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世紀陽光

世紀陽光集團控股有限公司

CENTURY SUNSHINE GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 509)

**DISCLOSEABLE TRANSACTION
DEEMED DISPOSAL IN RELATION TO
PLACING OF NEW SHARES UNDER GENERAL MANDATE
BY A SUBSIDIARY**

THE PLACING

On 21 August 2026 (after trading hours), REMT entered into the Placing Agreement with the Placing Agent, pursuant to which REMT has conditionally agreed to place through the Placing Agent, on a best effort basis, a maximum of 96,000,000 Placing Shares to not less than six (6) Placees who and whose ultimate beneficial owners are Independent Third Parties at the Placing Price of HK\$0.05 per Placing Share (excluding the Stock Exchange trading fee, SFC transaction levy, CCASS stock settlement fee and brokerage as may be payable by the Placees).

The maximum number of Placing Shares under the Placing represents (i) approximately 16.20% of the existing issued share capital of REMT of 592,595,103 REMT Shares as at the date of this announcement; and (ii) approximately 13.94% of the issued share capital of REMT as enlarged by the allotment and issue of the Placing Shares (assuming there will be no other change to the total number of REMT Shares in issue from the date of this announcement to the Completion Date).

The Placing Price of HK\$0.05 per Placing Share represents: (i) a discount of approximately 19.35% to the closing price of HK\$0.062 per REMT Share as quoted on the Stock Exchange on the date of the Placing Agreement; and (ii) a discount of approximately 18.57% to the average closing price of approximately HK\$0.0614 per REMT Share as quoted on the Stock Exchange for the last five (5) trading days of the REMT Share immediately prior to the date of the Placing Agreement.

The Placing Shares will be allotted and issued under the General Mandate and therefore no REMT Shareholders' approval is required for the allotment and issue of the Placing Shares. Application will be made by REMT to the Stock Exchange for the listing of, and permission to deal in, the Placing Shares.

Assuming all the 96,000,000 Placing Shares are successfully placed, the gross proceeds from the Placing amount to HK\$4.8 million and the net proceeds from the Placing are estimated to be approximately HK\$4.5 million after deducting the placing commission and other relevant costs and expenses. On such basis, the net issue price will be approximately HK\$0.047 per Placing Share.

THE DEEMED DISPOSAL

As at the date of this announcement, the Company is indirectly (through its wholly-owned subsidiary, namely Ming Xin) interested in (i) 237,049,786 REMT Shares, representing approximately 40.00% of the total share capital in REMT; and (ii) the CB (which is convertible into 462,455,726 new REMT Shares).

Assuming that there will be no change to the issued share capital of REMT between the date of this announcement and the Completion Date other than the allotment and issue of the Placing Shares, and the maximum of 96,000,000 Placing Shares are successfully placed, the shareholding percentage of the Company in REMT will be diluted from approximately 40.00% to approximately 34.43%, representing a decrease of approximately 5.57%. Such dilution of shareholding interest of the Company in REMT immediately after the Placing Completion will constitute a deemed disposal by the Company of its shareholding interest in REMT under Rule 14.29 of the Listing Rules.

LISTING RULES IMPLICATIONS

As one or more applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in relation to the Deemed Disposal, exceed 5% but all of them are less than 25%, the Deemed Disposal constitutes a discloseable transaction for the Company and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

THE PLACING

On 21 August 2026 (after trading hours), REMT entered into the Placing Agreement with the Placing Agent, pursuant to which REMT has conditionally agreed to place through the Placing Agent, on a best effort basis, a maximum of 96,000,000 Placing Shares to not less than six (6) Placees who and whose ultimate beneficial owners are Independent Third Parties at the Placing Price of HK\$0.05 per Placing Share (excluding the Stock Exchange trading fee, SFC transaction levy, CCASS stock settlement fee and brokerage as may be payable by the Placees).

The Placing Agreement

The principal terms of the Placing Agreement are summarised below:

Date: 21 August 2026 (after trading hours)

Parties: (i) REMT (as the issuer); and
(ii) Tiger Faith Securities Limited (as the Placing Agent)

Placing: The Placing Agent has agreed to act as agent of REMT to procure, on a best effort basis, not less than six (6) Placees who and whose ultimate beneficial owners are Independent Third Parties to subscribe for the Placing Shares at the Placing Price (excluding the Stock Exchange trading fee, SFC transaction levy, CCASS stock settlement fee and brokerage as may be payable by the Placees) on the terms and subject to the condition of the Placing Agreement.

Placees: The Placing Shares will be placed by the Placing Agent, on a best effort basis, to not less than six (6) Placees who are individual(s), corporate(s) or institutional investor(s) who and whose ultimate beneficial owners are Independent Third Parties. It is not expected that any Placee will become a substantial shareholder (as defined under the Listing Rules) of REMT immediately after the Completion.

Number of Placing Shares:	Assuming there will be no change in the issued share capital of REMT from the date of this announcement to the Completion Date, the maximum number of Placing Shares under the Placing represents: (i) approximately 16.20% of the existing total number of issued REMT Shares as at the date of this announcement; and (ii) approximately 13.94% of the total number of issued REMT Shares as enlarged by the allotment and issue of the maximum number of Placing Shares. The aggregate nominal value of the maximum number of Placing Shares under the Placing will be HK\$960,000.
Placing Price:	The Placing Price is HK\$0.05 per Placing Share represents: (i) a discount of approximately 19.35% to the closing price of HK\$0.062 per REMT Share as quoted on the Stock Exchange on the date of the Placing Agreement; and (ii) a discount of approximately 18.57% to the average closing price of approximately HK\$0.0614 per REMT Share as quoted on the Stock Exchange for the last five (5) trading days of the REMT Shares immediately prior to the date of the Placing Agreement.
Placing commission:	The Placing Agent will charge REMT a placing commission of 3% of the aggregate amount equal to the Placing Price multiplied by the number of the Placing Shares being placed by Placing Agent.
Condition of the Placing:	Completion is conditional upon the Stock Exchange granting or agreeing to grant the approval for the listing of, and the permission to deal in, the Placing Shares.

In the event that the above condition is not fulfilled on or before 11 September 2026 (or such later date as may be agreed between the parties to the Placing Agreement in writing, i.e. the Long Stop Date), the Placing Agreement shall terminate and all rights, obligations and liabilities of the parties to the Placing Agreement shall cease and neither of the parties thereto shall have any claim against the other save for any antecedent breach under the Placing Agreement prior to such termination.

Completion of the
Placing:

Subject to the fulfilment of the condition set out above, Completion shall take place on the Completion Date (or such other time, date and place as the parties hereto may agree in writing).

Termination:

The Placing Agent may, in its reasonable opinion, after consultation with REMT, terminate the Placing Agreement by notice in writing to REMT at any time up to 8:00 a.m. on the Completion Date if:

- (i) there is any change in national, international, financial, exchange control, political, economic conditions in Hong Kong which in the reasonable opinion of the Placing Agent would be materially adverse in the consummation of the Placing; or
- (ii) there is any breach of the warranties, representations and undertakings given by REMT in the Placing Agreement and such breach is considered by the Placing Agent on reasonable grounds to be material in the context of the Placing; or
- (iii) there is any material change (whether or not forming part of a series of changes) in market conditions which in the reasonable opinion of the Placing Agent would materially and prejudicially affect the Placing or makes it inadvisable or inexpedient for the Placing to proceed.

REMT may, in its reasonable opinion, after consultation with the Placing Agent, terminate the Placing Agreement by notice in writing to the Placing Agent at any time up to 8:00 a.m. on the Completion Date if there is a breach of the warranties, representations and undertakings given by the Placing Agent in the Placing Agreement and such breach is considered by REMT on reasonable grounds to be material.

Upon termination of the Placing Agreement, all liabilities of the parties hereto hereunder shall cease and determine and no party hereto shall have any claim against the other party in respect of any matter or thing arising out of or in connection with the Placing Agreement save in respect of any antecedent breach of any obligation under the Placing Agreement.

EFFECTS OF THE PLACING ON THE SHAREHOLDING STRUCTURE OF REMT

Assuming there being no other changes in the share capital of REMT from the date of this announcement up to the Completion Date, set out below is the shareholding structure of REMT (i) as at the date of this announcement; and (ii) immediately after the Completion (assuming that all of the 96,000,000 Placing Shares will be placed in full).

	As at the date of this announcement		Immediately after Completion (assuming all the Placing Shares are fully placed)	
	<i>Number of Shares</i>	<i>Approximate % of issued Shares</i>	<i>Number of Shares</i>	<i>Approximate % of issued Shares</i>
Ming Xin Developments Limited (Note 1&2)	237,049,786	40.00	237,049,786	34.43
Public Shareholders				
The Placees	—	—	96,000,000	13.94
Other public Shareholders	355,545,317	60.00	355,545,317	51.63
Total	592,595,103	100.00	688,595,103	100.00

Note:

- (1) Ming Xin Developments Limited (“**Ming Xin**”) is the beneficial owner of 237,049,786 REMT Shares and the conversion rights attaching to the convertible bonds (“**CB**”) in the principal amount of HK\$431,471,192 (which is convertible into 462,455,726 new REMT Shares).
- (2) Ming Xin is an indirect wholly-owned subsidiary of the Company and the Company is therefore deemed to be interested in all the REMT Shares held by Ming Xin as well as Ming Xin’s interest in the CB by virtue of the SFO.

THE DEEMED DISPOSAL

As at the date of this announcement, the Company is indirectly (through its wholly-owned subsidiary, namely Ming Xin,) interested in (i) 237,049,786 REMT Shares, representing approximately 40.00% of the total share capital in REMT; and (ii) the CB (which is convertible into 462,455,726 new REMT Shares).

Assuming that there will be no change to the issued share capital of REMT between the date of this announcement and the Completion Date other than the allotment and issue of the Placing Shares, and the maximum of 96,000,000 Placing Shares are successfully placed, the shareholding percentage of the Company in REMT will be diluted from approximately 40.00% to approximately 34.43%, representing a decrease of approximately 5.57%. Such dilution of shareholding interest of the Company in REMT immediately after the Completion will constitute a deemed disposal by the Company of its shareholding interest in REMT under Rule 14.29 of the Listing Rules.

FINANCIAL EFFECT OF THE DEEMED DISPOSAL

As a result of the Placing, REMT will remain an indirect non-wholly owned subsidiary of the Company. The results of operations and financial position of REMT will continue to be recorded in the consolidated financial statements of the Group. As the effect of the Placing will not cause a loss of the Group’s control over REMT, the Deemed Disposal will be accounted for as an equity transaction and will not result in the recognition of any gain or loss for the Group.

REASONS FOR AND BENEFITS OF THE PLACING AND THE DEEMED DISPOSAL

The REMT Group is principally engaged in the magnesium product business.

Assuming all the 96,000,000 Placing Shares are successfully placed, the gross proceeds from the Placing amount to HK\$4.8 million and the net proceeds from the Placing are estimated to be approximately HK\$4.5 million after deducting the placing commission and other relevant costs and expenses. On such basis, the net issue price will be approximately HK\$0.047 per Placing Share.

The REMT Directors intend to apply (i) 50% of the net proceeds from the Placing (the “**Net Proceeds**”), towards the payment of the audit and professional fees of REMT; (ii) 30% of the Net Proceeds for the payment of staff costs of REMT; and (iii) the remaining 20% of the Net Proceeds for the settlement of trade and other payables of REMT.

The REMT Directors consider that the Placing represents a valuable opportunity to raise additional funding for the business operations of the REMT Group without any interest burden and broaden the REMT Shareholder base of REMT which may in turn enhance the liquidity of the REMT Shares and provide working capital to the REMT Group to meet any of its financial obligations.

In light of the above, the REMT Directors consider that the Placing Agreement is entered into upon normal commercial terms following arm’s length negotiations between REMT and the Placing Agent and the terms of the Placing Agreement (including the Placing Price and the placing commission) are fair and reasonable and are in the interests of REMT and the REMT Shareholders as a whole.

The Directors (including the independent non-executive Directors) are of the view that the terms of the Placing and the Deemed Disposal are fair and reasonable and in the interests of the Company and Shareholders as a whole.

INFORMATION OF REMT

REMT is an investment holding company incorporated in Bermuda with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 601). The REMT Group is principally engaged in the magnesium product business.

Set out below is a summary of the audited consolidated financial information of REMT for the two financial years ended 31 December 2025 and 2024 extracted from the annual reports of REMT for the respective years published on the website of the Stock Exchange:

	As at 31 December	
	2025	2024
	(audited)	(audited)
	(HK\$’000)	(HK\$’000)
Total Assets	852,509	1,025,167
Total Liabilities	209,323	192,071
Net Assets	643,186	833,096

	For the year ended	
	31 December	
	2025	2024
	(audited)	(audited)
	(HK\$'000)	(HK\$'000)
Revenue	195,817	242,700
Loss before taxation	(322,950)	(409,209)
Loss after taxation	(320,367)	(408,419)

INFORMATION OF THE COMPANY

The Company is an investment holding company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 509). The Group (including REMT Group) is principally engaged in fertiliser business, magnesium product business, and metallurgical flux business.

LISTING RULES IMPLICATIONS

As one or more applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in relation to the Deemed Disposal, exceed 5% but all of them are less than 25%, the Deemed Disposal constitutes a discloseable transaction for the Company and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions shall have the following meanings:

“Board”	the board of Directors
“business days”	a day (excluding Saturday, Sunday, public holiday and any day on which “extreme conditions” caused by super typhoons is announced by the Government of Hong Kong or a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for business throughout their normal business hours

“Company”	Century Sunshine Group Holdings Limited, a company incorporated in Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 509)
“Completion”	completion of the Placing in accordance with the terms and condition set out in the Placing Agreement
“Completion Date”	a date falling within five (5) Business Days after the day on which the condition set out in the Placing Agreement have been fulfilled, (or such later date as may be agreed between REMT and the Placing Agent in writing)
“Deemed Disposal”	deemed disposal of shareholding interest of the Company in REMT as a result of the dilution of shareholding interest of the Company in REMT upon the completion of the Placing
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate which was granted to the REMT Directors pursuant to an ordinary resolution passed at the annual general meeting of REMT on 30 June 2026 to allot and issue up to 118,519,020 new REMT Shares, representing 20% of the issued share capital of REMT on such date of the annual general meeting
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	11 September 2026

“Independent Third Party(ies)”	any persons or company(ies) and their respective ultimate beneficial owners, to the best of the REMT Director’s knowledge, information and belief having made all reasonable enquiries, are third parties independent of REMT and its connected persons (as defined in the Listing Rules)
“Placee(s)”	any individual(s), corporate(s) or institutional investor(s) procured by the Placing Agent or its agent(s) to subscribe for any Placing Shares
“Placing”	the placing, on a best effort basis, of up to 96,000,000 Placing Shares on and subject to the terms and conditions set out in the Placing Agreement
“Placing Agent”	Tiger Faith Securities Limited, a corporation licensed by the Securities and Futures Commission to carry out Type 1 (dealing in securities) regulated activity under the SFO
“Placing Agreement”	the agreement entered into between REMT and the Placing Agent dated 21 August 2026 in respect of the Placing
“Placing Price”	HK\$0.05 per Placing Share
“Placing Share(s)”	up to 96,000,000 Shares to be issued under the Placing
“REMT”	Rare Earth Magnesium Technology Group Holdings Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 601)
“REMT Board”	the board of directors of REMT
“REMT Director(s)”	the director(s) of REMT
“REMT Group”	REMT and its subsidiaries
“REMT Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of REMT
“REMT Shareholder(s)”	holder(s) of REMT Share(s)

“SFO”	Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary shares of HK\$0.8 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed under the Listing Rules
“%”	per cent

By Order of the Board
Century Sunshine Group Holdings Limited
Chi Jing Chao
Executive Director

Hong Kong, 21 August 2026

As at the date of this announcement, the Board comprises the following members:

Executive Directors: *Mr. Chi Wen Fu and Mr. Chi Jing Chao*

Independent Non-executive Directors: *Mr. Cheung Sound Poon and Mr. Shen Yi Min*