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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

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**SUN CENTURY GROUP LIMITED****太陽世紀集團有限公司****(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 1383)**

- (1) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL;
(2) PROPOSED ADOPTION OF CHINESE NAME;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting (the “EGM”) 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 Thursday, 29 May 2014 at 5:00 p.m. is set out on pages 7 to 9 of this circular. A form of proxy for the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company 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 less than 48 hours before the time appointed for the holding of the EGM. Completion and return of the enclosed form of proxy will not preclude you from attending and voting in person at such meeting or any adjournment meeting should you so wish and in such event, the proxy shall be deemed to be revoked.

5 May 2014

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DEFINITIONS

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

“Announcement”	announcement of the Company dated 28 April 2014 in relation to, among other things, the Increase in Authorised Share Capital and the Adoption of Chinese Name
“Adoption of Chinese Name”	the adoption of the Chinese Name as the dual foreign name of the Company
“Board”	the board of Directors
“Chinese Name”	“太陽世紀集團有限公司”, the Chinese name proposed to be adopted by the Company as its dual foreign name
“Company”	Sun Century Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held and convened at Training Room A, The Joint Professional Centre, Unit 1, G/F., The Center, 99 Queen’s Road Central, Hong Kong on Thursday, 29 May 2014 at 5:00 p.m. for the purpose of, among other matters, approving the Increase in Authorised Share Capital and the Adoption of Chinese Name
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Increase in Authorised Share Capital”	the proposed increase in the authorized 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 creating an additional 47,000,000,000 Shares
“Latest Practicable Date”	30 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Options”	means the 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

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:

Mr. Chau Cheok Wa (*Chairman*)
Ms. Yeung So Mui
Ms. Cheng Mei Ching
Ms. Yeung So Lai
Mr. Qiu Bin

Independent non-executive Directors:

Mr. Tou Kin Chuen
Dr. Wu Kam Fun Roderick
Mr. Lo Wai Tung John

Registered office:

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

*Head office and principal place
of business in Hong Kong:*

Room 2108, 21/F
China Merchants Tower
Shun Tak Centre
168-200 Connaught Rd Central
Hong Kong

5 May 2014

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to provide information reasonably necessary to enable the Shareholders to make a decision on whether to vote for or against the ordinary resolution for the approval of, inter alia, the Increase in Authorised Share Capital, and a special resolution for the approval of the adoption of the Chinese Name as the dual foreign name of the Company.

* For identification purpose only

LETTER FROM THE BOARD

INCREASE IN AUTHORISED SHARE CAPITAL

The Company had an authorised share capital of 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 as at the Latest Practicable Date. As stated in the Announcement, the Board proposed 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 creating an additional 47,000,000,000 new Shares. The new Shares shall rank pari passu with the existing Shares upon issue.

Reasons for the Increase in Authorised Share Capital

In order to accommodate future issues of Shares which shall include but not limited to provide the Company with greater flexibility to raise fund by allotting and issuing Shares in the future as and when necessary, the Board proposed the Increase in Authorised Share Capital.

Condition of the Increase in Authorised Share Capital

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.

ADOPTION OF CHINESE NAME AS THE COMPANY'S DUAL FOREIGN NAME

As stated in the Announcement, the Board proposed to adopt its current Chinese Name “太陽世紀集團有限公司” as its dual foreign name. The Chinese Name is currently 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.

LETTER FROM THE BOARD

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 shall 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 of 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.

Further announcement will be made by the Company regarding the effective date of the Adoption of Chinese Name.

EGM

At the EGM, ordinary resolutions will be proposed for, inter alia, the Increase in Authorised Share Capital and a special resolution will be proposed for the Adoption of Chinese Name.

A notice convening the EGM 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 Thursday, 29 May 2014 at 5:00 p.m. is set out on pages 7 to 9 of this circular.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, none of the Shareholders has a material interest in the Increase in Authorised Share Capital and the Adoption of Chinese Name as at the Latest Practicable Date and as such, none of the Shareholders will be required to abstain from voting at the EGM in respect of the resolutions relating to the Increase in Authorised Share Capital and the Adoption of Chinese Name.

LETTER FROM THE BOARD

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend and vote at such meeting, you are requested to complete and return the enclosed form of proxy 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 in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

RECOMMENDATION

The Board considers that the Increase in Authorised Share Capital and the proposed Adoption of Chinese Name as the dual foreign name of the Company are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions as set out in the notice of the EGM.

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.

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

NOTICE OF EGM



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 an extraordinary general meeting (the “**Meeting**”) of Sun Century Group Limited (the “**Company**”) 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 Thursday, 29 May 2014 at 5:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments as an ordinary resolution and a special resolution, respectively:

ORDINARY RESOLUTION

1. “**THAT**

- (a) the authorised share capital of the Company be increased from HK\$300,000,000 divided into 3,000,000,000 shares of HK\$0.10 each (“**Share(s)**”) to HK\$5,000,000,000 divided into 50,000,000,000 Shares by the creation of an additional 47,000,000,000 new Shares (the “**Increase in Authorised Share Capital**”); and
- (b) any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”

* *For identification purpose only*

NOTICE OF EGM

SPECIAL RESOLUTION

2. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the Chinese name “太陽世紀集團有限公司” be adopted as the dual foreign name of the Company, and that any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to such adoption of the Chinese name of the Company and to attend to any necessary filing or registration for and on behalf of the Company.”

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

Hong Kong, 5 May 2014

Registered office:

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

*Head office and principal place of
business in Hong Kong:*

Room 2108, 21/F
China Merchants Tower
Shun Tak Centre
168-200 Connaught Rd Central
Hong Kong

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the Meeting is enclosed. Whether or not you intend to attend the Meeting in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the Meeting or any adjournment thereof, should he so wish.

NOTICE OF EGM

3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Hong Kong branch share registrar and transfer office of the Company, 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 Meeting or any adjournment thereof.

4. In the case of joint holders of shares, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holder are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.