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SUN CENTURY GROUP LIMITED

太陽世紀集團有限公司

(to be renamed as “**Suncity Group Holdings Limited**” “**太陽城集團控股有限公司**”)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1383)

GRANT OF SHARE OPTIONS

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The board of Directors had resolved to grant Share Options to the Grantees to subscribe for up to a total of 37,000,000 Shares, subject to acceptance of the Grantees, under the Share Option Scheme.

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This announcement is made pursuant to Rules 17.06A of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board of the directors (the “**Directors**” or the “**Board**”) of Sun Century Group Limited (to be renamed as “Suncity Group Holdings Limited”) (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that the Board had resolved to grant share options (the “**Share Options**”) under the share option scheme adopted by the Company by way of shareholders’ resolution passed on 2 June 2016 (the “**Share Option Scheme**”) to certain eligible participants (including consultants of the Group) (the “**Grantees**”) to subscribe, in aggregate, for up to 37,000,000 ordinary shares of HK\$0.10 each (each a “**Share**”) in the share capital of the Company subject to acceptance of the Grantees.

The Grantees will be granted 37,000,000 Share Options conferring the Grantees the right to subscribe for up to 37,000,000 Shares. Details of the Share Options are set out below:

Date of grant	:	19 April 2017 (the “ Date of Grant ”)
Exercise price of the Share Options granted	:	HK\$0.7 per Share (being the highest of (i) the closing price of HK\$0.7 per Share as quoted in the Stock Exchange’s daily quotation sheet on the Date of Grant; (ii) the average closing price of HK\$0.6 per Share as quoted in the Stock Exchange’s daily quotation sheets for the five (5) business days immediately preceding the Date of Grant; and (iii) the nominal value of HK\$0.10 per Share)
Number of Share Options granted	:	an aggregate of 37,000,000 Share Options, each Share Option entitling the holder of the Share Options to subscribe for one (1) Share at the exercise price (subject to adjustments in accordance with the terms and conditions of the Share Option Scheme)
Closing price of the Share on the Date of Grant	:	HK\$0.7 per Share
Validity period of the Share Options (“ Validity Period ”)	:	From 19 April 2017 to 18 April 2027 as long as the Grantees remain as eligible participants in accordance with the terms of the Share Option Scheme
Exercise period of the Share Options (“ Exercise Period ”)	:	As long as the Grantees remain as eligible participants under the Share Option Scheme, in respect of the 20,500,000 Share Options granted to the Grantees who are the consultants of the Group, the Share Options are exercisable subject to the following vesting conditions in accordance with the following schedule
		(i) as to 20% of the Share Options are exercisable during the period commencing from the Date of Grant to 18 April 2027;
		(ii) as to 30% of the Share Options are exercisable during the period commencing from 19 April 2018 to 18 April 2027; and

(iii) as to the remaining balance of 50% of the Share Options are exercisable during the period commencing from 19 April 2019 to 18 April 2027.

In respect of the 16,500,000 Share Options granted to the Grantees who are consultants of the Group, the 16,500,000 Share Options are not subject to any vesting conditions and exercisable from the Date of Grant to 18 April 2027 as long as the relevant Grantees remain as eligible participants under the Share Option Scheme.

Save as disclosed in this announcement, none of the Grantees is a Director, chief executive or substantial shareholder of the Company or any of their respective associates (as defined under the Listing Rules).

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

Hong Kong, 19 April 2017

As at the date of this announcement, the executive Directors are Mr. Chau Cheok Wa, Ms. Yeung So Mui, Mr. Lo Kai Bong, Mr. Au Chung On John and Mr. Manuel Assis Da Silva; and the independent non-executive Directors are Mr. Tou Kin Chuen, Dr. Wu Kam Fun Roderick and Mr. Lo Wai Tung John.