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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)**

### **(1) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL; AND (2) PROPOSED ADOPTION OF CHINESE NAME**

#### **PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**

The Board proposes to increase the authorised share capital of the Company from HK\$300,000,000 (divided into 3,000,000,000 Shares) to HK\$5,000,000,000 (divided into 50,000,000,000 Shares) by the creation of an additional 47,000,000,000 Shares, which will rank *pari passu* with all existing Shares.

The Increase in Authorised Share Capital is conditional upon the passing of an ordinary resolution by the Shareholders at the forthcoming EGM to approve the Increase in Authorised Share Capital.

#### **PROPOSED ADOPTION OF CHINESE NAME**

The Board announces that the Company proposes to adopt the Chinese name “太陽世紀集團有限公司” as its dual foreign name. The Chinese name “太陽世紀集團有限公司” is currently used as the Chinese translation of the Company’s name and for identification purposes only.

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve, among other things, (i) the Increase in Authorised Share Capital; and (ii) the Adoption of Chinese Name. A circular containing, among other things, further details about the Increase in Authorised Share Capital, the Adoption of Chinese Name and the notice convening the EGM will be despatched by the Company to the Shareholders as soon as practicable.

\* *For identification purposes only*

## **PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**

The existing authorised share capital of the Company is HK\$300,000,000 divided into 3,000,000,000 Shares of which 1,468,214,725 Shares are in issue and there are outstanding Share Options carrying rights to subscribe for an aggregate of 133,981,243 Shares.

In order to provide the Company with greater flexibility to raise funds by allotting and issuing Shares in the future as and when necessary, the Board proposes to increase the authorised share capital of the Company from HK\$300,000,000 (divided into 3,000,000,000 Shares) to HK\$5,000,000,000 (divided into 50,000,000,000 Shares) by the creation of an additional 47,000,000,000 Shares, which will rank pari passu with all existing Shares.

The Increase in Authorised Share Capital is conditional upon the passing of an ordinary resolution by the Shareholders at the EGM to approve the Increase in Authorised Share Capital.

## **PROPOSED ADOPTION OF CHINESE NAME**

The Board announces that the Company proposes to adopt its current Chinese name “太陽世紀集團有限公司” as its dual foreign name. The Chinese name “太陽世紀集團有限公司” is currently used as the Chinese translation of the Company’s name and for identification purposes only.

## **CONDITIONS OF THE ADOPTION OF CHINESE NAME**

The Adoption of Chinese Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the forthcoming EGM approving the Adoption of Chinese Name; and
- (ii) the approval by the Registrar of Companies in the Cayman Islands of the Adoption of Chinese Name.

The relevant filing with the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolution at the EGM.

Subject to the satisfaction of the conditions set out above, the dual foreign name in Chinese of the Company will be entered on the register maintained by the Registrar of Companies of the Cayman Islands. The Adoption of Chinese Name will take effect from the date on which the Registrar of Companies of the Cayman Islands issuing a Certificate of Incorporation on Adoption of Dual Foreign Name to the Company. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

## **REASONS FOR THE ADOPTION OF CHINESE NAME**

The Group is principally engaged in the development of middle to high end residential and commercial properties as well as leasing of commercial properties in Guangdong, Liaoning and Anhui Provinces, the People's Republic of China. The Board considers that the proposed Adoption of Chinese Name can strengthen the Company's corporate image and identity. The Board believes that the Adoption of Chinese Name is in the best interests of the Company and the Shareholders as a whole.

## **EFFECT OF THE ADOPTION OF CHINESE NAME**

The Adoption of Chinese Name will not affect any rights of the Shareholders. All existing share certificates in issue bearing the existing name of the Company are valid for trading, settlement and registration purposes. There will not be any arrangement for exchange of existing share certificates for new share certificates as a result of the Adoption of Chinese Name.

The Chinese stock short name of the Company for trading in the Shares on the Stock Exchange, namely “太陽世紀集團”, will remain unchanged.

## **EGM**

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve, among other things, (i) the Increase in Authorised Share Capital; and (ii) the Adoption of Chinese Name. A circular containing, among other things, further details about the Increase in Authorised Share Capital, the Adoption of Chinese Name and the notice convening the EGM will be despatched to the Shareholders as soon as practicable.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

“Adoption of Chinese Name”	the proposed adoption of the Chinese name “太陽世紀集團有限公司” as the dual foreign name of the Company
“Board”	the board of Directors
“Company”	Sun Century Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company

“EGM”	extraordinary general meeting of the Company to be convened for the purposes of approving, among other things, the Increase in Authorised Share Capital and the Adoption of Chinese Name
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Increase in Authorised Share Capital”	the increase in the authorised share capital of the Company from HK\$300,000,000 (divided into 3,000,000,000 Shares) to HK\$5,000,000,000 (divided into 50,000,000,000 Shares) by the creation of an additional 47,000,000,000 Shares
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Share Options”	means share options granted to certain eligible participants under the share option scheme of the Company adopted on 31 January 2007
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong

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

Hong Kong, 28 April 2014

*As at the date of this announcement, the executive Directors are Mr. Chua 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.*