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**世纪阳光**

**CENTURY SUNSHINE ECOLOGICAL TECHNOLOGY HOLDINGS LIMITED**

**世紀陽光生態科技控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 8276)

**LOAN IN RENMINBI FOR THE INDIRECT WHOLLY-OWNED SUBSIDIARIES  
OF THE COMPANY  
AND  
DISCLOSURE PURSUANT TO RULE 17.19 OF THE GEM LISTING RULES  
AND  
DISCLOSURE PURSUANT TO RULE 17.20 OF THE GEM LISTING RULES**

The Board is pleased to announce that the IFC has agreed to grant the Loan to the Subsidiaries pursuant to the Loan Agreement.

In compliance with Rule 17.19 of the GEM Listing Rules, the Board announces that the controlling shareholder of the Company, Alpha Sino, notified the Company that its 48,915,600 shares in the Company, representing approximately 12% of the entire issued share capital of the Company as at the date hereof, have been mortgaged to the IFC on 13 November 2006 as security for the Loan to be granted by IFC to the Subsidiaries.

In compliance with Rule 17.20 of the GEM Listing Rules, the Board announces that pursuant to the Loan Agreement, Mr. Chi, the Company and IFC have entered into the Share Retention Agreement whereby, inter alia, Mr. Chi has agreed that, for so long as any amount under the Loan Agreement remains outstanding, he shall not transfer any shares in the Company owned by him (whether directly or indirectly) which may result in his aggregate beneficial shareholding in the Company (whether directly or indirectly) falling below 31.5%. It would be an event of default under the Loan Agreement that Mr. Chi breaches his obligations under the Share Retention Agreement.

## **LOAN IN RENMINBI FOR THE INDIRECT WHOLLY-OWNED SUBSIDIARIES OF THE COMPANY**

The board of directors (the “**Board**”) of Century Sunshine Ecological Technology Holdings Limited (the “**Company**”) is pleased to announce that on 13 November 2006, (i) Green Land Bio-Products Company Limited (福建省尤溪縣綠地生物製品有限公司); (ii) Century Sunshine (Nanping) Biology Engineering Company Limited (世紀陽光(南平)生物工程有限公司); (iii) Century Sunshine (Jiangxi) Ecological Technology Limited (世紀陽光(江西)生態科技有限公司); and (iv) Century Sunshine (Zhangzhou) Ecological Technology Limited (世紀陽光(漳州)生態科技有限公司) (collectively the “**Subsidiaries**”), all being indirect wholly-owned subsidiaries of the Company, have collectively entered into a loan agreement (the “**Loan Agreement**”) as borrowers with International Finance Corporation (the “**IFC**”), a member of the World Bank Group, as lender pursuant to which the IFC has agreed to grant to the Subsidiaries, on a joint and several basis, a loan in the principal amount of Renminbi 120 million (the “**Loan**”) subject to the terms and conditions contained therein. The Loan will be used for the working capital and/or future expansion of the business of the Subsidiaries.

### **DISCLOSURE PURSUANT TO RULE 17.19 OF THE GEM LISTING RULES**

In compliance with Rule 17.19 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), the Board announces that the controlling shareholder of the Company, Alpha Sino International Limited (“**Alpha Sino**”), notified the Company that its 48,915,600 shares in the Company, representing approximately 12% of the entire issued share capital of the Company as at the date hereof, have been mortgaged to the IFC pursuant to a share mortgage agreement (the “**Share Mortgage**”) dated 13 November 2006 entered into by Alpha Sino and the IFC to secure the repayment of the Loan under the terms of the Loan Agreement. The entering into of the Share Mortgage was one of the conditions for the IFC to grant the Loan under the Loan Agreement.

### **DISCLOSURE PURSUANT TO RULE 17.20 OF THE GEM LISTING RULES**

In compliance with Rule 17.20 of the GEM Listing Rules, the Board announces that pursuant to the Loan Agreement, (i) Chi Wen Fu (“**Mr. Chi**”), being the chairman, a director and controlling shareholder of the Company and the majority shareholder of Alpha Sino; (ii) the Company; and (iii) the IFC have on 13 November 2006 entered into a share retention agreement (the “**Share Retention Agreement**”) whereby, inter alia, Mr. Chi has agreed that, for so long as any amount under the Loan Agreement remains outstanding, he shall not transfer any shares in the Company owned by him (whether directly or indirectly) which may result in his aggregate beneficial shareholding in the Company (whether directly or indirectly) falling below 31.5%. The entering into of the Share Retention Agreement was one of the conditions for the IFC to grant the Loan under the Loan Agreement.

Subject to the terms and conditions of the Loan Agreement, the Loan is repayable in November 2013. It would be an event of default if Mr. Chi breaches his obligations under the Share Retention Agreement and such breach continues for a period of 30 (thirty) days after the date of the breach. The occurrence of any event of default would entitle the IFC to require the Subsidiaries to repay the Loan and all interests and other amounts payable under the Loan Agreement.

By order of the Board  
**Shum Sai Chit**  
*Director*

As at the date of this announcement, the Company's executive directors are Mr. Chi Wen Fu, Mr. Shum Sai Chit and Mr. Zhou Xing Dun, the Company's non-executive directors are Ms. Zou Li, Ms. Wong May Yuk, Mr. Wu Wen Jing, Benjamin and Ms. Chi Bi Fen and the Company's independent non-executive directors are Mr. Shen Yi Min, Mr. Cheung Sound Poon and Mr. Kwong Ping Man.

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:-*

- (a) the information contained in this announcement is accurate and complete in all material respects and not misleading;*
- (b) there are no other matters the omission of which would make any statement in this announcement misleading; and*
- (c) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the "Latest Company Announcements" page on the website of the Growth Enterprise Market operated by The Stock Exchange of Hong Kong Limited for at least 7 days from the date of its publication.*