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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)**

## **COMPLETION OF ISSUE OF CONVERTIBLE BONDS**

Reference is made to the announcements of Sun Century Group Limited (the “**Company**”) dated 20 September 2016, 7 October 2016, 13 October 2016, 24 October 2016 and 14 November 2016, respectively, and the circular of the Company dated 28 October 2016 (the “**Circular**”) relating to, among other things, the proposed issue of the Convertible Bonds under specific mandate. Capitalised terms used in this announcement shall have the same meanings as defined in the Circular unless the context requires otherwise.

The Board is pleased to announce that all the conditions precedent to the CB Subscription Agreement have been fulfilled and completion took place on 8 December 2016. Pursuant to the CB Subscription Agreement, the Convertible Bonds in the principal amount of HK\$570 million were issued to Fame Select.

## **SHAREHOLDING STRUCTURE OF THE COMPANY**

Set out below are (i) the shareholding structure of the Company as at the date of this announcement; and (ii) for illustrative purpose only and assuming no issue of other Shares or repurchase of Shares by the Company, the respective shareholding structure of the Company upon (a) full conversion of the Convertible Bonds at the initial Conversion Price of HK\$0.26 per Conversion Shares; and (b) full conversion of the Convertible Bonds at the initial Conversion Price of HK\$0.26 per Conversion Shares subject to the conversion restrictions thereof:

**For illustrative purpose only and assuming no issue of  
other Shares or repurchase of Shares by the Company**

<b>Shareholders</b>	<b>As at the date of this announcement</b>		<b>Upon full conversion of the Convertible Bonds</b>		<b>Upon full conversion of the Convertible Bonds subject to the conversion restrictions thereof</b>	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>(Note 2)</i>		<i>(Note 2)</i>	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Fame Select (Note 1)	861,048,842	57.31	3,053,356,534	82.64	1,923,797,649	75.00
Other public Shareholders	<u>641,265,883</u>	<u>42.69</u>	<u>641,265,883</u>	<u>17.36</u>	<u>641,265,883</u>	<u>25.00</u>
<b>Total</b>	<b><u>1,502,314,725</u></b>	<b><u>100.00</u></b>	<b><u>3,694,622,417</u></b>	<b><u>100.00</u></b>	<b><u>2,565,063,532</u></b>	<b><u>100.00</u></b>

*Notes:*

- Fame Select is owned as to 50% by Mr. Chau and 50% by Mr. Cheng Ting Kong. Ms. Yeung So Mui, an executive Director, is the spouse of Mr. Cheng Ting Kong. Mr. Chau, Mr. Cheng Ting Kong and Ms. Yeung So Mui are therefore deemed to be interested in the 861,048,842 Shares held by and the Conversion Shares which may be held by Fame Select.*
- Based on the initial Conversion Price of HK\$0.26 per Conversion Share (subject to adjustments), a total of 2,192,307,692 Conversion Shares could be issued upon full conversion of the Convertible Bonds. However, pursuant to the terms of the Convertible Bonds, no conversion of the Convertible Bonds shall be allowed if such conversion will result in the public float of the Shares being less than 25% (or any given percentage as required by the Listing Rules) of the issued Shares of the Company.*

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

Hong Kong, 8 December 2016

*As at the date of this notice, 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.*