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If you are in doubt as to any aspect about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitors, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in SUNCITY GROUP HOLDINGS LIMITED, you should at once hand this circular and proxy form enclosed herein to the purchaser or transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting (the “EGM”) of **Suncity Group Holdings Limited** (the “Company”) to be held at Jade Room, Artyzen Club, 401A, 4th Floor, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on 15 August 2022 (Monday), at 3:00 p.m. is set out on pages 6 to 7 of this circular.

Whether or not you are able to attend the EGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

Please see page 1 of this circular for measures being taken to try to prevent and control the spread of the Coronavirus Disease (“COVID-19”) at the EGM, including:

- **compulsory body temperature checks and health declarations**
- **recommended wearing of a surgical face mask for each attendee**
- **no distribution of corporate gift or refreshment**

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. The Company reminds Shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the meeting in person.

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PRECAUTIONARY MEASURES FOR THE EGM

The health of our Shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Coronavirus Disease (“**COVID-19**”) pandemic, the Company will implement the following precautionary measures at the EGM to protect attending Shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) The Company encourages each attendee to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshment will be served, and there will be no corporate gift.
- (iv) Each attendee may be asked whether (a) he/she travels outside of Hong Kong within the 14-day period immediately before the EGM; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the meeting venue or be required to leave the meeting venue.

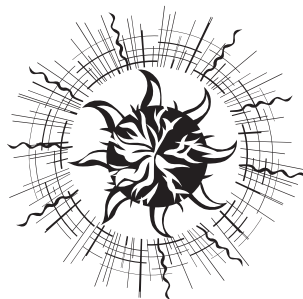
In addition, the Company reminds all Shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this circular.

If any Shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter in writing to our principal place of business in Hong Kong (for the attention of Investor Relations Department) or to our email at ir@suncitygroupholdings.com.

If any Shareholder has any question relating to the meeting, please contact Tricor Investor Services Limited, the Company’s branch share registrar as follows:

Tricor Investor Services Limited
Level 54
Hopewell Centre
183 Queen’s Road East
Hong Kong (which will be relocated to 17/F, Far East Finance Centre, 16 Harcourt Road,
Hong Kong with effect from 15 August 2022)
Email: is-enquiries@hk.tricorglobal.com
Tel: (852) 2980 1333
Fax: (852) 2810 8185

LETTER FROM THE BOARD



太陽城集團
SUNCITY GROUP

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)

Executive Directors:

Lo Kai Bong
Au Chung On John
Manuel Assis Da Silva

Independent non-executive Directors:

Tou Kin Chuen
Wu Kam Fun Roderick
Lo Wai Tung John

Register Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal Place of Business

in Hong Kong:
Unit 1705, 17/F.
West Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

22 July 2022

To the Shareholders,

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

Reference is made to the announcement of Suncity Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 18 July 2022 regarding the change of the name of the Company from “Suncity Group Holdings Limited 太陽城集團控股有限公司” to “LET Group Holdings Limited” (the “**Proposed Change of Company Name**”).

LETTER FROM THE BOARD

The purpose of this circular is to provide the shareholders of the Company (the “**Shareholders**”) with details regarding the Proposed Change of Company Name and the related special resolution to be proposed at the extraordinary general meeting (the “**EGM**”), together with the notice convening the EGM.

2. PROPOSED CHANGE OF COMPANY NAME

The board of directors (the “**Board**”) proposes to change the name of the Company from “Suncity Group Holdings Limited 太陽城集團控股有限公司” to “LET Group Holdings Limited”.

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is conditional upon the following conditions having been satisfied:

- (i) the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at the EGM; and
- (ii) the Registrar of Companies in the Cayman Islands granting approval for the Proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands registers the new name in place of the existing name of the Company as set out in the certificate of incorporation on change of name to be issued by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing and/or registration procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

Reasons for the Proposed Change of Company Name

The Group is principally engaged in (i) through Suntrust Resort Holdings, Inc. and its subsidiaries, the development and operation of an integrated resort in the Philippines; (ii) through Summit Ascent Holdings Limited and its subsidiaries, the operation of the hotel and gaming business in the Integrated Entertainment Zone of the Primorye Region in the Russian Federation; (iii) property development in Japan; and (iv) management and operation of malls in The People’s Republic of China.

With “L” in the new name standing for “Leisure”, “E” in the new name standing for “Entertainment”, and “T” in the new name standing for “Taste”, the Board is of the view that the Proposed Change of Company Name will better reflect the Group’s strategic business plan and its future development direction with the focus on tourism-related business. The Board believes that the new name can bring a new atmosphere to the Company’s corporate image and identity, which will help the Company better capture potential business opportunities and benefit the future development of the Group. Accordingly, the Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the Shareholders or the daily operations of the Company or its financial position. All the existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be effective and as documents of title to the shares of the Company (the “**Shares**”) and will continue to be valid for trading, settlement, registration and delivery purposes.

Accordingly, there will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company. Upon the Proposed Change of Company Name becoming effective, all new share certificates of the Company will be issued only in the new name of the Company.

After the Proposed Change of Company Name becomes effective, (i) the English and Chinese stock short names of the Company for trading of the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) will be changed and removed respectively subject to the confirmation by the Stock Exchange; and (ii) the website address of the Company will also be changed.

A special resolution will be proposed at the EGM to consider and, if thought fit, approve the Proposed Change of Company Name. Further announcement(s) will be made by the Company to inform the Shareholders of, among other things, the poll results of the EGM, the effective date of the Proposed Change of Company Name, the new English stock short name of the Company for trading of the Shares on the Stock Exchange and the new website address of the Company as and when appropriate.

3. EGM

The EGM Notice is set out on pages 6 to 7 of this circular. The EGM will be held at Jade Room, Artyzen Club, 401A, 4th Floor, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Monday, 15 August 2022 at 3:00 p.m. for the purpose of considering and, if thought fit, approving the Proposed Change of Company Name.

To the best of the knowledge, information and belief of the directors of the Company (the “**Directors**”) having made all reasonable enquiries, none of the Shareholders has direct or indirect material interest in the Proposed Change of Company Name and are required to abstain from voting on the special resolution to be proposed at the EGM.

Whether or not you are able to attend the EGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the EGM or any adjournment thereof should you so desire.

LETTER FROM THE BOARD

4. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed during the period from 10 August 2022 to 15 August 2022, for the purposes of determining the entitlements of the Shareholders to attend and vote at the EGM. No transfer of the Shares will be registered during this period. In order to qualify to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, by no later than 4:30 p.m. on 9 August 2022.

5. VOTING BY POLL

In accordance with Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange (the "**Listing Rules**"), any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the voting on all resolutions at the EGM will be conducted by way of poll.

6. RECOMMENDATION

The Directors consider that the Proposed Change of Company Name is beneficial to and in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the special resolution to be proposed at the EGM.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, include particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
By order of the Board
Chiu King Yan
Company Secretary

NOTICE OF EXTRAORDINARY GENERAL MEETING



太陽城集團
SUNCITY GROUP

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 IS HEREBY GIVEN that a special general meeting (the “EGM”) of Suncity Group Holdings Limited (the “Company”) will be held at Jade Room, Artyzen Club, 401A, 4th Floor, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on 15 August 2022 (Monday), at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution as special resolution of the Company:

SPECIAL RESOLUTION

1. **“THAT**

- (a) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands having been obtained, the name of the Company be changed from “Suncity Group Holdings Limited 太陽城集團控股有限公司” to “LET Group Holdings Limited” (the “**Proposed Change of Company Name**”); and
- (b) any one or more of the directors of the Company or the officer of the Company be and is/are hereby authorised to do all such acts and things and to sign, execute, seal (where required) and deliver all such documents and to take all such steps as he/she/they in his/her/their discretion may consider necessary, appropriate, desirable or expedient to give effect to or to implement this resolution and to attend to any necessary filing and/or registration for and on behalf of the Company in respect of the Proposed Change of Company Name.”

By order of the Board
Chiu King Yan
Company Secretary

Hong Kong, 22 July 2022

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. A member of the Company who is a holder of two or more shares of the Company (the “Shares”), and who is entitled to attend and vote at the EGM is entitled to appoint more than one proxy or a duly authorised corporate representative to attend and vote in his stead. A proxy needs not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the EGM and any adjournment thereof should he so wish. In such event, his form of proxy will be deemed to have been revoked.
2. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with a valid power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
3. The Hong Kong branch register of members of the Company will be closed during the period from 10 August 2022 to 15 August 2022, for the purposes of determining the entitlements of the members of the Company to attend and vote at the EGM. No transfers of Shares will be registered during this period. In order to qualify for the aforesaid entitlements, all transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4:30 p.m. on 9 August 2022.

As at the date of this circular, the executive Directors are 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.