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If you are in doubt as to any aspect about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitors, 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 proxy form enclosed herein to the purchaser or transferee or to the bank or 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)**

### **GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS, REFRESHMENT OF THE 10% SHARE OPTION SCHEME LIMIT AND NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Sun Century Group Limited 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 31 May 2013, Friday, at 3:30 p.m. is set out on pages 19 to 23 of this circular.

Whether or not you are able to attend the annual general meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon 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 as soon as possible and in any event not later than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

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## DEFINITIONS

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

“AGM”	the annual 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 31 May 2013, Friday, at 3:30 p.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in the AGM Notice
“AGM Notice”	the notice dated 25 April 2013 for convening the AGM and included in this circular
“Articles”	the articles of association of the Company as amended from time to time
“Associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors (including independent non-executive Directors)
“Company”	Sun Century Group Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 1383)
“Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Extension Mandate”	a general mandate to the Directors to add to the General Mandate any Shares representing the number of Shares repurchased under the Repurchase Mandate
“General Mandate”	a general mandate to the Directors to allot and issue Shares with an aggregate nominal value not exceeding 20 per cent of the aggregate nominal value of the issued share capital of the Company as at the date of approval of the mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

## DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	18 April 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“PRC”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purposes of this circular
“Repurchase Mandate”	a general mandate to the Directors to repurchase Shares with an aggregate nominal value not exceeding 10 per cent of the aggregate nominal value of the issued share capital of the Company as at the date of approval of the mandate
“Scheme Mandate Limit”	the maximum number of shares which may be issued up to the exercise of all options to be granted under the Share Option Scheme of the Company as refreshed pursuant to Shareholders’ approval obtained on 23 May 2008
“Scheme Mandate Limit Refreshment Proposal”	the proposal to refresh the Scheme Mandate Limit under the Share Option Scheme
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Options”	the share options granted under the Share Option Scheme
“Share Option Scheme”	the share option scheme adopted by the Company on 31 January 2007 conferring the holders thereof rights to subscribe the Shares in accordance with the said scheme
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers

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:*

Chau Cheok Wa  
Yeung So Mui  
Cheng Mei Ching  
Yeung So Lai  
Qiu Bin

*Register Office:*

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

*Independent Non-Executive Directors:*

Tou Kin Chuen  
Wu Kam Fun Roderick  
Lo Wai Tung John

*Principal Place of Business in Hong Kong:*

Room 2108, 21/F.  
China Merchants Tower  
Shun Tak Centre  
Sheung Wan  
Hong Kong

25 April 2013

*To the Shareholders,*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS,  
REFRESHMENT OF THE 10% SHARE OPTION SCHEME LIMIT  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information regarding the following proposals to be put forward at the AGM for the Shareholder's consideration and, if thought fit, approval of:

- (a) the granting to the Directors of the General Mandate;
- (b) the granting to the Directors of the Repurchase Mandate;

\* *For identification purpose only*

## LETTER FROM THE BOARD

- (c) the granting to the Directors of the General Extension Mandate;
- (d) the refreshment of the 10% Share Option Scheme limit; and
- (e) the re-election of Directors.

### 2. VARIOUS MANDATES

On 1 June 2012, resolutions for the General Mandate, Repurchase Mandate and the General Extension Mandate were passed by the Shareholders and all the aforesaid mandates will lapse at the conclusion of the forthcoming AGM.

#### (a) GENERAL MANDATE

An ordinary resolution will be proposed at the AGM to approve the granting of the General Mandate. The new General Mandate, if granted, will allow the Directors to issue and allot further Shares prevailing up to 20 per cent of the issued share capital of the Company as at the date of passing the relevant resolution.

As at the Latest Practicable Date, the issued share capital of the Company was 1,463,214,725 fully paid-up Shares. Subject to the passing of the resolution granting the General Mandate and on the basis that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, exercise in full of the General Mandate could result in up to new issue of 292,642,945 Shares. There is no present intention for any issuance of Shares pursuant to the General Mandate.

#### (b) REPURCHASE MANDATE

An ordinary resolution will be proposed at the AGM to approve the granting of the Repurchase Mandate. The new Repurchase Mandate, if granted, will allow the Directors to exercise all the powers of the Company to repurchase its own Shares not exceeding 10% of the issued share capital of the Company as at the date of passing the relevant resolution.

Subject to the passing of the proposed resolution granting the Repurchase Mandate, and on the basis that there were 1,463,214,725 fully paid-up Shares as at the Latest Practicable Date and no further Shares will be allotted and issued or repurchased by the Company from the Latest Practicable Date to the date of AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 146,321,472 Shares. There is no present intention for any repurchase of Shares pursuant to the Repurchase Mandate.

## LETTER FROM THE BOARD

An explanatory required under Rule 10.06(1)(b) of the Listing Rules to be sent to the Shareholders in relation to the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary for Shareholders to make an informed decision on whether to approve the relevant resolution at the AGM.

### (c) GENERAL EXTENSION MANDATE

It is recommended that the General Extension Mandate be granted to the Directors permitting them, after the grant of the Repurchase Mandate referred to above, to add to the General Mandate any Shares repurchased pursuant to the Repurchase Mandate.

The authority conferred on the Directors by the General Mandate, the Repurchase Mandate and the General Extension Mandate would continue in force until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in general meeting.

### 3. REFRESHMENT OF THE 10% SHARE OPTION SCHEME LIMIT

The Share Option Scheme was adopted by the Company on 31 January 2007. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force.

Pursuant to the Share Option Scheme, the maximum number of Shares which may be issued upon exercise of all Share Options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company, shall not exceed 10% of the total number of Shares in issue as at the date of adoption of the Share Option Scheme, namely 100,000,000 Shares. Such mandate was subsequently refreshed by an ordinary resolution of the Shareholders duly passed at the annual general meetings of the Company held on 23 May 2008, the Directors were authorised to grant options to subscribe for 104,250,000 Shares, all representing 10% of the total issued share capital of the Company as at the date of passing of the respective resolutions.

The Company may refresh again the Scheme Mandate Limit by ordinary resolution of the Shareholders at general meeting provided that:

- (a) the Scheme Mandate Limit so refreshed shall not exceed 10% of the total number of Shares in issue as at the date of the Shareholders' approval of the refreshment of the Scheme Mandate Limit;
- (b) share options previously granted under the Share Option Scheme and any other share option scheme(s) of the Company (including those outstanding, cancelled, or lapsed in accordance with the relevant scheme rules or exercised share options) shall not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed; and

## LETTER FROM THE BOARD

- (c) the total number of Shares which may be issued upon exercise of all outstanding Share Options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company must not in aggregate exceed 30% of the total number of Shares in issue from time to time.

The existing Scheme Mandate Limit under the Share Option Scheme is 10,425,000 Shares, being 10% of the Shares in issue as at 23 May 2008, the date of approval of existing Scheme Mandate Limit, and after taking into account the adjustments due to (i) the open offer of 615,335,692 offer shares on the basis of one offer share for every two existing shares effective on 8 December 2011; (ii) the share consolidation effective on 4 June 2012 and (iii) the open offer of 1,254,184,050 offer shares on the basis of one offer share for every six existing shares effective on 27 December 2012. Since 23 May 2008 and up to the Latest Practicable Date, Share Options carrying rights to subscribe for 0 Shares (representing about 0% of the maximum number of Shares allowed to be issued under the existing Scheme Mandate Limit and about 0% of the issued share capital of the Company as at the Latest Practicable Date) have been granted under the existing Scheme Mandate Limit, among which 0 Share Options are outstanding. Share Options for subscription of 0 Shares have been cancelled or lapsed.

If the further refreshment of the Scheme Mandate Limit is approved at the AGM, based on the 1,463,214,725 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be allotted and issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Company may grant further options carrying rights to subscribe for up to a total of 146,321,472 Shares under the Share Option Scheme (representing 10% of the issued share capital of the Company as at the date of the AGM).

As at the Latest Practicable Date, the cumulative total numbers of Shares which may be issued upon exercise of all outstanding Share Options were 8,981,243 Shares, representing approximately 0.61% of the Shares in issue as at the Latest Practicable Date. Assuming that the refreshment of the Scheme Mandate Limit will be approved the number of Shares that may be issued under the Share Options Scheme will be in aggregate of 155,302,715 Shares, representing approximately 10.61% of the Shares in issue at the Latest Practicable Date and is within the 30% limit in issue from time to time as required under the Share Option Scheme.

The Board considers that further refreshment of the Scheme Mandate Limit is in the interests of the Company and its Shareholders as a whole as it can allow the Company to be more flexible in providing incentives or rewards to eligible participants for their contribution to the Group and/or enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group. The granting of Share Options to the employees of the Group will not affect the Group's cash flow but will help the Company to retain and/or recruits employees and to provide them with a direct economic interest in attaining the long term business objectives of the Company. To enable the Company to grant further Share Options to the Group's employees, the Board proposes to seek the Shareholders' approval to further refresh the Scheme Mandate Limit at the AGM.



## LETTER FROM THE BOARD

The further refreshment of the Scheme Mandate Limit is conditional upon:

- (a) the passing of the necessary resolution to approve the further refreshment of the Scheme Mandate Limit by the Shareholders at the AGM; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, such number of Shares representing 10% of the Shares in issue as at the date of the AGM, which may be issued pursuant to exercise of Share Options to be granted under the further refreshed Scheme Mandate Limit.

Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Shares to be listed by the Company (representing 10% of the Shares in issue as at the date of the AGM) which may be issued pursuant to exercise of Share Options to be granted under the further refreshed Scheme Mandate Limit.

#### 4. RE-ELECTION OF DIRECTORS

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

<b>Name</b>	<b>Position</b>
(a) Mr. Qiu Bin	Executive Director

Besides, in accordance with Article 87 of the Articles, at each annual general meeting, not less than one-third of the Directors for the time being shall retire from office by rotation and, under the code on corporate governance of the Company, every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every 3 years. All retiring Directors shall be eligible for re-election. Accordingly, the following Directors shall retire from office by rotation at the conclusion of the AGM:

<b>Name</b>	<b>Position</b>
(a) Mr. Chau Cheok Wa	Executive Director
(b) Ms. Yeung So Mui	Executive Director
(c) Ms. Cheng Mei Ching	Executive Director

The aforesaid Directors, being eligible, will offer themselves for re-election. Their particulars required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

#### 5. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 19 to 23 of this circular and a form of proxy for use at the AGM is herein enclosed.

## LETTER FROM THE BOARD

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

### 6. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed during the period from 29 May 2013, Wednesday, to 31 May 2013, Friday, for the purposes of determining the entitlements of the Shareholders to attend and vote at the AGM. No transfer of the Shares may be registered on that day. In order to qualify to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with 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, by no later than 4:30 p.m. on 28 May 2013, Tuesday.

### 7. VOTING BY POLL

In accordance with Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the voting on all resolutions at the AGM will be conducted by way of poll.

### 8. RECOMMENDATION

The Board believes that the proposal for re-election Director, General Mandate, Repurchase Mandate and Scheme Mandate Limit Refreshment Proposal are in the best interests of the Company and the Shareholders as a whole. The Board recommends that the Shareholders vote in favour of all resolutions to be proposed at the AGM.

### 9. 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  
**Chau Cheok Wa**  
*Chairman*

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the AGM in relation to the new Repurchase Mandate.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company was 1,463,214,725 fully paid-up Shares.

Subject to the passing of the resolution granting the new Repurchase Mandate and on the basis that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, the Directors would be allowed under the Repurchase Mandate to repurchase up to 146,321,472 Shares, representing 10% of the issued share capital of the Company as at the Latest Practicable Date, during the period from the date of resolution granting the Repurchase Mandate until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in general meeting.

## **2. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole to have a general authority from Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

## **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may apply funds legally available for such purpose from distributable profit or funds from a new issue in accordance with its memorandum and articles of association and the laws of the Cayman Islands.

That is to say, any repurchase of Shares may be purchased out of capital paid up on the repurchased Shares or the profits of the Company which would otherwise be available for dividend and, in the case of any premium payable on such repurchase, out of profits of the Company which would otherwise be available for dividend or from the Company's share premium account or its contributed surplus account.

On the basis of the combined net tangible assets of the Group as at 31 December 2012 and taking into account the current working capital position of the Group, the Directors consider that no material adverse effect on the working capital and gearing position of the Group may result in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed purchase period.

The Directors do not propose to exercise the Repurchase 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.

#### 4. EFFECT ON THE TAKEOVERS CODE

If, as the result of a Share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. In certain circumstances, a Shareholder or a group of Shareholders acting in concert (depending on the level of increase of the Shareholders' interest) could as a result of increase of its or their interest, 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 no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, on exercise in full of the Repurchase Mandate, the number of issued Shares will decrease from 1,463,214,725 to 1,316,893,253.

As at the Latest Practicable Date, Fame Select Limited held 814,898,642 Shares, representing approximately 58.85% of the issued Share capital of the Company.

The decrease of issued Shares resulted from the full exercise of the Repurchase Mandate will cause the percentage shareholding of Fame Select Limited to increase to approximately 61.88%. Accordingly, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate. The Board currently has no intention to exercise the Repurchase Mandate to the extent which will trigger a mandatory offer under Rule 26 of the Takeovers Code.

The Company has no intention to exercise the Repurchase Mandate to the effect that it will result in the public float to fall below 25% or such other minimum percentage prescribed by the Listing Rules from time to time.

## 5. SHARE PRICE

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the previous twelve months prior to the Latest Practicable Date were as follows:-

	<b>Shares</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>(HK\$)</i>	<i>(HK\$)</i>
2012		
April	2.55	2.05
May	2.25	1.53
June	1.55	1.31
July	1.41	1.10
August	1.15	1.15
September	3.58	0.50
October	1.77	1.25
November	1.51	1.20
December	1.40	0.37
2013		
January	0.88	0.38
February	0.53	0.38
March	0.47	0.38
April (up to the Latest Practicable Date)	0.41	0.35

## 6. REPURCHASE OF SHARES

No purchase of Shares was made by the Company in the previous six months ended on the Latest Practicable Date, whether on the Stock Exchange or otherwise.

## 7. GENERAL

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

No Connected Person has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by Shareholders. The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

Set out below are details of the Directors who are proposed to be re-elected at the AGM.

**1. MR. QIU BIN, AGED 45, EXECUTIVE DIRECTOR (“MR. QIU”)**

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

Mr. Qiu joined the Group at 1 November 2011 as the chief executive officer of Sun Century Property Group Limited, an indirect wholly owned subsidiary incorporated in PRC, and has been appointed as an executive Director of the Company with effect from June 2012. Other than disclosed above, Mr. Qiu 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. Qiu holds a Master’s Degree in Management from the Asia International Open University (Macau). He had worked with various large corporations in Beijing, Shanghai and Shenzhen and been responsible for project investment and assets restructuring. Mr. Qiu has over 15 years of experience in investment management. He was the general manager of China Technology Education Trust Association from January 2009 to October 2011. Save as disclosed above, Mr. Qiu 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. Qiu is an executive Director since June 2012. There is no service contract between the Company and Mr. Qiu. Mr. Qiu 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. Qiu 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. Qiu 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)**

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. Qiu for the year ended 31 December 2012 was HK\$1,200,000.

- (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. Qiu 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. Qiu 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. **MR. CHAU CHEOK WA, AGED 38, 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 September 2011 and 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 engaged in the business of operating and managing V.I.P. clubs at hotels, 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 Group 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 of Hong Kong Limited (“**Stock Exchange**”). 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 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 814,898,642 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)**

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 2012 was HK\$120,000.

**(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).

**3. MS. YEUNG SO MUI, AGED 37, EXECUTIVE DIRECTOR (“MS. YEUNG”)**

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

Ms. Yeung has been appointed as an executive Director from October 2010. 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 the founder and a director of Sparkle Life Charity Fund Limited. Ms. Yeung is experienced in corporate management. Save as disclosed above, Ms. Yeung 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**

Ms. Yeung is an executive Director since October 2010. 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 the sister of Ms. Yeung So Lai and sister-in-law of Ms. Cheng Mei Ching. Both of Ms. Yeung So Lai and Ms. Cheng Mei Ching is the Executive Director of the Company. Ms. Yeung is the spouse of Mr. Cheng Ting Kong, who is a director of a substantial shareholder of the Company, Fame Select Limited, which is owned 50% interest by Mr. Cheng Ting Kong and 50% by Mr. Chau. 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's spouse, Mr. Cheng Ting Kong holds 50% interest in Fame Select Limited, a substantial shareholder of the Company holding 814,898,642 Shares and therefore Ms. Yeung is deemed to have interest in 814,898,642 Shares. Other than disclosed above, 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)**

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 2012 was HK\$120,000.

**(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. MS. CHENG MEI CHING, AGED 31, 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 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 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, 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)**

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 2012 was HK\$120,000.

- (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).

# 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 the Company (the “AGM”) 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 31 May 2013, Friday, at 3:30 p.m. for the purpose of transacting the following business:

#### **ORDINARY BUSINESS**

1. To receive and consider the audited consolidated financial statements and the reports of the Directors and auditors for the year ended 31 December 2012.
2. To authorise the Board of Directors to fix all the Directors’ remuneration and to re-elect the retiring Directors, namely Mr. Qiu Bin, Mr. Chau Cheok Wa, Ms. Yeung So Mui and Ms. Cheng Mei Ching.
3. To re-appoint auditors of the Company and to authorise the Board of Directors to fix their remuneration.
4. To consider as special business, and if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:

#### **“THAT**

- (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on the Main Board (the “**Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with (otherwise than by way of rights issue or pursuant to the exercise of options granted under any of the Company’s share option schemes or any scrip dividend scheme or similar arrangements providing for the allotment of shares in lieu of the

\* For identification purpose only

## NOTICE OF ANNUAL GENERAL MEETING

whole or part of a dividend on shares of the Company pursuant to the articles of association of the Company from time to time) additional shares in the share capital of the Company and to make or grant any offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the directors and shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant any offers, agreements and options which would or might require the exercise of such powers either during or after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (a) above shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes 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 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; or
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

"rights issue" means the allotment or issue of shares in the Company or other securities which would or might require shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding for such purpose any shareholder who is resident in a place where such offer is not permitted under the laws of that place) and, where appropriate, the holders of other equity securities of the Company entitled to such offer, pro rata (apart from fractional entitlements) to their existing holdings of shares or such other equity securities."

## NOTICE OF ANNUAL GENERAL MEETING

5. To consider as special business, and if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as defined in resolution 4(d) set out in the Notice of this Meeting) of all the powers of the Company to repurchase the issued shares of the Company on the Stock Exchange or any other stock exchange on which shares in the capital of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved; and
- (b) the aggregate nominal amount of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined in resolution 4(d) set out in the Notice of this Meeting) shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of this resolution, and the said approval shall be limited accordingly.”
6. To consider as special business, and if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

**“THAT** conditional upon the passing of resolutions Nos. 4 and 5 (as set out in the Notice of this Meeting), the unconditional general mandate granted to the Directors of the Company and for the time being in force to exercise all the powers of the Company to allot, issue and deal with shares of the Company pursuant to resolution No. 4 (as set out in the Notice of this Meeting) be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such unconditional general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution No. 5 (as set out in the Notice of this Meeting), provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing this resolution.”

## NOTICE OF ANNUAL GENERAL MEETING

7. To consider as a special business, and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to and conditional upon the Stock Exchange granting approval for the listing of, and permission to deal in, the shares of HK\$0.10 each in the share capital of the Company (the “**Shares**”) to be issued pursuant to the exercise of options which may be granted under the Share Option Scheme (as defined below), the existing scheme mandate limit (the “**Scheme Mandate Limit**”) in respect of the granting of options under the share option scheme adopted by the Company on 31 January 2007 (the “**Share Option Scheme**”) be refreshed provided that the total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option scheme of the Company must not exceed 10% of the Shares in issue at the date of approval of such refreshment of the Scheme Mandate Limit (options previously granted, outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme or any other share option scheme of the Company shall be disregarded for calculating the Scheme Mandate Limit), and any Director of the Company be and is hereby authorised to do all such acts and things and execute all such document as he/she considers necessary to give effect to the refreshment of the Scheme Mandate Limit and to exercise all power of the Company to allot, issue and deal with the Shares pursuant to the exercise of such options.”

By order of the Board  
**Chau Cheok Wa**  
*Chairman*

Hong Kong, 25 April 2013

*Notes:*

1. A member of the Company who is a holder of two or more Shares, and who is entitled to attend and vote at the AGM is entitled to appoint more than one proxy or a duly authorised corporate representative to attend and vote in his stead. A proxy needs not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the AGM and any adjournment thereof should he so wish. In such event, his form of proxy will be deemed to have been revoked.
2. A form of proxy for the AGM is enclosed with the Company’s circular dated 25 April 2013. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with a valid power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at 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 less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.



## NOTICE OF ANNUAL GENERAL MEETING

3. The Hong Kong branch register of members of the Company will be closed during the period from 29 May 2013, Wednesday, to 31 May 2013, Friday, for the purposes of determining the entitlements of the members of the Company to attend and vote at the AGM. No transfers of Shares may be registered on that day. In order to qualify for the aforesaid entitlements, all transfers accompanied by the relevant share certificates must be lodged with 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 no later than 4:30 p.m. on 28 May 2013, Tuesday.
4. With regard to resolution no. 4 above, the Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the general mandate to be granted under resolution no. 4 above.

*As at the date of this notice, 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.*