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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 on GEM: 8276)

(Stock Code on Main Board: 509)

TRANSFER OF LISTING FROM GEM TO MAIN BOARD

On 2 July 2008, an application was made by the Company to the Stock Exchange for the listing of, and permission to deal in, (i) the 2,219,420,000 Shares in issue; (ii) 58,275,000 Shares which may fall to be issued pursuant to the exercise of the outstanding options which were granted under the GEM Share Option Scheme on the Main Board by way of transfer of the listing from GEM to the Main Board. The approval-in-principle for the Transfer was granted by the Stock Exchange on 23 July 2008.

Immediately prior to the listing of the Shares on the Main Board, the listing of the existing Shares on GEM will be withdrawn. The last day of dealings in the Shares on GEM is 31 July 2008. Dealings in the Shares on the Main Board (Stock code: 509) will commence at 9:30 a.m. on 1 August 2008.

TRANSFER OF LISTING OF THE SHARES FROM GEM TO THE MAIN BOARD

On 2 July 2008, an application was made by the Company to the Stock Exchange for the listing of, and permission to deal in, (i) the 2,219,420,000 Shares in issue; (ii) 58,275,000 Shares which may fall to be issued pursuant to the exercise of the outstanding options which were granted under the GEM Share Option Scheme on the Main Board by way of transfer of the listing from GEM to the Main Board. The approval-in-principle for the Transfer was granted by the Stock Exchange on 23 July 2008.

The Shares have been accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from 17 February 2004, the date on which the Shares were first listed on GEM. Subject to the continual compliance with the stock admission requirements of HKSCC, the Shares will continue to be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS once dealings in the Shares on the Main Board commence. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

All pre-conditions for the Transfer as set out in Rule 9A.02 of the Listing Rules have been fulfilled in relation to the Company and its Shares.

Immediately prior to the listing of the Shares on the Main Board, the listing of the existing Shares on GEM will be withdrawn. The last day of dealings in the Shares on GEM is 31 July 2008. Dealings in the Shares on the Main Board (Stock code: 509) will commence at 9:30 a.m. on 1 August 2008.

In connection with the Transfer, the board lot size, the share certificate, the share registrars and the trading currency of the Shares will remain the same. For easy reference, the Shares will continue to be traded in board lots of 5,000 Shares each, the existing share certificates in respect of the Shares will continue to be good evidence of legal title, and the trading currency will continue to be Hong Kong dollars.

REASONS FOR THE TRANSFER

The Company has been listed on GEM since 17 February 2004. In the past few years, the Group has experienced fast expansion. The Board believes that the listing of the Shares on the Main Board may enhance the profile of the Group and increase the trading liquidity of the Shares. The Directors consider that the listing of the Shares on the Main Board will be beneficial to the future growth, financial flexibility and business development of the Group. No material change in the business of the Group is currently being contemplated by the Directors following the Transfer.

The Transfer will not involve issue of any new Shares by the Company.

GEM SHARE OPTION SCHEME

Pursuant to the terms of the GEM Share Option Scheme, the operation of the GEM Share Option Scheme was conditionally terminated by the Board on 27 June 2008. Upon the listing of the Shares being transferred from GEM to the Main Board, the termination of the GEM Share Option Scheme will become effective and no further options may be offered or granted under the GEM Share Option Scheme. Pursuant to the GEM Share Option Scheme, the outstanding 58,275,000 options previously granted but unexercised under the GEM Share Option Scheme will remain valid and exercisable in accordance with their terms of issue.

The Company may consider to adopt a new share option scheme which will be in compliance with the Listing Rules in future and will then make further announcement when appropriate and obtain the approval of the Shareholders in accordance with the Listing Rules.

Save as the outstanding 58,275,000 options previously granted but unexercised under the GEM Share Option Scheme, the Company does not issue any other options, warrants or similar rights or convertible equity securities which will be transferred to the Main Board.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The general mandates granted to the Directors to allot and issue new Shares and repurchase Shares by the Shareholders on 28 April 2008 have no specific references to the GEM Listing Rules and will remain valid and with effect when the listing of the Shares is transferred to the Main Board until the earliest of:-

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by its articles of association or any applicable laws of the Cayman Islands to be held; or
- (c) the revocation or variation of such authority by an ordinary resolution of Shareholders in general meeting.

DOCUMENTS AVAILABLE FOR VIEWING

The following documents are available for viewing on the website of the Stock Exchange at <http://www.hkgem.com> and on the website of the Company at <http://www.centurysunshine.com.hk>:-

- (a) the Directors' report and annual report of the Company for the financial year ended 31 December 2007;
- (b) the first quarterly report of the Company for the period from 1 January 2008 to 31 March 2008;
- (c) the memorandum and articles of association of the Company;
- (d) a circular of the Company dated 27 March 2007 for approving general mandates to issue and repurchase Shares, refreshment of the 10% limit on grant of options under the GEM Share Option Scheme and re-election of retiring Directors;
- (e) a circular of the Company dated 22 June 2007 with respect to a discloseable transaction regarding the formation of a joint venture company issued pursuant to Chapter 19 of the GEM Listing Rules;
- (f) a circular of the Company dated 10 July 2007 with respect to a discloseable transaction issued pursuant to Chapter 19 of the GEM Listing Rules;
- (g) a circular of the Company dated 27 March 2008 for approving general mandates to issue and repurchase Shares and re-election of retiring Directors; and
- (h) the announcements and other corporate communications published by the Company before the date of this announcement as required under the GEM Listing Rules.

GENERAL

As at the date of this announcement, none of the controlling shareholders of the Company, the Directors nor their respective associates has any interest in a business that competes or is likely to compete, either directly or indirectly, with the business of the Group.

The announcement includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the meanings set opposite to them below:

“ associate ”	has the meaning ascribed to it in the Listing Rules;
“ Board ” or “ Directors ”	the board of directors of the Company;
“ CCASS ”	the Central Clearing and Settlement System established and operated by HKSCC;
“ Company ”	Century Sunshine Ecological Technology Holdings Limited, a company incorporated in the Cayman Islands whose shares are listed on GEM (stock code: 8276);
“ controlling shareholder ”	has the meaning ascribed to it in the Listing Rules;
“ GEM ”	the Growth Enterprise Market of the Stock Exchange;
“ GEM Listing Rules ”	the Rules Governing the Listing of Securities on GEM;
“ GEM Share Option Scheme ”	the share option scheme adopted by the Company pursuant to a resolution passed by the Shareholders on 31 January 2004;
“ Group ”	the Company and its subsidiaries;
“ HKSCC ”	Hong Kong Securities Clearing Company Limited;
“ Listing Rules ”	The Rules Governing the Listing of Securities on the Stock Exchange;

“Main Board”	the securities market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) which continues to be operated by the Stock Exchange parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM;
“Share(s)”	the ordinary share(s) of HK\$0.02 each in the share capital of the Company;
“Shareholders”	the shareholders of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Transfer”	the proposed transfer of the listing of the Shares from GEM to Main Board.

By order of the Board
Chi Wen Fu
Chairman

Hong Kong, 24 July 2008

Note:

As at the date of this announcement, the Company’s executive directors are Mr. Chi Wen Fu, Mr. Shum Sai Chit and Professor Zhou Xing Dun, the Company’s non-executive directors are Mr. Wu Wen Jing, Benjamin, Ms. Chi Bi Fen and Ms. Wong May Yuk and the Company’s independent non-executive directors are Mr. Shen Yi Min, Mr. Kwong Ping Man and Mr. Chu Wai Wa, Fangus.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, 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 GEM for at least 7 days from the date of its publication, on the “Listed Company Information” page on the website of the Stock Exchange and on the website of the Company at <http://www.centurysunshine.com.hk>.