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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 14 NOVEMBER 2016

The Board is pleased to announce that all the ordinary resolutions as set out in the Notice were duly passed by the Independent Shareholders by way of poll at the EGM held on 14 November 2016.

Reference is made to the circular (the “**Circular**”) incorporating the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of Sun Century Group Limited (the “**Company**”) dated 28 October 2016. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the ordinary resolutions set out in the Notice contained in the Circular were duly passed by the Independent Shareholders by way of poll at the EGM held on 14 November 2016.

As at the date of the EGM, the total number of issued Shares was 1,502,314,725 Shares. Fame Select, Mr. Chau, Mr. Cheng Ting Kong, Ms. Yeung So Mui, and their respective associates were required to abstain, and had abstained, (i) from voting in favour of the ordinary resolution at the EGM approving the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder; and (ii) from voting on the ordinary resolution at the EGM approving the CB Subscription Agreement and the transactions contemplated thereunder. Fame Select was interested in 861,048,842 Shares, representing approximately 57.31% of the existing issued share capital of the Company. Accordingly, there were a total of 641,265,883 Shares entitling the Independent Shareholders to attend and vote for or against the respective ordinary resolutions approving the Rights Issue, the Underwriting Agreement, the CB Subscription Agreement and the transactions

contemplated respectively thereunder at the EGM. Save as disclosed above, no other Shareholders were required to abstain from voting on any of the ordinary resolutions and no other Shareholders were entitled to attend but were required to abstain from voting in favour of any of the ordinary resolutions at the EGM pursuant to Rule 13.40 of the Listing Rules.

Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

The poll results in respect of the ordinary resolutions are as follows:

ORDINARY RESOLUTIONS		Number of votes cast (approximate % of total number of votes cast)	
		For	Against
1.	To approve the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Rights Shares.	123,604,405 (99.942%)	72,100 (0.058%)
2.	To approve, confirm and ratify the Subscription Agreement and the transactions contemplated thereunder, including but not limited to the issue of the Convertible Bonds and the allotment and issue of the Conversion Shares.	123,604,405 (99.942%)	72,100 (0.058%)

As more than 50% of the votes were cast in favour of each of the resolutions of the EGM, all the resolutions at the EGM were duly passed as ordinary resolutions of the Company.

DESPATCH OF THE PROSPECTUS DOCUMENTS

Subject to the registration of the Prospectus Documents with the Registrar of Companies in Hong Kong, it is expected that the Prospectus Documents (and for the Non-Qualifying Shareholders, the Prospectus only) will be despatched on 22 November 2016 to the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date, i.e. 21 November 2016.

Qualifying Shareholders are reminded that the Latest Time for Acceptance is 4:00 p.m. on Tuesday, 6 December 2016.

WARNING OF THE RISKS OF DEALINGS IN THE SHARES AND THE NIL-PAID RIGHTS SHARES

The Rights Issue is conditional on the Underwriting Agreement having become unconditional and not having terminated in accordance with the terms thereof. Accordingly, the Rights Issue may or may not proceed. Shareholders and potential investors of the Company should exercise caution when dealing in Shares.

Shareholders should note that the Shares will be dealt in on an ex-rights basis commencing from Wednesday, 16 November 2016 and that dealings in the Shares will take place while the conditions to which the Rights Issue is subject remain unfulfilled. Any dealings by the Shareholders and other persons in the Shares from the date of this announcement up to the date on which the Rights Issue becomes unconditional (which is expected to be at 4:00 p.m. on Friday, 9 December 2016), and any dealings in the Rights Shares in their nil-paid form from Thursday, 24 November 2016 to Thursday, 1 December 2016 (both dates inclusive), will be at their own risk and if they are in any doubt about their position, they should consult their own professional advisers.

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

Hong Kong, 14 November 2016

As at the date of this notice, the executive Directors are Mr. Chau Cheok Wa, Ms. Yeung So Mui, Ms. Cheng Mei Ching, and Ms. Yeung So Lai; and the independent non-executive Directors are Mr. Tou Kin Chuen, Dr. Wu Kam Fun Roderick and Mr. Lo Wai Tung John.