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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)

GROUP SENSE (INTERNATIONAL) LIMITED
權智（國際）有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 601)

JOINT ANNOUNCEMENT

INSIDE INFORMATION
MEMORANDUM OF UNDERSTANDING

This announcement is jointly made by Century Sunshine and Group Sense pursuant to Rule 13.09 of the Listing Rules and Inside Information Provisions under Part XIVA of the SFO.

The respective boards of directors of Century Sunshine and Group Sense jointly announce that on 18 April 2017 (after trading hours), a non-legally binding MOU was entered into between Century Sunshine and Group Sense in relation to the Possible Transaction.

The MOU does not create any legally binding commitment between the parties to proceed with the Possible Transaction and is subject to the parties entering into definitive agreements. Based on the terms of the MOU and the market capitalisations of Century Sunshine and Group Sense as at the date of this joint announcement, the Possible Transaction, if it proceeds, may constitute a very substantial disposal of Century Sunshine and a very substantial acquisition and connected transaction of Group Sense under Chapters 14 and 14A of the Listing Rules.

Shareholders of Century Sunshine and Group Sense and their potential investors should note that the Possible Transaction may or may not materialise and accordingly, they should exercise caution when dealing in the shares of Century Sunshine and/or Group Sense.

This announcement is made jointly by Century Sunshine Group Holdings Limited ("**Century Sunshine**", together with its subsidiaries, the "**CS Group**") and Group Sense (International) Limited ("**Group Sense**", together with its subsidiaries, the "**GS Group**") pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock

Exchange of Hong Kong Limited (the “**Listing Rules**”) and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong, the “**SFO**”).

MEMORANDUM OF UNDERSTANDING

The respective board of directors of Century Sunshine and Group Sense jointly announce that, for the purpose of, among other things, a better delineation of businesses between the CS Group and the GS Group, a memorandum of understanding (the “**MOU**”) was entered into between Century Sunshine and Group Sense on 18 April 2017 (after trading hours), in relation to the possible reorganisation involving the acquisition of Century Sunshine’s indirect interests in Fullocean Group Limited (“**FGL**”), a company incorporated in the British Virgin Islands and an indirect non-wholly owned subsidiary of Century Sunshine, and China Rare Earth Magnesium Technology Holdings Limited (“**CRE**”), a company incorporated in Hong Kong and a direct non-wholly owned subsidiary of FGL, by Group Sense (the “**Possible Transaction**”). Immediately after completion of the Possible Transaction, Century Sunshine’s interests in its magnesium product business will be held through Group Sense.

As at the date of this joint announcement, the CS Group, excluding the GS Group, is principally engaged in the fertiliser business, magnesium product business and metallurgical flux business. Century Sunshine is the 100% holding company of Capital Idea Investments Limited, a company incorporated in the British Virgin Islands, which holds 99.50% of the shareholding of FGL. The magnesium production base of the CS Group, excluding the GS Group, is located in Baishan City, Jilin Province, the People’s Republic of China and the magnesium product business is operated under FGL and its subsidiaries.

As at the date of this joint announcement, the GS Group is principally engaged in the manufacture and sale of magnesium-related products and electronic products.

The MOU does not create any legally binding commitment between the parties to proceed with the Possible Transaction and is subject to the relevant parties entering into definitive agreements. The terms of the Possible Transaction, including but not limited to the consideration and method of payment, are to be further negotiated. Century Sunshine and Group Sense have agreed in the MOU that if and to the extent that the consideration for the Possible Transaction comprises any equity or equity linked securities to be issued by Group Sense, the issue or conversion price per share of Group Sense will not be more than HK$0.40.

Based on the terms of the MOU and the market capitalisations of Century Sunshine and Group Sense as at the date of this joint announcement, the Possible Transaction, if it proceeds, may constitute a very substantial disposal of Century Sunshine and a very substantial acquisition and connected transaction of Group Sense under Chapters 14 and 14A of the Listing Rules.

By order of the Board	By order of the Board
Century Sunshine Group Holdings Limited	**Group Sense (International) Limited**
Chi Wen Fu	**Shum Sai Chit**
Chairman	*Chairman*

Hong Kong, 18 April 2017

As at the date of this joint announcement, the directors of Century Sunshine are:

Executive directors:	*Mr. Chi Wen Fu, Mr. Shum Sai Chit and Ms. Chi Bi Fen*
Non-executive director:	*Mr. Guo Mengyong*
Independent non-executive directors:	*Mr. Kwong Ping Man, Mr. Sheng Hong and Mr. Lau Chi Kit*

As at the date of this joint announcement, the directors of Group Sense are:

Executive directors:	*Mr. Shum Sai Chit and Ms. Chi Bi Fen*
Non-executive directors:	*Professor Meng Jian and Dr. Tam Wai Ho, Samson JP*
Independent non-executive directors:	*Mr. Kwong Ping Man, Mr. Cheung Sound Poon and Mr. Kwan Ngai Kit*

* *For identification purpose only*