



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 to be held on Thursday, 29 May 2014 at 5:00 p.m.

I/We ^(note 1), _____
of _____
being the registered holder(s) of ^(note 2) _____ shares of HK\$0.10 each in the capital of Sun Century Group Limited (the "Company"), hereby appoint ^(note 3) the Chairman of the Meeting or failing him/her _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting (the "Meeting") of the Company to be held at Training Room A, The Joint Professional Centre, Unit 1, G/F, The Centre, 99 Queen's Road Central, Hong Kong on Thursday, 29 May 2014 at 5:00 p.m., for the purpose of considering and, if thought fit, passing the Resolutions as set out in the notice convening the Meeting and at such Meeting (or at any adjournment thereof) to vote on my/our behalf in respect of the undermentioned resolutions as indicated^(note 4):

ORDINARY RESOLUTION		FOR ^(Note 5)	AGAINST ^(Note 5)
1.	(a) To increase the authorised share capital of the Company from HK\$300,000,000 divided into 3,000,000,000 shares of HK\$0.10 each ("Share(s)") to HK\$5,000,000,000 divided into 50,000,000,000 Shares by the creation of an additional 47,000,000,000 new Shares (the "Increase in Authorised Share Capital"); and (b) To authorise any one or more of the directors of the Company (the "Directors") to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.		
SPECIAL RESOLUTION			
2.	To adopt the Chinese name "太陽世紀集團有限公司" as the dual foreign name of the Company and any authorise one or more of the Directors to do all such acts and things and execute all such documents which he/she/they considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to such adoption of the Chinese name of the Company and to attend to any necessary filing or registration for and on behalf of the Company.		

Dated this _____ day of _____ 2014. Signature^(note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. 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.**
4. 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.
5. 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.
6. 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.
7. 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
8. The proxy need not be a shareholder of the Company.
9. 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