世纪阳光

CENTURY SUNSHINE GROUP HOLDINGS LIMITED

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 509)

SUPPLEMENTAL AGREEMENT TO THE MEMORANDUM OF UNDERSTANDING AND VOLUNTARY ANNOUNCEMENT IN RELATION TO AN ACQUISITION OF EXPLORATION RIGHT

SUPPLEMENTAL AGREEMENT TO THE MOU

Reference is made to the announcement of the Company dated 22 December 2008 in relation to, among other things, the proposed acquisition of the entire equity interest in and shareholders' loans of Gold Strategy.

The Board is pleased to announce that on 23 December 2009, the Buyer, the Seller and the Guarantor entered into a supplemental agreement in respect of the MOU pursuant to which the Buyer, the Seller and the Guarantor agreed to extend the Long Stop Date to 30 September 2010.

Save and except the aforesaid extension, all the terms of the MOU remained unchanged.

The Board wishes to emphasis that no legally binding agreement in relation to the Possible Acquisition has been entered into by the Buyer and the Seller as at the date of this announcement. **Given that the Possible Acquisition may or may not materialize, Shareholders and potential investors of the Shares should exercise caution in dealing the Shares accordingly.**

The Possible Acquisition, if materializes, may constitute a notifiable transaction for the Company under the provisions of Chapter 14 of the Listing Rules and the Company will comply with the relevant disclosures and/or shareholders' approval requirements of the Listing Rules where appropriate.

ACQUISITION OF EXPLORATION RIGHT

On 18 December 2009, the Transferee, a non-wholly owned subsidiary of the Company, entered into the Agreement with the Transferor whereby the Transferor agreed to transfer to the Transferee the exploration right of a dolomite mine at Jilin Province, China, at the cash consideration of RMB25.9 million (equivalent to approximately HK$29.4 million). The Transferee is engaged in the production and sale of magnesium ingot in Jilin Province, China. The mine under the exploration right is a kind of minerals, namely dolomite, which is the main raw material for the production of magnesium ingot.

SUPPLEMENTAL AGREEMENT TO THE MOU

This announcement in respect of the MOU is made pursuant to Rule 13.09 of the Listing Rules.

Reference is made to the announcement of the Company dated 22 December 2008 (the "**Previous Announcement**") in relation to, among other things, the proposed acquisition of the entire equity interest in and shareholders' loan of Gold Strategy. Capitalized terms used in this announcement shall have the same meaning as in the Previous Announcement unless otherwise defined.

Supplemental MOU

As more time than expected is required for the Buyer to complete due diligence review on the Target Group, the Board is pleased to announce that on 23 December 2009, the Buyer, the Seller and the Guarantor entered into a supplemental agreement in respect of the MOU (the "**Supplemental MOU**") pursuant to which the Buyer, the Seller and the Guarantor agreed to extend the Long Stop Date from 31 December 2009 to 30 September 2010 so that:

i. the time allowed for the Company to complete its due diligence exercise has been extended to 30 September 2010;

ii. the expiry date of the right of exclusivity of the Company as mentioned under the section headed "Exclusivity and refund of earnest money" of the Previous Announcement has been extended to 30 September 2010; and

iii. the MOU will terminate on (a) the actual date for entering into the Formal Agreement or (b) 30 September 2010, whichever is the earlier.

Save and except the aforesaid extension, all the terms of the MOU remained unchanged.

General

The Board wishes to emphasis that no legally binding agreement in relation to the Possible Acquisition has been entered into by the Buyer and the Seller as at the date of this announcement. **Given that the Possible Acquisition may or may not materialize, Shareholders and potential investors of the Shares should exercise caution in dealing the Shares accordingly.**

The Possible Acquisition, if materializes, may constitute a notifiable transaction for the Company under the provisions of Chapter 14 of the Listing Rules and the Company will comply with the relevant disclosures and/or shareholders' approval requirements of the Listing Rules where appropriate.

ACQUISITION OF EXPLORATION RIGHT

On 18 December 2009, 白山市天安金屬鎂礦業有限公司 (Baishan City Tianan Magnesium Resources Company Limited) (the "**Transferee**"), a non-wholly owned subsidiary of the Company, entered into an agreement as transferee with 中國建築材料工業地質勘查中心吉林總隊 (Zhongguo Jianzhu Cailiao Gongye Dizhi Kancha Zhongxin Jilin Zongdui), an independent third party, (the "**Transferor**") as transferor whereby the Transferor agreed to transfer to the Transferee the exploration right of a dolomite mine at Jilin Province, China, with a site area of 4.65 square kilometer at the cash consideration of RMB25.9 million (equivalent to approximately HK$29.4 million) (the "**Agreement**"). A deposit in the sum of RMB2 million has been paid by the Transferee to Transferor and the balance of the consideration will be payable when the exploration right permit (探礦權證) is granted to the Transferee. The consideration will be settled by internal resources of the Group.

The Transferee is engaged in the production and sale of magnesium ingot in Jilin Province, China. The construction of the production plant of the Transferee has been completed and the machineries have been installed. The plant is ready for production and the trial run is planned to commence in spring next year.

The mine under the exploration right is a kind of minerals, namely dolomite, which is the main raw material for the production of magnesium ingot. The location of the mine is near (around 10 kilometers) the production plant of the Transferee. It is currently expected that the acquisition will, subject to the granting of the relevant mining right by the relevant government authorities, secure the necessary supply of dolomite for the production of magnesium ingot by the Transferee and reduce the transportation cost of raw materials. However, the grant of the relevant mining right is subject to the approval of the relevant government authorities.

By order of the board
Chi Wen Fu
Chairman

Hong Kong, 24 December 2009

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

Executive directors:	Mr. Chi Wen Fu, Mr. Shum Sai Chit, Ms. Chi Bi Fen and Mr. Tang Ying Kit
Non-executive director:	Ms. Wong May Yuk
Independent non-executive directors:	Mr. Kwong Ping Man, Mr. Chu Wai Wa, Fangus and Mr. Liu Hoi Keung