
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

**SUN CENTURY GROUP LIMITED****太陽世紀集團有限公司****(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 01383)****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 A, The Joint Professional Centre, Unit 1, G/F., The Center, 99 Queen's Road Central, Hong Kong on 29 May 2014, Thursday, at 4:00 p.m. is set out on pages 18 to 22 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 Level 22, Hopewell Centre, 183 Queen's Road East, 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.

* *For identification purpose only*

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I – EXPLANATORY STATEMENT ON REPURCHASE OF SHARES	10
APPENDIX II – DETAILS OF DIRECTORS STANDING FOR RE-ELECTION	13
NOTICE OF ANNUAL GENERAL MEETING	18

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 A, The Joint Professional Centre, Unit 1, G/F., The Center, 99 Queen’s Road Central, Hong Kong on 29 May 2014, Thursday, at 4:00 p.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in the AGM Notice
“AGM Notice”	the notice dated 15 April 2014 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 Issue Mandate any Shares representing the number of Shares repurchased under the Repurchase Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue 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
“Latest Practicable Date”	7 April 2014, 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 31 May 2013
“Share 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
“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
“Shareholder(s)”	holder(s) of the Share(s)
“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: 01383)

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

15 April 2014

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 Issue Mandate;

* For identification purpose only

LETTER FROM THE BOARD

- (b) the granting to the Directors of the Repurchase Mandate;
- (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 31 May 2013, resolutions for the Issue 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) ISSUE MANDATE

An ordinary resolution will be proposed at the AGM to approve the granting of the Issue Mandate. The new Issue 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 1,468,214,725 fully paid-up Shares. Subject to the passing of the resolution granting the Issue 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 Issue Mandate could result in up to new issue of 293,642,945 Shares. There is no present intention for any issuance of Shares pursuant to the Issue 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 1,468,214,725 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 146,821,472 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 Issue Mandate any Shares repurchased pursuant to the Repurchase Mandate.

The authority conferred on the Directors by the Issue 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 and 31 May 2013, the Directors were authorised to grant options to subscribe for 104,250,000 and 146,321,472 Shares respectively, 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;

LETTER FROM THE BOARD

- (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
- (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 146,321,472 Shares, being 10% of the Shares in issue as at 31 May 2013, the date of approval of existing Scheme Mandate Limit. Since 31 May 2013 and up to the Latest Practicable Date, Share Options carrying rights to subscribe for 130,000,000 Shares (representing about 88.85% of the maximum number of Shares allowed to be issued under the existing Scheme Mandate Limit and about 8.85% 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 125,000,000 Share Options are outstanding. Share Options for subscription of 0 Shares have been cancelled or lapsed and 5,000,000 Shares have been exercised.

If the further refreshment of the Scheme Mandate Limit is approved at the AGM, based on the 1,468,214,725 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 146,821,472 Shares under the Share Option Scheme (representing 10% of the issued share capital of the Company as at the date of the AGM).

Since the day of adoption the Share Option Scheme and as at the Latest Practicable Date, the cumulative total numbers of Shares which may be issued upon exercise of all outstanding Share Options were 133,981,243 Shares, representing approximately 9.13% 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 280,802,715 Shares, representing approximately 19.13% 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.

LETTER FROM THE BOARD

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.

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 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.

Name	Position
(a) Ms. Yeung So Lai	Executive Director
(b) Mr. Tou Kin Chuen	Independent Non-Executive Director
(c) Dr. Wu Kam Fun Roderick	Independent Non-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.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 18 to 22 of this circular and a form of proxy for use at the AGM is herein enclosed.

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, Level 22, Hopewell Centre, 183 Queen's Road East, 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 27 May 2014, Tuesday, to 29 May 2014, Thursday, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by no later than 4:30 p.m. on 26 May 2014, Monday.

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 of Director, Issue 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.

LETTER FROM THE BOARD

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, include particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Director, 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 1,468,214,725 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 146,821,472 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 1,468,214,725 to 1,321,393,253.

As at the Latest Practicable Date, Fame Select Limited held 861,048,842 Shares, representing approximately 58.65% 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 65.16%. 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:–

	Shares	
	Highest (HK\$)	Lowest (HK\$)
<i>2013</i>		
April	0.405	0.360
May	0.465	0.335
June	0.465	0.370
July	0.390	0.360
August	0.425	0.360
September	0.385	0.360
October	0.415	0.360
November	0.405	0.375
December	0.415	0.375
<i>2014</i>		
January	0.600	0.380
February	0.455	0.390
March	0.415	0.350
April (up to the Latest Practicable Date)	0.380	0.355

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. MS. YEUNG SO LAI, AGED 36, EXECUTIVE DIRECTOR (“MS. YEUNG”)

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

Ms. Yeung joined the Group on 2 September 2011 as an executive Director of the Company and acted as chief executive officer of the Company on 1 February 2012. 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 a 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 was an executive director of Sun International Resources Limited (“Sun International”), a company listed on the Growth Enterprise Market of the Stock Exchange and resigned on 13 August 2013. Ms. Yeung is currently an executive director and chief executive officer of JF Household Furnishings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 0776). 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 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 the sister of Ms. Yeung So Mui, an executive Director. 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**

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 2013 was HK\$1,275,300.

- (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).

2. MR. TOU KIN CHUEN, AGED 37, 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, chairman of audit committee and the member of remuneration committee and nomination committee of the Company with effect from 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 April 2012. Mr. Tou has entered a service contract with the Company for a term of 3 years and is subject to retirement by rotation and other related provisions as stipulated in the articles of association of the Company. The service contract of Mr. Tou, if elected, will be renewed with effect from the conclusion of the AGM for a term of not more than approximately 3 years expiring at the conclusion of the Company's annual general meeting to be held in 2017.

- (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**

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. Tou for the year ended 31 December 2013 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. 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).

3. DR. WU KAM FUN RODERICK, AGED 76, 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, chairman of nomination committee and the member of audit committee and remuneration committee of the Company with effect from 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 Honorary Doctorate of the University from the University of Buckingham, United Kingdom. Dr. Wu is also Associate of Chartered Institute of Arbitrators and a Barrister of the Inner Temple, the Victorian Bar, Australia and 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 practicing members of Hong Kong Bar Association.

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

Dr. Wu is an independent non-executive Director since April 2012. Dr. Wu has entered a service contract with the Company for a term of 3 years and is subject to retirement by rotation and other related provisions as stipulated in the articles of association of the Company. The service contract of Dr. Wu, if elected, will be renewed with effect from the conclusion of the AGM for a term of not more than approximately 3 years expiring at the conclusion of the Company’s annual general meeting to be held in 2017.

(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

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

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 Dr. Wu for the year ended 31 December 2013 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 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).

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: 01383)

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company (the “AGM”) will be held at Training Room A, The Joint Professional Centre, Unit 1, G/F., The Center, 99 Queen’s Road Central, Hong Kong on 29 May 2014, Thursday, at 4:00 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 2013.
2. To authorise the Board of Directors to fix all the Directors’ remuneration and to re-elect the retiring Directors, namely Ms. Yeung So Lai, Mr. Tou Kin Chuen, and Dr. Wu Kam Fun Roderick.
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:

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

“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 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;

NOTICE OF ANNUAL 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.”

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.”

NOTICE OF ANNUAL GENERAL MEETING

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.”

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, 15 April 2014

NOTICE OF ANNUAL GENERAL MEETING

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 15 April 2014. 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
3. The Hong Kong branch register of members of the Company will be closed during the period from 27 May 2014, Tuesday to 29 May 2014, Thursday, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on 26 May 2014, Monday.
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