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SUNCITY GROUP HOLDINGS LIMITED

太陽城集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1383)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETINGS HELD ON 3 DECEMBER 2020

Reference is made to the announcements of Suncity Group Holdings Limited (the “**Company**”) dated 15 October 2020 and 9 November 2020, respectively; the notice of extraordinary general meeting in relation to the extension of maturity date of the outstanding convertible bonds (the “**Extension**”) and the notice of extraordinary general meeting in relation to the change of auditor of the Company (collectively, the “**Notices**”) both dated 13 November 2020; and the circular of Company in relation to the Extension and the circular of Company in relation to change of auditor of the Company (collectively, the “**Circulars**”) both dated 13 November 2020. Unless otherwise defined herein, terms used in this announcement shall have the same meanings as defined in the Circulars.

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETINGS

The Board is pleased to announce that the each of the ordinary resolution (the “**Resolutions**”) as respectively set out in the Notices was duly passed by the Independent Shareholders by way of poll at the two EGMs held on 3 December 2020 (the “**EGMs**”). The Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, has been appointed and acted as the scrutineer for the vote-taking at the EGMs. The results of the polls on the Resolutions at the EGMs were as follows:

Ordinary Resolutions (Note)		No. of votes cast and percentage of total no. of votes cast	
		For	Against
1	To approve the entering into of the Supplemental Deed and the transactions contemplated thereunder (including but not limited to the Extension).	521,540,208 (99.44%)	2,951,451 (0.56%)
2	To consider and appoint Crowe (HK) CPA Limited as the auditor of the Company with immediate effect and to hold office until the conclusion of the forthcoming annual general meeting of the Company, and that the board of directors of the Company be and is hereby authorised to fix their remuneration.	523,953,767 (99.90%)	537,902 (0.10%)

Note: The full text of the Resolutions is set out in the Notices.

The number of votes and percentages of the voting as stated above are based on the total number of shares of the Company held by (i) the Independent Shareholders (in respect of the Resolution numbered 1 hereinabove) and (ii) the total number of shares of the Company held by the Shareholders (in respect of the Resolution numbered 2 hereinabove) who attended and voted at the EGMs in person, by corporate representative or by proxy.

As majority of the votes were cast in favour of the Resolutions, each of the Resolutions was duly passed by (i) the Independent Shareholders (in respect of the Resolution numbered 1 hereinabove) and (ii) the Shareholders (in respect of the Resolution numbered 2 hereinabove) as ordinary resolution of the Company at the EGMs.

As at the date of the EGMs, the total number of issued Shares of the Company was 6,666,972,746 Shares:

- in relation to the Resolution numbered 1 hereinabove, Mr. Chau and Mr. Cheng and their associates were interested in 4,991,643,335 Shares through Fame Select, representing approximately 74.87% of the existing issued share capital of the Company. Accordingly, Fame Select, Mr. Chau and Mr. Cheng and their associates were required to abstain, and had abstained, from voting on such Resolution. Accordingly, there were a total of 1,675,329,411 Shares entitling the Independent Shareholders to attend and vote for or against the said Resolution; and
- in relation to the Resolution numbered 2 hereinabove, the 6,666,972,746 Shares represent the total number of Shares entitling the holders to attend and vote for or against such Resolution.

Save as disclosed above, to the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, no other Shareholders or Directors are required to abstain from voting at the EGMs. Mr. Chau has also abstained from voting in respect of the relevant Board resolution relating to the Supplemental Deed and the transactions contemplated thereunder.

By order of the Board
Suncity Group Holdings Limited
Chau Cheok Wa
Chairman

Hong Kong, 3 December 2020

As at the date of this announcement, the executive Directors are Mr. Chau Cheok Wa, Mr. Lo Kai Bong, Mr. Au Chung On John and Mr. Manuel Assis Da Silva; and the independent non-executive Directors are Mr. Tou Kin Chuen, Dr. Wu Kam Fun Roderick and Mr. Lo Wai Tung John.