13 October 2015. Subject to the advice of Group Sense's legal advisers in the relevant jurisdiction and to the extent reasonably practicable, the Prospectus will be despatched to the Excluded Shareholders for information purposes only.

CHANGE IN BOARD LOT SIZE

The board of GS Directors announces that the board lot size of the GS Shares for trading on the Stock Exchange will be changed from 2,000 GS Shares to 10,000 GS Shares with effect from 9:00 a.m. on Tuesday, 10 November 2015. The change in board lot size will not result in any change in the relative rights of the GS Shareholders. The board of GS Directors is of the opinion that the change in board lot size is in the interests of Group Sense and the GS Shareholders as a whole.

Based on the theoretical ex-entitlement price of approximately HK$0.28 per GS Share (calculated based on the closing price of HK$0.36 per GS Share as quoted on the Stock Exchange on the Last Trading Day), the market value of each existing board lot is HK$560 and the estimated market value of each proposed new board lot is HK$2,800. To alleviate the difficulties in trading odd lots of the GS Shares arising from the change in board lot size of the GS Shares, Group Sense has appointed SinoPac Securities (Asia) Limited as an agent to provide matching services to the GS Shareholders who wish to top up or sell their holdings of odd lots of the GS Shares during the period from 9:00 a.m. on Tuesday, 10 November 2015 to 4:00 p.m. on Wednesday, 2 December 2015 (both dates inclusive). Holders of the GS Shares in odd lots represented by the existing share certificates for the GS Shares who wish to take advantage of this facility either to dispose of their odd lots of the GS Shares or to top up their odd lots to a full new board lot may directly or through their broker contact Mr. Tomo Cheung of SinoPac Securities (Asia) Limited at 21st Floor, One Peking, 1 Peking Road, Hong Kong (telephone: (852) 2586 8303 and facsimile: (852) 2522 5919) during such period. Holders of the GS Shares in odd lots should note that successful matching of the sale and purchase of odd lots of the GS Shares is not guaranteed. The GS Shareholders are recommended to consult their professional advisers if they are in doubt about the above facility.

All existing share certificates in board lot of 2,000 GS Shares will continue to be evidence of entitlement to the GS Shares and be valid for delivery, transfer, trading and settlement purposes. No new share certificate will be issued to the existing GS Shareholders as a result of the change in board lot size, and therefore no arrangement for free exchange of existing share certificates in board lot size of 2,000 GS Shares to new share certificates in board lot size of 10,000 GS Shares is necessary. With effect from Tuesday, 10 November 2015, any new certificate of the GS Shares will be issued in new board lot size of 10,000 GS Shares (except for odd lots or where the GS Shareholder(s) otherwise instruct(s)). Save and except for the change in the number of GS Shares for each board lot, new certificates of GS Shares will have the same format and colour as the existing certificates of GS Shares.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the meanings given to them as below:

"Application Form(s)"	the forms of application to be used by the Qualifying Shareholders to apply for the GS Offer Shares in the form agreed by Group Sense and the Underwriters;
"associate"	has the meaning ascribed to it under the Listing Rules;
"BVI"	the British Virgin Islands;
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC;
"Century Sunshine"	Century Sunshine Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on Main Board of the Stock Exchange (Stock Code: 509);
"Companies (WUMP Ordinance)"	Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong);
"CS Director(s)"	the director(s) of Century Sunshine;
"CS Shares"	ordinary shares(s) of HK$0.02 each in the share capital of Century Sunshine;
"CS Shareholders"	the holders of CS Shares;
"connected person(s)"	has the meaning ascribed to it under the Listing Rules;
"Dr. Tam"	Dr. Tam Wai Ho, Samson, JP, an non-executive director of Group Sense and a director of Earnmill;
"Earnmill"	Earnmill Holdings Limited, a company incorporated in the BVI with limited liability on 10 November 1992 which is ultimately beneficially owned by Dr. Tam and Mr. Tam in equal shares. As at the date of this announcement, Earnmill holds 37,877,118 GS Shares, representing approximately 2.64% of the entire issued share capital of Group Sense;

"Excess Application Form(s)"	the form(s) of application to be used by the Qualifying Shareholders to apply for excess GS Offer Shares in the form agreed by Group Sense and the Underwriters;
"Excluded Shareholders"	the Overseas Shareholder(s) whom the GS Directors, after making enquiries, consider it necessary or expedient not to offer the GS Offer Shares to such Overseas Shareholder(s) on account either of legal restrictions under the laws of relevant place or the requirements of the relevant regulatory body or stock exchange in that place;
"Group Sense"	Group Sense (International) Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 601);
"Group Sense Group"	Group Sense and its subsidiaries;
"GS Director(s)"	the director(s) of Group Sense;
"GS Offer Share(s)"	1,437,195,029 new GS Shares proposed to be offered to the Qualifying Shareholder(s) pursuant to the GS Open Offer;
"GS Open Offer"	the proposed issue of the GS Offer Shares by Group Sense on the basis of one (1) GS Offer Share for every one (1) GS Share in issue held on the Record Date at the Subscription Price pursuant to the Prospectus Documents and as contemplated under the Underwriting Agreement;
"GS SGM"	the special general meeting to be convened and held by Group Sense to consider and approve, among other matters, the GS Open Offer and the Underwriting Agreement;
"GS Shares"	ordinary share(s) of HK$0.10 each in the share capital of Group Sense;
"GS Shareholders"	the holders of GS Shares;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"HKSCC"	Hong Kong Securities Clearing Company Limited;
"Independent Board Committee"	the independent board committee of the board of GS Directors comprising all the independent non-executive GS Directors established to advise the Independent Shareholders in respect of the GS Open Offer;

"Independent Shareholder(s)"	any GS Shareholder(s) other than Ming Xin Developments and Earnmill and their respective associates;
"Last Trading Day"	20 August 2015, being the date of this announcement;
"Latest Time for Acceptance"	4:00 p.m. on Friday, 30 October 2015 or such later time or date as may be agreed between Group Sense and the Underwriters, being the latest time for acceptance of the offer of GS Offer Shares and application for excess GS Offer Shares and if there is a "black" rainstorm warning or a tropical cyclone warning signal number 8 or above in force in Hong Kong on such day (i) at anytime before 12:00 noon and no longer in force after 12:00 noon, the Latest Time for Acceptance will be extended to 5:00 p.m. on the same business day; and (ii) at any time between 12:00 noon and 4:00 p.m., the Latest Time for Acceptance will be extended to the next business day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.;
"Latest Time for Termination"	4:00 p.m. on 3 November 2015, being the second business day after the Latest Time for Acceptance or such later time or date as may be agreed between the Group Sense and the Underwriters, being the latest time to terminate the Underwriting Agreement;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"Ming Xin Developments"	Ming Xin Developments Limited, a company incorporated in the BVI with limited liability on 31 July 2014 which is indirectly owned by Century Sunshine. As at the date of this announcement, Ming Xin Developments owns 745,598,727 GS Shares, representing approximately 51.88% of the total issued share capital of Group Sense;
"Mrs. Tam"	Mrs. Tam Mui Ka Wai, Vivian, the wife of Dr. Tam;
"Mr. Tam"	Mr. Tam Wai Tong, Thomas, a director of Earnmill;
"Overseas Shareholder(s)"	GS Shareholder(s) with registered address(es) (as shown in the register of members of Group Sense as at the close of business on the Record Date) which is/are outside Hong Kong;
"PRC"	the People's Republic of China and for the sole purpose of this announcement shall exclude Hong Kong, Macau Special Administrative Region of the PRC and Taiwan;

"Prospectus"	the prospectus to be issued by Group Sense in connection with the GS Open Offer and expected to be dated on Tuesday, 13 October 2015;
"Prospectus Documents"	the Prospectus, the Application Form(s) and the Excess Application Form(s);
"Qualifying Shareholder(s)"	GS Shareholder(s) whose names appear on the register of members of the Group Sense as at the close of business on the Record Date, other than the Excluded Shareholder(s);
"Record Date"	Friday, 9 October 2015 or such other date as may be agreed between Group Sense and the Underwriters in accordance with the relevant regulations or requirements;
"Settlement Date"	Monday, 9 November 2015, being the fourth business day after the Latest Time for Termination, (or such other date as Group Sense and the Underwriters may agree in writing);
"Stock Exchange"	the Stock Exchange of Hong Kong Limited;
"Subscription Price"	the issue price of HK$0.20 per GS Offer Share at which the GS Offer Shares are proposed to be offered for subscription under the GS Open Offer;
"Undertaken Shareholders"	Ming Xin Developments, Earnmill, Mr. Tam, Dr. Tam and Mrs. Tam who have irrevocably undertaken to Group Sense that (i) they will not dispose of 826,507,845 GS Shares beneficially owned by them from the date of the Undertakings up to and including the Record Date; and (ii) will procure the acceptance of the GS Offer Shares which will represent the assured allotment to them or their nominee(s) as holders of such GS Shares under the GS Open Offer;
"Undertakings"	the irrevocable undertakings given by the Undertaken Shareholders to Group Sense dated 20 August 2015, details of which are set out in the subsection headed "Undertakings given by the Undertaken Shareholders" above in this announcement;
"Underwriters"	Ming Xin Developments and Earnmill;
"Underwriting Agreement"	the underwriting agreement dated 20 August 2015 entered between Group Sense and the Underwriters in relation to the underwriting arrangement in respect of the GS Open Offer;

“Underwritten Shares”	such number equal to the number of the GS Offer Shares other than the 826,507,845 GS Offer Shares undertaken by the Undertaken Shareholders;
“Untaken Shares”	Underwritten Shares for which the duly completed Application Forms or Excess Application Forms have not been received by the registrar of Group Sense as at the Latest Time for Acceptance;
“%”	per cent.;
“HK$”	Hong Kong Dollar, the lawful currency of Hong Kong;
“RMB”	Reminbi, the lawful currency of the PRC.

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

By Order of the board
Group Sense (International) Limited
Shum Sai Chit
Chairman

Hong Kong, 20 August 2015

As at the date of this announcement, the board of CS Directors comprises Mr. Chi Wen Fu, Mr. Shum Sai Chit, Ms. Chi Bi Fen and Mr. Yang Yuchuan as executive directors; Mr. Guo Mengyong as non-executive director, Mr. Kwong Ping Man, Mr. Sheng Hong and Mr. Lau Chi Kit as independent non-executive directors.

As at the date of this announcement, the board of GS Directors comprises Mr. Shum Sai Chit and Ms. Chi Bi Fen as executive directors; Professor Meng Jian and Dr. Tam Wai Ho, Samson JP as non-executive directors, Mr. Kwong Ping Man, Mr. Cheung Sound Poon and Mr. Chen Gang as independent non-executive directors.

If there is any inconsistency in this announcement between the Chinese and English versions, the English version shall prevail.