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SUNCITY GROUP HOLDINGS LIMITED

太陽城集團控股有限公司

(formerly known as “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 EGM

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**EGM**”) of Suncity Group Holdings Limited (the “**Company**”) to be held at Room I-II, 3/F, The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on 23 June 2017, at 2:45 p.m. (or immediately after the conclusion of the annual general meeting which is to be held on the same day and at the same place at 2:30 p.m., whichever is earlier) for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the conditional supplemental agreement dated 15 May 2017 (the “**Revised HAP 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**”) (a copy of which is marked “A” and produced to the EGM and signed by the chairman of the EGM for identification purpose) in relation to, among others, the revision of the original annual cap under the original master supply agreement dated 6 February 2017 entered into between Sun Travel and Sun City Gaming Promotion (the “**Original HAP Agreement**”) in respect of, among others, procurement by Sun Travel for the provision of hotel accommodation and related services (the “**Hotel Accommodation Products**”) by Sun City Gaming Promotion and the provision of additional annual caps for each of the two years ending 31 December 2019 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 Revised HAP Agreement (including the annual caps 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 Revised HAP 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 Revised HAP 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.”

By order of the Board
Suncity Group Holdings Limited
Chau Cheok Wa
Chairman

Hong Kong, 5 June 2017

Registered office:

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Hutchins Drive
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Cayman Islands

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business in Hong Kong:*

Room 1201-1202, 12/F.
China Merchants Tower
Sun Tak Centre
168-200 Connaught Road Central
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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 notice, 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.