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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 licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Sun Century Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or the 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)

**RE-ELECTION OF THE RETIRING DIRECTOR
AND
NOTICE OF EGM**

A notice convening the EGM to be held at Training Room B, The Joint Professional Centre, Unit 1, G/F, The Center, 99 Queen's Road Central, Hong Kong at 10:55 a.m. on Monday, 3 December 2012 is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the meeting is enclosed. Whether or not you intend 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 branch share registrars of the Company in Hong Kong, 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 less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so desire.

* For identification purpose only

16 November 2012

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DEFINITIONS

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

“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
“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
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Training Room B, The Joint Professional Centre, Unit 1, G/F, The Center, 99 Queen’s Road Central, Hong Kong on 3 December 2012 at 10:55 a.m. and convened to consider and, if thought fit, approve the re-election of Mr. Lo and authorise the Board to fix his remuneration
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	14 November 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 as amended from time to time
“Mr. Lo”	Mr. Lo Wai Tung John, an independent non-executive Director
“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\$0.10 each in the share capital of the Company
“Shareholders”	holders of the issued Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



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Executive Directors:

Mr. CHAU Cheok Wa (*Chairman*)
Ms. YEUNG So Mui
Ms. CHENG Mei Ching
Ms. YEUNG So Lai
Mr. QIU Bin

Independent non-executive Directors:

Mr. TOU Kin Chuen
Dr. WU Kam Fun Roderick
Mr. LO Wai Tung John

Registered Office:

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

*Head office and 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

16 November 2012

To the Shareholders

Dear Sir or Madam,

**RE-ELECTION OF THE RETIRING DIRECTOR
AND
NOTICE OF EGM**

I. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolution to be proposed at the EGM for the approval of the re-election of the retiring Director of the Company and to authorise the Board to fix his remuneration.

* *For identification purpose only*

LETTER FROM THE BOARD

II. RE-ELECTION OF THE RETIRING DIRECTOR

In accordance with Article 86(3) of the Articles of Association, Mr. Lo who has been appointed as independent non-executive Director until the forthcoming general meeting of the Company, will retire at the EGM, and being eligible, offer himself for re-election at the EGM.

The Board is of the view that Mr. Lo is independent in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules.

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

Details of the retiring Director proposed to be re-elected at the EGM are set out in Appendix hereto.

III. EGM

The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular. At the EGM, resolution will be proposed to consider and, if thought fit, to approve, the re-election of the retiring Director and authorise the Board to fix his remuneration.

Pursuant to the Rules 13.39(4) of the Listing Rules, all the resolutions to be proposed at the EGM must be taken by poll and the chairman of the EGM would explain the detailed procedures for conducting a poll at the commencement of the EGM. 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 EGM is enclosed with this circular. Whether or not you are able to attend the EGM, 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 EGM 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 EGM if you so wish.

IV. RECOMMENDATION

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

The Board considers that the re-election of the retiring Director is in interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

LETTER FROM THE BOARD

V. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix (Details of the retiring Director proposed to be re-elected at the EGM) to this circular.

VI. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

MR. LO WAI TUNG JOHN, AGED 44, INDEPENDENT NON-EXECUTIVE DIRECTOR**(a) position held with other members of the Company's group**

Mr. Lo has been appointed as an independent non-executive Director, a member of the audit committee and nomination committee and the chairman of the remuneration committee of the Company with effect from 10 October 2012. Other than disclosed above, Mr. Lo 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. Lo graduated from the Chinese University of Hong Kong with a bachelor's degree of Science (with honours) in Computer Science in 1991. Mr. Lo is experienced in securities and finance industry for over twenty years. He is currently the managing director (equities) and head of institutional sales of SBI E2-Capital Financial Services Limited. He was (i) a director and head of institutional sales of China Construction Bank International Securities Limited from May 2005 to June 2006; (ii) an executive director and head of sales of ICEA Securities Limited from June 2006 to April 2009; and (iii) an executive director and head of sales of ICBC International Securities Limited from April 2009 to August 2010.

Save as disclosed above, Mr. Lo does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date, nor does he hold any other position with the Company and other members of the Group or possess any other major professional qualifications.

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

Mr. Lo has been an independent non-executive Director since 10 October 2012. The Company and Mr. Lo have entered into an appointment letter for a term of three years, commencing from 10 October 2012 but subject to retirement by rotation and re-election in accordance with the provisions as stipulated in the Articles of Association.

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

Mr. Lo 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. Lo did not have, and was not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (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. Lo, being an independent non-executive Director, a member of the audit committee and nomination committee and the chairman of the remuneration committee of the Company, is entitled to receive HK\$30,000 per quarter which was determined with reference to his duties and the prevailing market conditions and was approved by the Board and the 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. Lo 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. Lo as independent non-executive 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 rule 13.51(2) of the Listing Rules.

NOTICE OF EGM



SUN CENTURY GROUP LIMITED

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(Stock Code: 1383)

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 10:55 a.m. for the following purpose of considering and, if thought fit, passing with or without amendments, the following resolution:

ORDINARY RESOLUTION

“**THAT** the re-election of Mr. Lo Wai Tung John as director of the Company be and is hereby approved and the board of directors of the Company be and is hereby authorised to fix his remuneration.”

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

Hong Kong, 16 November 2012

Registered Office:

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

Principal place of business in Hong Kong:

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

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NOTICE OF EGM

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.