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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)

**SUBDIVISION OF SHARES
AND
AMENDMENTS TO ARTICLES**

The Board is pleased to announce that the Ordinary Resolution to approve the Share Subdivision was duly passed by way of show of hands at the EGM.

The Share Subdivision has become unconditional and trading in the Subdivided Shares on the Stock Exchange is expected to commence at 9:30 a.m. on 4 December 2006.

At the EGM, the Special Resolution to approve the Amendments to Articles was also duly passed by way of show of hands.

Reference is made to the announcement of the Company dated 24 October 2006 and the circular of the Company dated 7 November 2006 (the "Circular"). Unless the context otherwise requires, capitalized terms defined in the Circular shall have the same meanings when used herein.

SHARE SUBDIVISION

The Board is pleased to announce that the Ordinary Resolution to approve the Share Subdivision was duly passed by way of show of hands at the EGM and the Share Subdivision has become unconditional.

Trading in the Subdivided Shares is expected to commence at 9:30 a.m. on Monday, 4 December 2006. Details of the Ordinary Resolution, the trading arrangements for the Subdivided Shares and the exchange of the share certificates of the Company are set out in the Circular.

Any enquires in relation to the exchange of the share certificates of the Company can be made to the Share Registrar, Tricor Investor Services Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.

SHARE OPTION SCHEME

Upon the Share Subdivision becoming effective, the terms of each of the outstanding options granted under the Share Option Scheme will be adjusted as follows:–

- (a) each option to subscribe for one Share is adjusted to an option to subscribe for five Subdivided Shares (thereby increasing the number of shares of the Company which would be issued upon the exercise of all the outstanding options from 17,955,000 Shares to 89,775,000 Subdivided Shares);
- (b) the existing subscription price of HK\$0.63 payable for each Share to be allotted and issued upon the exercise of an option granted on 11 October 2004 is adjusted such that the subscription price payable for each Subdivided Share to be allotted and issued upon the exercise of an option is HK\$0.126; and
- (c) the existing subscription price of HK\$1.47 payable for each Share to be allotted and issued upon the exercise of an option granted on 17 June 2005 is adjusted such that the subscription price payable for each Subdivided Share to be allotted and issued upon the exercise of an option is HK\$0.294.

The independent financial adviser of the Company has confirmed to the Board in writing that the above adjustments satisfied the requirements set out in Rule 23.03(13) of the GEM Listing Rules and are in accordance with the terms of the Share Option Scheme and the supplementary guidance issued by the Stock Exchange on 5 September 2005 regarding the adjustments of share options under Rule 23.03(13) of the GEM Listing Rules.

AMENDMENTS TO ARTICLES

The Special Resolution to approve the Amendments to Articles was also duly passed by way of show of hands at the EGM.

By order of the Board
Chi Wen Fu
Chairman

Hong Kong, 1 December 2006

Note:

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.