
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker, licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Sun Century Group, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Sun Century Group Limited
太陽世紀集團有限公司*

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 1383)

**PROPOSALS FOR GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE SHARES,
RE-ELECTION OF THE RETIRING DIRECTORS,
APPOINTMENT OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Sun Century Group Limited to be held at 4:00 p.m. on Friday, 1 June 2012 at Training Room B, The Joint Professional Centre, Unit 1, G/F., The Centre, 99 Queen's Road Central, Hong Kong is set out on pages 26 to 29 of this circular. A form of proxy for use at the annual general meeting is also enclosed.

Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting thereof if you so wish.

* *For identification purpose only*

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DEFINITIONS

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

“Andes Glacier”	Messers Andes Glacier CPA Limited, Certified Public Accountants
“Annual General Meeting”	the annual general meeting of the Company to be held at 4:00 p.m. on Friday, 1 June 2012, at Training Room B, The Joint Professional Centre, Unit 1, G/F., The Centre, 99 Queen’s Road Central, Hong Kong or any adjournment thereof, to consider, if appropriate to approve the resolutions contained in the notice of the meeting which is set out on pages 26 to 29 of this circular
“Articles of Association”	the Articles of Association of the Company, as amended from time to time, if any
“Board”	the board of Directors from time to time
“Buyback Mandate”	as defined in paragraph II of the Letter from the Board
“Company”	Sun Century Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on main board of the Stock Exchange
“Companies Law”	The Companies Law (2007 Revision) of the Cayman Islands, as amended from time to time
“Directors”	the directors of the Company
“HK\$”	Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Group”	the Company and its subsidiaries
“Issuance Mandate”	as defined in paragraph II of the Letter from the Board
“Latest Practicable Date”	25 April 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited as amended from time to time

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“RSM Nelson Wheeler”	Messrs RSM Nelson Wheeler, Certified Public Accountants
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	fully paid-up ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Purchases, as amended from time to time

Unless otherwise specified, conversion of RMB into Hong Kong dollars is based on the exchange rate of RMB81 = HK\$100. The conversion is for the purpose of illustration only and does not constitute a representation that any amount have been, could have been or may be converted at the above rate or any other rates at all.

LETTER FROM THE BOARD



Sun Century Group Limited
太陽世紀集團有限公司*

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 1383)

Executive Directors:

Mr. CHAU Cheok Wa (*Chairman*)
Mr. ZENG Yunshu
Mr. LEE Chi Shing Caesar
Ms. YEUNG So Mui
Ms. CHENG Mei Ching
Ms. YEUNG So Lai
Mr. LEUNG Ming Ho Vincent

Independent Non-Executive Directors:

Dr. LI Jun
Mr. CHEUNG Ngai Lam
Mr. CHEUNG Kwok Yu
Mr. LUI Man Wah
Mr. TOU Kin Chuen
Dr. WU Kam Fun Roderick

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

**Principal place of business
in Hong Kong:**

Room 2108, 21st Floor
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Sheung Wan
Hong Kong

30 April 2012

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE SHARES,
RE-ELECTION OF THE RETIRING DIRECTORS,
APPOINTMENT OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the Annual General Meeting for the approval of (i) the granting of the Buyback Mandate and the Issuance Mandate to the Directors; (ii) the

* *For identification purpose only*

LETTER FROM THE BOARD

re-election of the retiring Directors of the Company and (iii) the proposed appointment of auditor and to seek your approval of the resolutions relating to these matters at the Annual General Meeting.

II. BUYBACK MANDATE AND ISSUANCE MANDATE

At the annual general meeting of the Company held on 27 May 2011, the Buyback Mandate was given to the Directors to repurchase Shares and the Issuance Mandate was given to the Directors to issue Shares. Both of them will lapse at the conclusion of the Annual General Meeting. At the Annual General Meeting, ordinary resolutions will be proposed:

- (a) to grant to the Directors a general mandate to exercise all powers of the Company to repurchase the Company's issued and fully paid up shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company on the date of the passing of the resolution (the "**Buyback Mandate**");
- (b) to grant a general mandate to the Directors to issue, allot and deal in new Shares, up to a maximum of 20% of the total issued share capital of the Company on the date of the passing of the relevant ordinary resolution, representing 418,061,350 Shares as at the Latest Practicable Date (the "**Issuance Mandate**"); and
- (c) to extend the Issuance Mandate by the amount representing the aggregate nominal amount of share capital of the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in Resolutions Nos. 4 and 5 set out in the notice of the Annual General Meeting. The Directors wish to state that they have no present intention of issuing any shares.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the grant of the Buyback Mandate. An explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix I to this circular.

III. RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with Article 86(3) of the Articles of Association, the following executive Director who has been appointed as Directors until the forthcoming general meeting of the Company, will retire at the Annual General Meeting, and being eligible, offer themselves for re-election at the Annual General Meeting:

- (a) Mr. CHAU Cheok Wa;
- (b) Ms. CHENG Mei Ching;

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- (c) Ms. YEUNG So Lai;
- (d) Mr. LEUNG Ming Ho Vincent;
- (e) Mr. LUI Man Wah;
- (f) Mr. TOU Kin Chuen; and
- (g) Dr. WU Kam Fun Roderick.

Mr. CHEUNG Kwok Yu, independent non-executive Director shall retire by rotation at the Annual General Meeting pursuant to Article 86(3) of the Articles of Association. Mr. CHEUNG Kwok Yu has informed the Company that he will not offer himself for re-election in order to devote more time for his own priorities.

Besides, the following Directors shall retire by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election at the Annual General Meeting pursuant to Article 87 of Articles of Association and/or their service contracts:

- (a) Mr. LEE Chi Shing Caesar, executive Director.

Mr. ZENG Yunshu, executive Director, Dr. LI Jun and Mr. CHEUNG Ngai Lam, independent non-executive Directors, shall retire by rotation at the Annual General Meeting pursuant to Article 87 of Article of Association. Mr. ZENG Yunshu, Dr. LI Jun and Mr. CHEUNG Ngai Lam have informed the Company that they will not offer themselves for re-election in order to devote more time for their own priorities.

Nomination committee of the Company has noted and approved the above proposed re-election at the Annual General Meeting.

Details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II hereto.

IV. APPOINTMENT OF AUDITOR

Reference is made to the announcement of the Company dated 21 November 2011 in relation to the Change of auditor. The Board announced that RSM Nelson Wheeler has resigned as the auditor of the Company with effect from 3 November 2011 as the Company could not reach consensus with RSM Nelson Wheeler on the audit fee for the year ending 31 December 2011. The Board further announced on the same date that Andes Glacier has been appointed as auditor of the Company on 21 November 2011 to fill the casual vacancy and to hold office until the conclusion of the Annual General Meeting of the Company.

RSM Nelson Wheeler has confirmed that there were no matters connected with the resignation that needed to be brought to the attention of the Shareholders. The Board also confirms that there is no disagreement between the Company and RSM Nelson Wheeler and there are no matters concerning the resignation of RSM Nelson Wheeler that need to be

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brought to the attention of the Shareholders. No audit work has been commenced by RSM Nelson Wheeler in respect of the audit of the financial statements of the Group for the year ended 31 December 2011.

Pursuant to the Articles of Association, the appointment of Andes Glacier to hold office until the conclusion of the next annual general meeting in 2013 is subject to the passing of the ordinary resolution at the Annual General Meeting.

V. ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 26 to 29 of this circular. At the Annual General Meeting, resolutions will be proposed to consider and, if thought fit, to approve, among other things, (a) the granting of the Buyback Mandate and the Issuance Mandate; (b) the extension of the Issuance Mandate to the Directors by the addition of the number of Shares repurchased pursuant to the Buyback Mandate; (c) the re-election of the retiring Directors; and (d) the appointment of auditor.

Pursuant to the Rules 13.39(4) of the Listing Rules, all the resolutions to be proposed at the Annual General Meeting must be taken by poll and the chairman of the Annual General Meeting would explain the detailed procedures for conducting a poll at the commencement of the Annual General Meeting. The Company must announce the results of the poll in according to the requirements of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding the Annual General Meeting or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

VI. RECOMMENDATIONS

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

The Board considers that the proposed granting of the Buyback Mandate and the Issuance Mandate and extension of the Issuance Mandate to the Directors and the re-election of the retiring Directors and the appointment of auditor are all in the best interests of the Company and its shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

VII. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix I (Explanatory Statement – Buyback Mandate), Appendix II (Details of the retiring Directors proposed to be re-elected at the Annual General Meeting) to this circular.

VIII. RESPONSIBILITY STATEMENT

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

Yours faithfully
By Order of the Board
Sun Century Group Limited
CHAU Cheok Wa
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information for your consideration of the proposed Buyback Mandate.

LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permits companies whose primary listing is on the Stock Exchange to repurchase their fully paid shares subject to certain restrictions, the more important of which are summaries below:

1. REASONS FOR SHARE BUYBACK

The Directors believe that the proposed granting of the Buyback Mandate is in the interests of the Company and its shareholders.

Trading conditions on the Stock Exchange have sometimes been volatile in recent years. At any time in the future when Shares are trading at a discount to their underlying value, the ability of the Company to repurchase Shares and other shares of the Company (if any) will be beneficial to those Shareholders who retain their investment in the Company since their percentage interest in the assets of the Company would increase in proportion to the number of Shares repurchased by the Company and thereby resulting in an increase in net assets and/or earnings per share of the Company. Although the Directors have no present intention of repurchasing any Shares, they believe that the flexibility afforded by the Buyback Mandate would be beneficial to the Company and its shareholders.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,090,306,750 Shares of HK\$0.01 each. Subject to the passing of the ordinary resolution no. 4 set out in the notice of the Annual General Meeting and on the basis that no Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company would be allowed under the Buyback Mandate to repurchase a maximum of 209,030,675 Shares during the period in which the Buyback Mandate remains in force.

3. FUNDING OF REPURCHASES

In repurchasing shares of the Company under the Buyback Mandate, the Company may only apply funds legally available for such purpose in accordance with its Memorandum of Association, Articles of Association, the Listing Rules, the laws of Cayman Islands and other applicable laws.

Shares of the Company shall not be repurchased for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Pursuant to the Buyback Mandate, repurchases will be made out of funds of the Company legally permitted to be utilised in this connection, including profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or, if authorized by the Articles of Association and subject to the Companies Law, out of capital and, in the case of any premium payable on the repurchase, out of the profits of the

Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles of Association and subject to the Companies Law, out of capital of the Company.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2011) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Buyback Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. The number of shares to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

4. MARKET PRICES OF SHARES

The highest and lowest market prices at which the shares of the Company have been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	Share Prices (Per Share)	
	Highest HK\$	Lowest HK\$
2011		
April	0.680	0.593
May	0.673	0.540
June	0.580	0.520
July	0.567	0.493
August	0.520	0.350
September	0.433	0.300
October	0.367	0.317
November	0.360	0.247
December	0.340	0.140
2012		
January	0.176	0.127
February	0.430	0.145
March	0.355	0.250
April (up to the Latest Practicable Date)	0.230	0.200

5. DISCLOSURE OF INTEREST

As at the Latest Practicable Date, the interest of substantial shareholders in the shares of the Company were as follows:

Name	Capacity in which shares were held	Number of shares	Number of underlying shares held under equity derivatives	Percentage of shares to total number of shares in issue %*
Fame Select Limited ("Fame Select") (Note 1)	Beneficial owner	461,502,000	–	22.08
Magicmount Holdings Limited ("Magicmount") (Note 2)	Beneficial owner	244,299,674	–	11.69
Green Auspice Limited ("Green Auspice") (Note 3)	Beneficial owner	144,357,754	–	6.91
CCB International (Holdings) Limited ("CCBIL") (Note 4)	Beneficial owner	120,000,000	–	5.74
			– (S) 80,000,000	3.83

Notes:

- Fame Select owned as to 50% by Mr. Chau Cheok Wa and 50% by Mr. Cheng Ting Kong. As such, Mr. Chau Cheok Wa and Mr. Cheng Ting Kong were deemed to be interest in 307,668,000 shares of the Company held by Fame Select.
- Magicmount was wholly owned by Mr. Kwan Tat Ming. As such, Mr. Kwan Tat Ming was deemed to be interest in 244,299,674 shares of the Company held by Magicmount.
- Green Auspice was wholly owned by Ms. So Sok Ngo. As such, Ms. So Sok Ngo was deemed to be interest in 144,357,754 shares of the Company held by Green Auspice.
- This represents interests held by Central Huijin Investment Limited ("Central Huijin") through CCBIL. Central Huijin has 57.09% indirectly interest in CCBIL. Central Huijin therefore deemed to be interest in 12,000,000 shares (long position) and 80,000,000 shares (short position) of the Company, respectively.

(S) short position.

* The percentage has been adjusted based on the total number of shares of the Company in issue as at the Latest Practicable Date (i.e. 2,090,306,750 shares).

Save as disclosed above, all the interests disclosed under this section represent long positions in the shares of the Company.

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, nor any associates of the Directors, have any present intention to sell any Shares to the Company in the event that the Buyback Mandate is approved by Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases under the Buyback Mandate in accordance with the Articles of Association of the Company, the Listing Rules, the laws of Cayman Islands and other applicable laws.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company, in the event that the Buyback Mandate is approved by its Shareholders.

If as a result of repurchases of shares of the Company, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a shareholder, or group of shareholders acting in concert, depending on the level of such increase, could increase, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Assuming that the substantial Shareholders do not dispose of its shares of the Company, if the Buyback Mandate were exercised in full, the percentage shareholdings of the substantial Shareholders before and after such repurchase would be as follows:-

Substantial Shareholders	Before Buyback Mandate	After Buyback Mandate
Fame Select	22.08%	24.53%
Magicmount	11.69%	12.99%
Green Auspice	6.91%	7.67%
CCBIL	5.74%	6.38%

Based on the current holding of the above Shareholders, an exercise of the Buyback Mandate in full will not result in any of them becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

6. SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company nor any of its subsidiaries (whether on the Stock Exchange or otherwise) during the last six months immediately preceding the Latest Practicable Date.

(1) MR. CHAU CHEOK WA, AGED 37, CHAIRMAN AND EXECUTIVE DIRECTOR, (“Mr. Chau”)**(a) position held with other members of the Company’s group**

Mr. Chau has been appointed as an executive Director and the chairman of the Company with effect from 2 September 2011 and 8 November 2011 respectively. Other than disclosed above, Mr. Chau does not hold any positions with other members of the Group.

(b) experience including (i) other directorships held in last three year in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications

Mr. Chau received his education in Macao and has since then engaged in the business of operating and managing V.I.P. clubs, in which he has over ten years of experience, at the entertainment V.I.P. clubs at hotels in Macao. Under Mr. Chau’s leadership, the number of entertainment V.I.P. clubs managed by Mr. Chau has soared from one to ten in the last five years, eight of which are at the five-star hotels in Macao including StarWorld Hotel Macau, Venetian Macao Resort Hotel, Grand Lisboa Macau, Wynn Macau (three V.I.P. clubs) and MGM Grand Macau; and one of which is at the entertainment V.I.P. club of the world-renowned Walker Hill in Seoul, the capital of the South Korea. Mr. Chau is currently an executive director and the chairman of Sun International Resources Limited (formerly known as Sun International Group Limited) (Stock Code: 8029) (“Sun International”), a company listed on the Growth Enterprises Market of the Stock Exchange. Mr. Chau is also a Committee Member of China Overseas Friendship Association (中華海外聯誼會). Save as disclosed above, Mr. Chau does not hold or did not hold any directorship in any listed companies in the last three years.

(c) length or proposed length of service with the Company

Mr. Chau is an executive Director since 2 September 2011. There is no service contract between the Company and Mr. Chau. Mr. Chau is not appointed for any specific term and is subject to retirement by rotation and other related provisions as stipulated in the articles of association of the Company.

(d) relationships with any Directors, senior management or substantial or controlling shareholders of the Company

Mr. Chau is a director of a substantial shareholder of the Company, Fame Select Limited, which is owned 50% interest by him and 50% by Mr. Cheng Ting Kong, the spouse of an executive Director, Ms. Yeung So Mui. Other than disclosed above, Mr. Chau does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

(e) interest in shares of the Company within the meaning of Part XV of the SFO

As at the Latest Practicable Date, Mr. Chau holds 50% interest in Fame Select Limited, a substantial shareholder of the Company holding 461,502,000 Shares. Other than disclosed above, Mr. Chau does not have any interest in the Shares within the meaning of Part XV of the SFO.

(f) amount of the Director's emoluments and the basis of determining the Director's or supervisor's emoluments (including any bonus payments, whether fixed or discretionary in nature, irrespective of whether the director are covered by a service contract

Mr. Chau, being chairman and an executive Director of the Company, receives HK\$10,000 per month which was determined by the Board with reference to the prevailing market conditions, his roles and responsibilities and such salary level is subject to adjustments every year with reference to prevailing market condition. Payment of bonus is determined with reference to the Company's business performance, profitability and market conditions. Other benefits include contribution to statutory pension plans and other fringe benefits according to the policy of the Company. The amount of remuneration has been approved by the Board and remuneration committee. The total remuneration paid to Mr. Chau for the year ended 31 December 2011 is set out in the note 13 to the financial statements of the Company's 2011 annual report.

(g) disclosure requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules

Save as disclosed above, there is no information which is discloseable nor is/was Mr. Chau involved in any of the matters required to be disclosed pursuant to any of the requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

(h) other matters that need to be brought to the attention of the Shareholders of the Company

Save as disclosed above, there is no other matters in relation to the re-election of Mr. Chau as Director that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to any of the requirements under rules 13.51(2).

(2) MS. CHENG MEI CHING, AGED 30, EXECUTIVE DIRECTOR, ("Ms. Cheng")

(a) position held with other members of the Company's group

Ms. Cheng has been appointed as an executive Director of the Company with effect from 2 September 2011. Other than disclosed above, Ms. Cheng does not hold any positions with other members of the Group.

(b) experience including (i) other directorships held in last three year in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications

Ms. Cheng holds a bachelor's degree in commerce (marketing and advertising) from Curtin University of Technology in Perth, Western Australia. Ms. Cheng has over the past adopted a pragmatic and proactive management approach; and delivered solid performance in various areas, in particular corporate management and internal control. Ms. Cheng works at a subsidiary of Sun International since her graduation and is currently an executive director of Sun International. Save as disclosed above, Ms. Cheng does not hold or did not hold any other directorship in any listed public companies in the last three years.

(c) length or proposed length of service with the Company

Ms. Cheng is an executive Director since 2 September 2011. There is no service contract between the Company and Ms. Cheng. Ms. Cheng is not appointed for any specific term and is subject to retirement by rotation and other related provisions as stipulated in the articles of association of the Company.

(d) relationships with any Directors, senior management or substantial or controlling shareholders of the Company

Ms. Cheng is sister in law of Ms. Yeung So Mui, an executive Director of the Company. Other than disclosed above, Ms. Cheng does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

(e) interest in shares of the Company within the meaning of Part XV of the SFO

As at the Latest Practicable Date, Ms. Cheng does not have any interest in the Shares within the meaning of Part XV of the SFO.

(f) amount of the Director's emoluments and the basis of determining the Director's or supervisor's emoluments (including any bonus payments, whether fixed or discretionary in nature, irrespective of whether the director are covered by a service contract

Ms. Cheng, being an executive Director of the Company, receives HK\$10,000 per month which was determined by the Board with reference to the prevailing market conditions, her roles and responsibilities and such salary level is subject to adjustments every year with reference to prevailing market condition. Payment of bonus is determined with reference to the Company's business performance, profitability and market conditions. Other benefits include contribution to statutory pension plans and other fringe benefits according to the policy of the Company. The amount of

remuneration has been approved by the Board and remuneration committee. The total remuneration paid to Ms. Cheng for the year ended 31 December 2011 is set out in the note 13 to the financial statements of the Company's 2011 annual report.

(g) disclosure requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules

Save as disclosed above, there is no information which is discloseable nor is/was Ms. Cheng involved in any of the matters required to be disclosed pursuant to any of the requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

(h) other matters that need to be brought to the attention of the Shareholders of the Company

Save as disclosed above, there is no other matters in relation to the re-election of Ms. Cheng as Director that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to any of the requirements under rules 13.51(2).

(3) MS. YEUNG SO LAI, AGED 34, EXECUTIVE DIRECTOR, ("Ms. Yeung")

(a) position held with other members of the Company's group

Ms. Yeung has been appointed as an executive Director of the Company with effect from 2 September 2011. Besides, she is also the director of Hong Long Property Group Limited, the major operating subsidiary of the Group and some principal subsidiaries of the Group. Other than disclosed above, Ms. Yeung does not hold any positions with other members of the Group.

(b) experience including (i) other directorships held in last three year in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications

Ms. Yeung is presently a director of number of private companies engaged in the business of bird's net trading and investment holding. Ms. Yeung is experienced in corporate management. Ms. Yeung is currently an executive director of Sun International. Save as disclosed above, Ms. Yeung does not hold or did not hold any other directorship in any listed public companies in the last three years.

(c) length or proposed length of service with the Company

Ms. Yeung is an executive Director since 2 September 2011. There is no service contract between the Company and Ms. Yeung. Ms. Yeung is not appointed for any specific term and is subject to retirement by rotation and other related provisions as stipulated in the articles of association of the Company.

(d) relationships with any Directors, senior management or substantial or controlling shareholders of the Company

Ms. Yeung is a director of a substantial shareholder of the Company, Fame Select Limited and she is sister of Ms. Yeung So Mui, an executive Director of the Company. Other than disclosed above, Ms. Yeung does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

(e) interest in shares of the Company within the meaning of Part XV of the SFO

As at the Latest Practicable Date, Ms. Yeung does not have any interest in the Shares within the meaning of Part XV of the SFO.

(f) amount of the Director's emoluments and the basis of determining the Director's or supervisor's emoluments (including any bonus payments, whether fixed or discretionary in nature, irrespective of whether the director are covered by a service contract

Ms. Yeung, being an executive Director of the Company, receives HK\$103,500 per month which was determined by the Board with reference to the prevailing market conditions, her roles and responsibilities and such salary level is subject to adjustments every year with reference to prevailing market condition. Payment of bonus is determined with reference to the Company's business performance, profitability and market conditions. Other benefits include contribution to statutory pension plans and other fringe benefits according to the policy of the Company. The amount of remuneration has been approved by the Board and remuneration committee. The total remuneration paid to Ms. Yeung for the year ended 31 December 2011 is set out in the note 13 to the financial statements of the Company's 2011 annual report.

(g) disclosure requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules

Save as disclosed above, there is no information which is discloseable nor is/was Ms. Yeung involved in any of the matters required to be disclosed pursuant to any of the requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

(h) other matters that need to be brought to the attention of the Shareholders of the Company

Save as disclosed above, there is no other matters in relation to the re-election of Ms. Yeung as Director that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to any of the requirements under rules 13.51(2).

**(4) MR. LEUNG MING HO VINCENT, AGED 36, EXECUTIVE DIRECTOR,
("Mr. Leung")**

(a) position held with other members of the Company's group

Mr. Leung has been appointed as an executive Director of the Company with effect from 2 September 2011. Besides, he is also the director of Hong Long Property Group Limited, the major operating subsidiary of the Group. Other than disclosed above, Mr. Leung does not hold any positions with other members of the Group.

(b) experience including (i) other directorships held in last three year in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications

Mr. Leung holds a bachelor of business administration degree in marketing from Hong Kong Baptist University. Mr. Leung has extensive experience in marketing and management and was the General Manager of Pro Vision Technology Ltd. Since 2011, he was appointed as Assistant General Manager of Sun International. Save as disclosed above, Mr. Leung does not hold or did not hold any other directorship in any listed public companies in the last three years.

(c) length or proposed length of service with the Company

Mr. Leung is an executive Director since 2 September 2011. There is no service contract between the Company and Mr. Leung. Mr. Leung is not appointed for any specific term and is subject to retirement by rotation and other related provisions as stipulated in the articles of association of the Company.

(d) relationships with any Directors, senior management or substantial or controlling shareholders of the Company

Mr. Leung does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

(e) interest in shares of the Company within the meaning of Part XV of the SFO

As at the Latest Practicable Date, Mr. Leung does not have any interest in the Shares within the meaning of Part XV of the SFO.

- (f) **amount of the Director's emoluments and the basis of determining the Director's or supervisor's emoluments (including any bonus payments, whether fixed or discretionary in nature, irrespective of whether the director are covered by a service contract**

Mr. Leung, being an executive Director of the Company, receives HK\$10,000 per month which was determined by the Board with reference to the prevailing market conditions, his roles and responsibilities and such salary level is subject to adjustments every year with reference to prevailing market condition. Payment of bonus is determined with reference to the Company's business performance, profitability and market conditions. Other benefits include contribution to statutory pension plans and other fringe benefits according to the policy of the Company. The amount of remuneration has been approved by the Board and remuneration committee. The total remuneration paid to Mr. Leung for the year ended 31 December 2011 is set out in the note 13 to the financial statements of the Company's 2011 annual report.

- (g) **disclosure requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules**

Save as disclosed above, there is no information which is discloseable nor is/was Mr. Leung involved in any of the matters required to be disclosed pursuant to any of the requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

- (h) **other matters that need to be brought to the attention of the Shareholders of the Company**

Save as disclosed above, there is no other matters in relation to the re-election of Mr. Leung as Director that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to any of the requirements under rules 13.51(2).

- (5) **MR. LUI MAN WAH, AGED 29, INDEPENDENT NON-EXECUTIVE DIRECTOR, ("Mr. Lui")**

- (a) **position held with other members of the Company's group**

Mr. Lui has been appointed as an independent non-executive Director, a member of the audit committee, remuneration committee and nomination committee of the Company with effect from 20 February 2012. Other than disclosed above, Mr. Lui does not hold any positions with other members of the Group.

- (b) experience including (i) other directorships held in last three year in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications**

Mr. Lui graduated from Hong Kong Polytechnic University with a Bachelor of Arts degree in business studies in 2004. He then obtained a Master of Commerce degree from Macquarie University in 2005. He is currently the vice president of the Equities Department of SBI E2-Capital Financial Services Limited. Mr. Lui had previously served in various financial institutions for over five years. He was institutional sales manager of the Securities Department of Cinda International Limited from December 2009 to October 2010. From December 2008 to June 2009, he was the vice president of Polaris (HK) Securities Limited. Save as disclosed above, Mr. Lui does not hold or did not hold any other directorship in any listed public companies in the last three years.

- (c) length or proposed length of service with the Company**

Mr. Lui is an independent non-executive Director since 20 February 2012. The Company and Mr. Lui have entered into a service contract for three years, commencing from 20 February 2012 but subject to retirement by rotation and re-election in accordance with the provision as stipulated in the articles of association of the Company.

- (d) relationships with any Directors, senior management or substantial or controlling shareholders of the Company**

Mr. Lui does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

- (e) interest in shares of the Company within the meaning of Part XV of the SFO**

As at the Latest Practicable Date, Mr. Lui does not have any interest in the Shares within the meaning of Part XV of the SFO.

- (f) amount of the Director's emoluments and the basis of determining the Director's or supervisor's emoluments (including any bonus payments, whether fixed or discretionary in nature, irrespective of whether the director are covered by a service contract**

Mr. Lui, being an independent non-executive Director, a member of the audit committee, the remuneration committee and the nomination committee of the Company, receives HK\$30,000 per quarter which was determined with reference to his duties and responsibilities with the Company, business performance, profitability and market conditions and was approved by the Board and remuneration committee.

(g) disclosure requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules

There is no information which is discloseable nor is/was Mr. Lui involved in any of the matters required to be disclosed pursuant to any of the requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

(h) other matters that need to be brought to the attention of the Shareholders of the Company

Save as disclosed above, there is no other matters in relation to the re-election of Mr. Lui as Director that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to any of the requirements under rules 13.51(2).

(6) MR. TOU KIN CHUEN, AGED 35, INDEPENDENT NON-EXECUTIVE DIRECTOR, (“Mr. Tou”)

(a) position held with other members of the Company’s group

Mr. Tou has been appointed as an independent non-executive Director, a member of the audit committee, remuneration committee and nomination committee of the Company with effect from 26 April 2012. Other than disclosed above, Mr. Tou does not hold any positions with other members of the Group.

(b) experience including (i) other directorships held in last three year in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications

Mr. Tou is the principal of Roger K.C. Tou & Co.. Mr. Tou graduated from the Hong Kong Shue Yan University (formerly known as Hong Kong Shue Yan College) with a Honours Diploma in Accounting in 2001. He is experienced in audit, taxation, company secretarial, insolvency and finance for over 15 years. Mr. Tou is a member of the Hong Kong Institute of Certified Public Accountants and an associate of the Taxation Institute of Hong Kong. Mr. Tou is currently an independent non-executive director of Sun International. Save as disclosed above, Mr. Tou does not hold or did not hold any directorship in any listed companies in the last three years.

(c) length or proposed length of service with the Company

Mr. Tou is an independent non-executive Director since 26 April 2012. The Company and Mr. Tou have entered into a service contract for three years, commencing from 26 April 2012 but subject to retirement by rotation and re-election in accordance with the provisions as stipulated in the articles of association of the Company.

(d) relationships with any Directors, senior management or substantial or controlling shareholders of the Company

Mr. Tou does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

(e) interest in shares of the Company within the meaning of Part XV of the SFO

As at the Latest Practicable Date, Mr. Tou does not have any interest in the Shares within the meaning of Part XV of the SFO.

(f) amount of the Director's emoluments and the basis of determining the Director's or supervisor's emoluments (including any bonus payments, whether fixed or discretionary in nature, irrespective of whether the director are covered by a service contract

Mr. Tou, being independent non-executive Director, a member of the audit committee, remuneration committee and nomination committee of the Company, receives HK\$30,000 per quarter which was determined with reference to his duties and responsibilities with the Company, business performance, profitability and market conditions and was approved by the Board and remuneration committee.

(g) disclosure requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules

There is no information which is discloseable nor is/was Mr. Tou involved in any of the matters required to be disclosed pursuant to any of the requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

(h) other matters that need to be brought to the attention of the Shareholders of the Company

Save as disclosed above, there is no other matters in relation to the re-election of Mr. Tou as Director that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to any of the requirements under rules 13.51(2).

(7) DR. WU KAM FUN RODERICK, AGED 73, INDEPENDENT NON-EXECUTIVE DIRECTOR, ("Dr. Wu")

(a) position held with other members of the Company's group

Dr. Wu has been appointed as an independent non-executive Director, a member of the audit committee, remuneration committee and nomination committee of the Company with effect from 26 April 2012. Other than disclosed above, Dr. Wu does not hold any positions with other members of the Group.

- (b) experience including (i) other directorships held in last three year in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications**

Dr. Wu obtained his LL.B. degree and Hon. D. Univ. from the University of Buckingham, United Kingdom. Dr. Wu is also ACI Arb, of the Inner Temple, Barrister, of the Victorian Bar, Australia and of the Singapore Bar. Dr. Wu was awarded Diploma in Chinese Law by the then University of East Asia, Macau, now known as the University of Macau. Dr. Wu has been at the Hong Kong Bar for over 30 years. He is still now one of the practising members of Hong Kong Bar Association. Save as disclosed above, Dr. Wu does not hold or did not hold any other directorship in any listed public companies in the last three years.

- (c) length or proposed length of service with the Company**

Dr. Wu is an independent non-executive Director since 26 April 2012. The Company and Dr. Wu have entered into a service contract for three years, commencing from 26 April 2012 but subject to retirement by rotation and re-election in accordance with the provisions as stipulated in the articles of association of the Company.

- (d) relationships with any Directors, senior management or substantial or controlling shareholders of the Company**

Dr. Wu does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

- (e) interest in shares of the Company within the meaning of Part XV of the SFO**

As at the Latest Practicable Date, Dr. Wu does not have any interest in the Shares within the meaning of Part XV of the SFO.

- (f) amount of the Director's emoluments and the basis of determining the Director's or supervisor's emoluments (including any bonus payments, whether fixed or discretionary in nature, irrespective of whether the director are covered by a service contract**

Dr. Wu, being independent non-executive Director, a member of the audit committee, remuneration committee and nomination committee of the Company, receives HK\$30,000 per quarter which was determined with reference to his duties and responsibilities with the Company, business performance, profitability and market conditions and was approved by the Board and remuneration committee.

(g) disclosure requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules

There is no information which is discloseable nor is/was Dr. Wu involved in any of the matters required to be disclosed pursuant to any of the requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

(h) other matters that need to be brought to the attention of the Shareholders of the Company

Save as disclosed above, there is no other matters in relation to the re-election of Dr. Wu as Director that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to any of the requirements under rules 13.51(2).

(8) MR. LEE CHI SHING CAESAR, AGED 48, EXECUTIVE DIRECTOR, (“Mr. Lee”)

(a) position held with other members of the Company’s group

Mr. Lee was appointed as an executive Director of the Company on 30 September 2010. Other than disclosed above, Mr. Lee does not hold any positions with other members of the Group.

(b) experience including (i) other directorships held in last three year in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications

Mr. Lee obtained a Professional Diploma in Accountancy from the Hong Kong Polytechnic (now known as Hong Kong Polytechnic University) in 1985 and a Bachelor of Arts in Business Studies from the City Polytechnic of Hong Kong (now known as the City University of Hong Kong) in 1994. Mr. Lee had worked in the Inland Revenue Department for over 15 years after his graduation. In 2000, Mr. Lee joined Ernst and Young, an international accounting firm, as a senior manager. Mr. Lee later obtained a Master degree in International Accountancy from the City University of Hong Kong in 2001. Mr. Lee was an executive director of Info Communication Holdings Limited, a company (now renamed as Sage International Group Limited) (Stock code: 8082) listed on the Growth Enterprise Market of the Stock Exchange, from 23 November 2007 to 1 September 2010. Mr. Lee currently is an executive director of Sun International, Newtree Group Holdings Limited (a company listed on the Main Board of the Stock Exchange) (Stock Code: 1323) and TLT Lottotainment Group Limited (a company listed on the Growth Enterprises Market of the Stock Exchange) (Stock Code: 8022). Mr. Lee is experienced in corporate management and internal control. Mr. Lee is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. In

addition, Mr. Lee is a member of the Society of Registered Financial Planners. Save as disclosed above, Mr. Lee does not hold or did not hold any other directorship in any listed public companies in the last three years.

(c) length or proposed length of service with the Company

Mr. Lee is an executive Director since 30 September 2010. There is no service contract between the Company and Mr. Lee. Mr. Lee is not appointed for any specific term and is subject to retirement by rotation and other related provisions as stipulated in the articles of association of the Company.

(d) relationships with any Directors, senior management or substantial or controlling shareholders of the Company

Mr. Lee does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

(e) interest in shares of the Company within the meaning of Part XV of the SFO

As at the Latest Practicable Date, Mr. Lee does not have any interest in the Shares within the meaning of Part XV of the SFO.

(f) amount of the Director's emoluments and the basis of determining the Director's or supervisor's emoluments (including any bonus payments, whether fixed or discretionary in nature, irrespective of whether the director are covered by a service contract

Mr. Lee, being an executive Director of the Company, receives HK\$10,000 per month which was determined by the Board with reference to the prevailing market conditions, his roles and responsibilities and such salary level is subject to adjustments every year with reference to prevailing market condition. Payment of bonus is determined with reference to the Company's business performance, profitability and market conditions. Other benefits include contribution to statutory pension plans and other fringe benefits according to the policy of the Company. The amount of remuneration has been approved by the Board and remuneration committee. The total remuneration paid to Mr. Lee for the year ended 31 December 2011 is set out in the note 13 to the financial statements of the Company's 2011 annual report.

(g) disclosure requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules

There is no information which is discloseable nor is/was Mr. Lee involved in any of the matters required to be disclosed pursuant to any of the requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

(h) other matters that need to be brought to the attention of the Shareholders of the Company

Save as disclosed above, there is no other matters in relation to the re-election of Mr. Lee as Director that need to be brought to the attention of the Shareholders and there is no other information to be disclosed pursuant to any of the requirements under rules 13.51(2).

NOTICE OF ANNUAL GENERAL MEETING



Sun Century Group Limited **太陽世紀集團有限公司***

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 1383)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Sun Century Group Limited (the “Company”) will be held at 4:00 p.m. on Friday, 1 June 2012 at Training Room B, The Joint Professional Centre, Unit 1, G/F., The Centre, 99 Queen’s Road Central, Hong Kong for the following purposes:

ORDINARY RESOLUTION

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and of the auditor for the year ended 31 December 2011.
2. To re-elect Directors and to authorize the Board of Directors to fix their remuneration.
3. To appoint auditor of the Company and to authorize the Board of Directors to fix their remuneration.
4. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution

“THAT

- (a) the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held.”
5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“THAT

- (a) the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and deal with additional shares of the Company or shares convertible into Shares, or share options, warrants or similar rights to subscribe Shares and to make or grant offers, agreements and options which would or might require Shares or shares convertible into Shares, or share options, warrants or similar rights to subscribe Shares to be allotted, issued or dealt with during or after the end of the Relevant Period (as defined below), be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to:
- (i) a rights issue where Shares are offered to shareholders on a fixed record date in proportion to their then holdings of Shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong); or
 - (ii) any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible grantee pursuant to the scheme of shares or rights to acquire Shares of the Company; or
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company,

NOTICE OF ANNUAL GENERAL MEETING

the total nominal amount of additional Shares or shares of the Company to be issued, allotted or dealt with or agreed conditionally or unconditionally to be issued, allotted or dealt with shall not in total exceed 20% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and

- (b) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held.”

6. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT** the general mandate granted to the Directors of the Company pursuant to resolution no. 5 above and for the time being in force to exercise the powers of the Company to issue, allot or dispose of additional shares or shares convertible into Shares, or share options, warrants or similar rights to subscribe Shares and to make or grant offers, agreements and share options which might require the exercise of such powers be and is hereby extended by the total nominal amount of shares in the capital of the Company repurchased by the Company pursuant to the exercise by the Directors of the Company of the powers of the Company to purchase such shares since the granting of such general mandate referred to in the above resolution no. 4, provided that such amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution.”

By Order of the Board
Sun Century Group
CHAU Cheok Wa
Chairman

Hong Kong, 30 April 2012

As at the date of this circular, the executive Directors are Mr. CHAU Cheok Wa, Mr. ZENG Yunshu, Mr. LEE Chi Shing Caesar, Ms. YEUNG So Mui, Ms. CHENG Mei Ching, Ms. Yeung So Lai and Mr. LEUNG Ming Ho Vincent; and the independent non-executive Directors are Dr. LI Jun, Mr. CHEUNG Ngai Lam, Mr. CHEUNG Kwok Yu, Mr. LUI Man Wah, Mr. TOU Kin Chuen and Dr. WU Kam Fun Roderick.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the Annual General Meeting (or at any adjournment thereof) is entitled to appoint one or, if he holds two or more shares, more person(s) as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. For details of the Directors to be re-elected, please refer to Appendix II of this circular.
3. A form of proxy for use in connection with the Annual General Meeting is enclosed and such form is also published on the website of the Stock Exchange (www.hkexnews.hk).
4. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed or the certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting (or any adjournment thereof).
5. Completion and return of the form of proxy will not preclude members from attending and voting at the Annual General Meeting (or at any adjournment thereof).