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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “EGM”) of Sun Century Group Limited (the “Company”) will be held at Training Room B, The Joint Professional Centre, Unit 1, G/F, The Center, 99 Queen’s Road Central, Hong Kong on Monday, 3 December 2012 at 11:00 a.m. for the following purpose of considering and, if thought fit, passing with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. **“THAT** subject to the fulfilment of the conditions of the Underwriting Agreement (as defined below), the Open Offer (as defined below) and the transaction contemplated thereunder be and are hereby approved:
 - (a) For the purpose of this resolutions, “Open Offer” means the proposed issue by way of open offer of not less than 1,254,184,050 Offer Shares and not more than 1,320,181,518 Offer Shares at the subscription price of HK\$0.25 per Offer Share, of HK\$0.10 each in the share capital of the Company (the “Offer Shares”) to the qualifying shareholders (“Qualifying Shareholders”) of the Company whose names appear on the register of members of the Company at the close of business on the date by reference to which entitlement under the Open Offer will be determined (other than those shareholders (the “Prohibited Shareholders”) with registered addresses outside Hong Kong whom the Directors, after making relevant enquiry, consider their exclusion from the Open Offer to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place) in the proportion of six (6) Offer Shares for every one (1) shares of HK\$0.10 each in issue subject to the fulfilment or waiver of the conditions and terms set out in the underwriting agreement dated 27 July 2012 (as supplemented

* *For identification purpose only*

by a supplemental agreement entered into by the parties to the Underwriting Agreement on 5 September 2012) (the “Underwriting Agreement”, including, if any, all supplemental agreements or deeds relating thereto) entered into among, the Company and Fame Select Limited (the “Underwriter”), (a copy of the Underwriting Agreement having been produced to the meeting marked “A” and initialled by the chairman of the EGM for the purpose of identification).”

- (b) the Directors be and are hereby authorized to allot and issue the Offer Shares pursuant to the Open Offer notwithstanding the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors may make such exclusions or other arrangements in relation to the Prohibited Shareholders as they may deem necessary, desirable or expedient to having regard to any restrictions or obligations under the articles of association of the Company or the laws of, or the rules and regulations of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong;
 - (c) the Underwriting Agreement and the transactions contemplated thereunder (including but not limited to the arrangements for taking up of the unsubscribed Offer Shares, if any, by the Underwriters) be and are hereby approved, confirmed and ratified;
 - (d) the absence of arrangements for application for the Offer Shares by the Qualifying Shareholders in excess of their entitlements under the Open Offer be and are hereby approved, confirmed and ratified; and
 - (e) any Directors be and are hereby authorised to sign or execute such documents and do all such acts and things in connection with the allotment and issue of the Offer Shares, the implementation of the Open Offer and the Underwriting Agreement, the exercise or enforcement of any of the Company’s rights under the Underwriting Agreement and to make and agree to make such variations of the terms of the Underwriting Agreement as they may in their discretion consider to be appropriate, necessary or desirable and in the interests of the Company and its shareholders.”
2. “**THAT** the waiver (the “Whitewash Waiver”) granted or to be granted by the Executive Director (the “Executive”) of the Corporate Finance Division of the Securities and Futures Commission to the Underwriter and parties acting in concert with it pursuant to Note 1 on the Dispensations from Rule 26 of the Code (the “Takeovers Code”) on Takeovers and Mergers of Hong Kong from an obligation to make a general mandatory offer for the shares of the Company not already owned by them as a result of the Open Offer be and are hereby approved and the Directors be and are hereby authorised to do all such things and acts and execute all documents which they consider necessary, desirable or expedient to implement or to give effect to any matters effect to any matters.”

3. “**THAT** the subscription price payable by the Underwriter for the Offer Shares to which it is entitled under the Open Offer to be settled by way of the set off (the “Set Off”) against the loan (the “Loan”) of HK\$69,225,300 indebted by the Company to the Underwriter and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified and any of the Directors be and are hereby authorised to do all such things and acts and execute all documents which they consider necessary, desirable or expedient to implement or to give effect to any matters relating to or in connection with the Set Off and the Underwriting Agreement.”

By the order of the Board
Sun Century Group Limited
Chau Cheok Wa
Chairman

Hong Kong, 16 November 2012

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Notes:

1. A member of the Company (“Shareholder”) entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or, if such Shareholder is a holder of more than one share, more proxies to attend and vote in his stead. A proxy need not be a Shareholder.
2. In order to be valid, the form of proxy must be deposited with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
3. Where there are joint registered holders of any shares of the Company, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such holders be present at the EGM personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

4. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
5. Completion and delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the EGM if the Shareholder so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.

As at the date of this announcement, the executive Directors are Mr. CHAU Cheok Wa, Ms. YEUNG So Mui, Ms. CHENG Mei Ching, Ms. YEUNG So Lai, and Mr. QIU Bin; and the independent non-executive Directors are Mr. TOU Kin Chuen, Dr. WU Kam Fun Roderick and Mr. LO Wai Tung John.