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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**EGM**”) of Sun Century Group Limited (the “**Company**”) to be held at 20/F, OfficePlus @Sheung Wan, 93-103 Wing Lok Street, Sheung Wan, Hong Kong on Friday, 31 March 2017, at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments as resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the agreement dated 6 February 2017 (the “**Hotel Accommodation Procurement Agreement**”) entered into between Sun Travel Ltd. (formerly known as Suncity Group Tourism Limited) (“**Sun Travel**”), a wholly-owned subsidiary of the Company and Sun City Gaming Promotion Company Limited (“**Sun City Gaming Promotion**”) in relation to, among others, the procurement by Sun Travel for the provision of hotel accommodation and related services (the “**Hotel Accommodation Products**”) by Sun City Gaming Promotion (a copy of which is marked “A” and produced to the EGM and signed by the chairman of the EGM for identification purpose) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved and the directors of the Company (the “**Directors**”) be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the implementation of and giving effect to the Hotel Accommodation Procurement Agreement (including the cap thereof) and the transactions contemplated thereunder; and

- (b) any Director be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements (whether under common seal or not) and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in the Hotel Accommodation Procurement Agreement and the transactions contemplated thereunder as he/she/they may in his/her/their absolute discretion consider necessary, desirable or expedient to give effect to the Hotel Accommodation Procurement Agreement and the implementation of all transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”

2. **“THAT**

- (a) subject to The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) granting the listing of, and permission to deal in, the ordinary shares of HK\$0.10 each in the share capital of the Company (each a **“Share”**) to be issued pursuant to the exercise of options which may be granted under the Scheme Mandate Limit (as defined below) and pursuant to the share option scheme of the Company adopted on 2 June 2016 (the **“Share Option Scheme”**), approval be and is hereby generally and unconditionally granted for refreshing and renewing the Scheme Mandate Limit (as defined below) under the Share Option Scheme provided that (i) the total number of Shares which may be allotted and issued upon the exercise of the options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 10 per cent. of the total number of Shares in issue as at the date of the passing of this resolution (the **“Scheme Mandate Limit”**) (the 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 (ii) the total number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) must not in aggregate exceed 30 per cent. of the Shares in issue from time to time; and
- (b) the Directors be and are hereby authorised, at their absolute discretion, to grant options under the Share Option Scheme up to the Scheme Mandate Limit and to exercise all the powers of the Company to allot, issue and deal with the Shares pursuant to the exercise of such options.”

SPECIAL RESOLUTION

3. “**THAT** subject to any necessary approval of the Registrar of Companies in the Cayman Islands in relation to the Proposed Change of Company Name (as defined below) being obtained, the English name of the Company be changed from “SUN CENTURY GROUP LIMITED” to “SUNCITY GROUP HOLDINGS LIMITED” and the Chinese name “太陽城集團控股有限公司” be adopted as the dual foreign name of the Company to replace its existing Chinese name “太陽世紀集團有限公司” (the “**Proposed Change of Company Name**”), and any Director be and is hereby authorised to do all such acts, deeds and things and execute all such documents as he/she may consider necessary or expedient to give effect to the Proposed Change of the Company Name and the transactions contemplated thereunder.”

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

Hong Kong, 8 March 2017

Notes:

- (i) A Shareholder entitled to attend and vote at the EGM is entitled to appoint another person as proxy to attend and, on a poll, vote in accordance with the articles of association of the Company. A proxy need not be a Shareholder.
- (ii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s); and for this purpose seniority shall be determined as the person so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- (iii) In order to be valid, a form of proxy must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude members of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.

As at the date of this announcement, 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.