



## 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)

#### FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING

I/We <sup>(note 1)</sup>, \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ shares of HK\$0.10 each  
in the capital of Sun Century Group Limited (the "Company"), hereby appoint <sup>(note 3)</sup> the Chairman of the Meeting or

of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the meeting of the Company to be held at Training Room B, The Joint Professional Centre, Unit 1, G/F, The Center, 99 Queen's Road Central, Hong Kong, on Monday, 3 December 2012 at 11:00 a.m. (the "Meeting"), for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the Meeting (the "Notice") and at the Meeting (or at any adjournment thereof) to vote on my/our behalf in respect of the undermentioned resolution as indicated <sup>(note 4)</sup>:

ORDINARY RESOLUTIONS	FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
1. To approve the Open Offer, the Underwriting Agreement, the absence of arrangements for excess application and the transactions contemplated thereunder.		
2. To approve the Whitewash Waiver in favour of the Underwriter and parties acting in concert with it from making a general mandatory offer under the Takeovers Code.		
3. To approve the Set Off against the Loan of HK\$69,225,300 indebted by the Company to the Underwriter and the transactions contemplated thereunder.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2012.

Signature <sup>(note 5)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, delete the words "the Chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. **Any alteration made to this form of proxy must be duly initialled by the person who signs it.**
- Please indicate with a "✓" in the appropriate space beside each resolution how you wish the proxy to vote on your behalf. If this form is returned duly signed, but without any indication as to how your proxy should vote, the proxy may vote, for or against the resolution or may abstain at his discretion.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer or attorney or other person authorised to sign the same.
- Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- To be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 26th Floor Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
- The proxy need not be a shareholder of the Company.
- Completion and return of this form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof, and in such event, the proxy form shall be deemed to be revoked.

\* For identification purpose only