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**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)**

**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 Meeting Room 1-2, 38/F., Holiday Inn Express Hong Kong SoHo, 83 Jervois Street, Sheung Wan, Hong Kong at 3:30 p.m. on 21 November 2017 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 acquisition agreement dated 27 July 2017 (the “**Acquisition Agreement**”) entered into among Gold Summit Limited as the purchaser, Suncity International Holdings Limited as the vendor (the “**Vendor**”) and Mr. Chau Cheok Wa as the guarantor in relation to, among other things, the sale and purchase of (i) the 50,000 shares in the issued share capital of Star Admiral Limited (the “**Target**”), which represents the entire issued share capital of the Target; and (ii) the shareholder’s loan owed by the Target and the transactions contemplated thereunder be and are 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 give effect to the Acquisition Agreement and the transactions contemplated thereunder;
- (b) the issue of the convertible bonds in the principal amount of HK\$297,000,000 (the “**Convertible Bonds**”) by the Company to the Vendor (or as it may direct) to settle part of the consideration under the Acquisition Agreement in accordance with the terms and conditions of the Acquisition Agreement and all transactions contemplated be and is hereby approved, confirmed and ratified; and the allotment and issue of new ordinary shares (the “**Conversion Share(s)**”) of HK\$0.10 each in the share capital of the Company at the initial conversion price of HK\$0.90 per Conversion Share which may fall to be issued upon exercise of the conversion rights attaching to the Convertible Bonds to the relevant holder(s) of the Convertible Bonds be and are hereby approved, confirmed and ratified;

- (c) subject to the Stock Exchange granting the listing of, and permission to deal in, the Conversion Shares to be allotted and issued, the Directors be and are hereby granted a specific mandate (the “**Specific Mandate**”) to allot and issue the Conversion Shares to be allotted and issued upon the exercise of the conversion rights attaching to the Convertible Bonds pursuant to the Acquisition Agreement. The Specific Mandate is in addition to, and shall not prejudice nor revoke any existing or such other general or special mandates which may from time to time be granted to the Directors prior to passing of this resolution; and
- (d) 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 Acquisition 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 Acquisition 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, 1 November 2017

*Registered office:*

Cricket Square  
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Grand Cayman KY1-1111  
Cayman Islands

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

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China Merchants Tower  
Shun Tak Centre  
168-200 Connaught Road Central  
Hong Kong

*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, at 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 (as the case may be). 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.
- (iv) The register of members of the Company will be closed from 16 November 2017 to 21 November 2017 (both dates inclusive) for determining the identity of the Shareholders who are entitled to attend and vote at the EGM. No transfer of Shares will be registered during this period. Shareholders whose name appears on the register of members of the Company on 21 November 2017 shall be entitled to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, unregistered holders of the Shares should ensure that all transfer forms accompanied by the relevant share certificates must be lodged with the share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on 15 November 2017.

*As at the date of this announcement, the executive Directors are Mr. Chau Cheok Wa, 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.*