CENTURY SUNSHINE GROUP HOLDINGS LIMITED
世 紀 陽 光 集 團 控 股 有 限 公 司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 509)

ANNOUNCEMENT
DISCLOSEABLE TRANSACTION

On 9 July 2012, the Vendor, a wholly-owned subsidiary of the Company, entered into the LOI with the Purchaser, an independent third party, in relation to the disposal of the entire issued share capital of Sunshine Partners at an initial consideration of HK$82,008,328, subject to adjustment after completion based on the audited consolidated net asset value of Sunshine Partners (after deducting non-controlling interests) as at completion.

As the applicable percentage ratios in respect of the transactions contemplated under the LOI exceed 5% but are below 25%, the Disposal constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

THE DISPOSAL

On 9 July 2012, Century Sunshine Ecological Technology Limited (the "**Vendor**"), a wholly-owned subsidiary of Century Sunshine Group Holdings Limited (the "**Company**"), entered into a legally binding letter of intent (the "**LOI**") with a company which is a third party independent of and not connected with the Company and its connected persons (the "**Purchaser**"), to record the agreement of the parties on the disposal of the entire issued share capital of Sunshine Partners Financial Holdings Limited ("**Sunshine Partners**") by the Vendor to the Purchaser (the "**Disposal**"). The principal terms of the LOI are set out below:

Date:

9 July 2012

Parties:

The Vendor as vendor

The Purchaser as purchaser

Subject matter of the Disposal:

100% shareholding in Sunshine Partners

Consideration:

The initial consideration for the Disposal is HK$82,008,328, being an amount equivalent to a multiple of the audited consolidated net asset value (after deducting non-controlling interests) of Sunshine Partners for the financial year ended 31 December 2011 (the "**Initial Consideration**") calculated at an agreed ratio.

The consideration is subject to adjustment after completion. The final purchase price for the entire issued share capital of Sunshine Partners shall be an amount equivalent to a multiple of the audited consolidated net asset value (after deducting non-controlling interests) of Sunshine Partners as at the date of completion calculated at the said agreed ratio. Auditing of the consolidated net asset value (after deducting non-controlling interests) of Sunshine Partners shall be conducted by the auditors approved by the Vendor and the Purchaser.

The consideration under the LOI does not include the consideration to be paid by the Purchaser to the minority shareholders of the subsidiaries of Sunshine Partners for transfer of their shares in the relevant subsidiaries of Sunshine Partners to the Purchaser.

Payment of the consideration shall be made in the following manner:

(a) HK$8,200,000 was paid by the Purchaser to the Vendor on the date of the LOI as deposit (the "**Deposit**");

(b) HK$57,405,830, representing 70% of the Initial Consideration, shall be paid by the Purchaser to the Vendor at completion;

(c) the remaining balance of the consideration shall be paid by the Purchaser to the Vendor or the excess consideration paid by the Purchaser shall be returned by the Vendor, as the case may be, within 3 business days after the completion of auditing.

Conditions Precedent:

Signing of a formal sale and purchase agreement by both parties for the Disposal and the completion of the transactions contemplated under the LOI will be conditional upon:

(i) the approval from the Securities and Futures Commission ("**SFC**") and other authorities for transactions contemplated under the LOI;

(ii) the transfer of shares in the subsidiaries of Sunshine Partners (except Partners Capital (Singapore) Pte. Limited ("**PC Singapore**")) by the minority shareholders of the subsidiaries of Sunshine Partners (except the minority shareholders of PC Singapore) to the Purchaser; and

(iii) the Purchaser being satisfied with the result of the legal, financial and business due diligence on Sunshine Partners and its subsidiaries (the "**Partners Group**").

If any of the above conditions is not satisfied, the Purchaser has the right to cancel the transactions contemplated under the LOI and the Deposit (without interest) will be returned by the Vendor to the Purchaser within 3 business days after the cancellation. After cancellation of the transactions contemplated under the LOI, the Vendor may not bring any action against the Purchaser in respect of the LOI.

Other material terms:

The minority shareholders of the subsidiaries of Sunshine Partners (except the minority shareholders of PC Singapore) are entitled to sell their shares in the subsidiaries of Sunshine Partners to the Purchaser and the selling price of such shares will be determined with reference to terms of the LOI with necessary modification. The Vendor shall procure the minority shareholders of the subsidiaries of Sunshine Partners (except the minority shareholders of PC Singapore) to sell their respective shares in the subsidiaries of Sunshine Partners to the Purchaser.

After the signing of the LOI, the Purchaser may conduct legal, financial and business due diligence on the Partners Group and due diligence shall be completed within a reasonable period.

After the signing of the LOI, the Vendor will make arrangement for application to the SFC and other authorities to obtain approval for the transactions contemplated under the LOI and use best endeavours to procure the approval of the application be granted as soon as practicable.

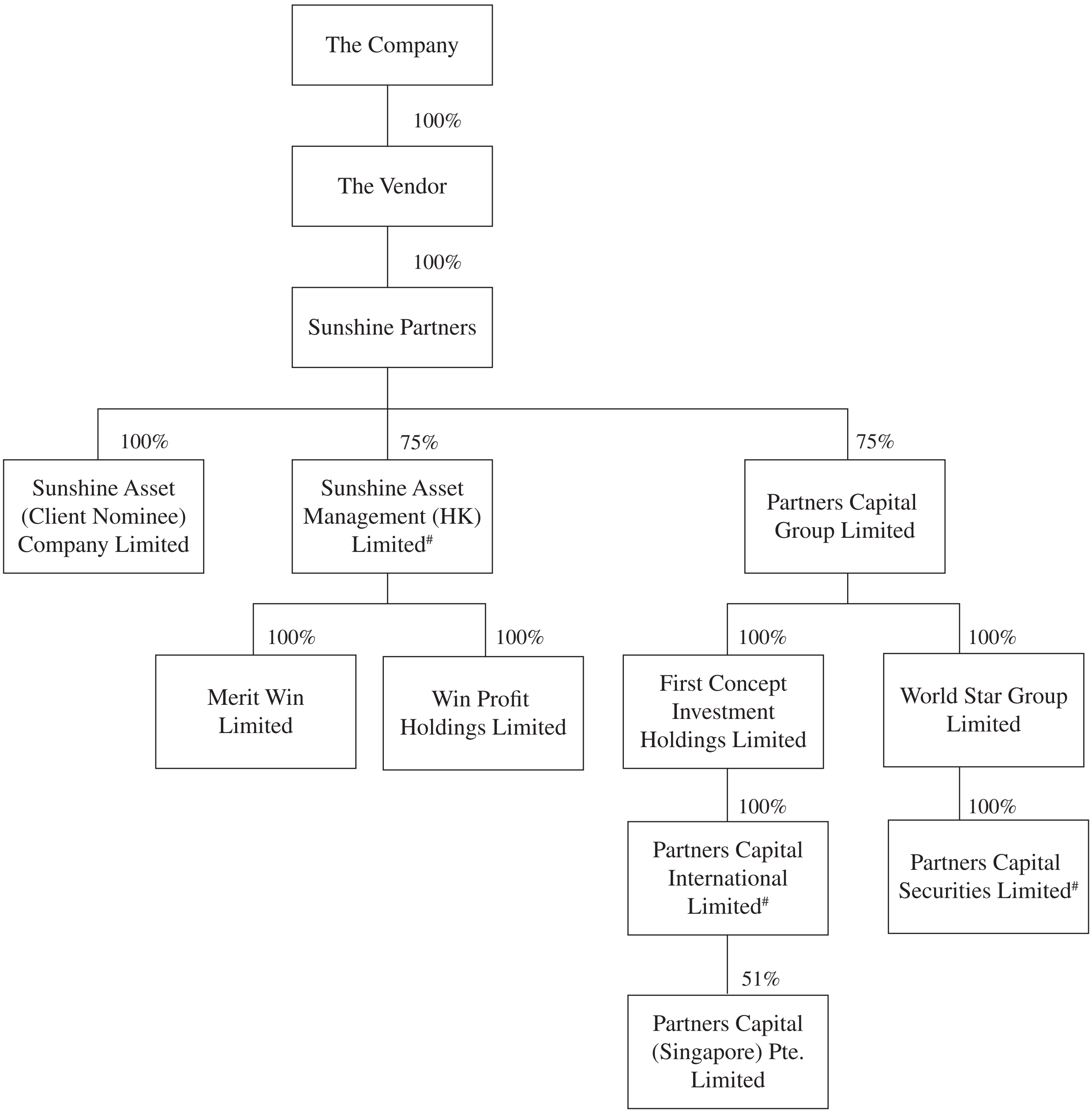
The Initial Consideration does not include the value of the shares in relation to TTG Mobile Goupon Services Limited held by Sunshine Partners. The selling price of such shares is subject to separate negotiation.

Completion:

Completion will take place on the third business day after (i) the approval from the SFC regarding the transactions contemplated under the LOI has been granted; or (ii) the Purchaser has completed its due diligence on the Partners Group and is satisfied with the result of the due diligence (whichever is later).

INFORMATION ON THE PARTNERS GROUP

Sunshine Partners is an investment holding company and incorporated in the British Virgin Islands as a limited liability company. The Partners Group is principally engaged in financial services business. After the completion of the Disposal, the Partners Group will cease to be subsidiaries of the Company. The group structure of the Partners Group is set out below:



Licensed corporation under the Securities and Futures Ordinance

The financial highlights of Sunshine Partners are set out below:

	For the year ended 31 December 2011 *HK$'000*	For the year ended 31 December 2010 *HK$'000*
Profit/(loss) before taxation	(927)	5,891
Profit/(loss) after taxation	(2,883)	4,851
Consolidated net assets value after deducting non-controlling interests	58,577	58,762

Note: The financial figures were based on the audited consolidated financial statements of Sunshine Partners.

The consolidated financial statements of Sunshine Partners were prepared in accordance with generally accepted accounting principles and practices in Hong Kong.

FINANCIAL EFFECTS OF THE DISPOSAL

Subject to audit (below calculation is for indicative purpose only) and before taking into account any adjustment of the consideration, it is expected that the Group will recognise a gain of approximately HK$1,000,000 as a result of the Disposal for the year ending 31 December 2012, based on the sales proceeds less the audited consolidated net assets value (after deducting non-controlling interests) of Sunshine Partners as at 31 December 2011, intangible assets arised on acquisition and estimated expenses incurred.

USE OF PROCEEDS

It is expected that the proceeds from the Disposal will be applied for general working capital purposes.

INFORMATION OF THE COMPANY AND THE PURCHASER

The Company is an investment holding company and the Company's subsidiaries are principally engaged in the fertiliser business, magnesium business, metallurgical flux business and financial services business.

The **Purchaser**, an independent third party, is an investment holding Company.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquires, the Purchaser and its ultimate beneficial owner are third parties independent of the Company and its connected persons (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Listing Rules**")).

REASONS FOR THE DISPOSAL

As disclosed in the 2011 Annual Report and the Voluntary Announcement date 23 May 2012 of the Company, the magnesium products had been launched in July 2011 and the silicon magnesium fertilisers had been launched in March 2012. The Partners Group only accounted for approximate 3.5% of the revenue of the Group's turnover in the year 2011. The Board of the Company wants to concentrate its resources and efforts into its two main core businesses, i.e. the magnesium business and fertiliser business.

The Directors, including the independent non-executive Directors, consider that the terms of the LOI are fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole.

GENERAL

As the applicable percentage ratios in respect of the transactions contemplated under the LOI exceed 5% but are below 25%, the Disposal constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules.

By order of the Board
Chi Wen Fu
Chairman

Hong Kong, 9 July 2012

As at the date of this announcement, the directors of the Company 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. Liu Hoi Keung and Mr. Sheng Hong