



**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)

**Form of proxy for use at the annual general meeting (or at any adjournment thereof) to be held on Friday, 31 July 2020 at 2:30 p.m.**

I/We <sup>(note 1)</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ shares of HK\$0.10 each (the "Share(s)") in the capital of Suncity Group Holdings Limited (the "Company"), hereby appoint <sup>(note 3)</sup> the Chairman of the annual general meeting of the Company (the "Meeting") or failing him \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at Jade Room, Artyzen Club, 401A, 4th Floor, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on 31 July 2020 (Friday), at 2:30 p.m., for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the said Meeting and at such Meeting (or at any adjournment thereof) to vote on my/our behalf in respect of the undermentioned resolutions as indicated <sup>(note 4)</sup>:

	ORDINARY RESOLUTIONS	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries, the directors' reports and the independent auditor's report for the year ended 31 December 2019.		
2.	(i). To re-elect Mr. Lo Kai Bong as an executive Director;		
	(ii). To re-elect Mr. Tou Kin Chuen as an independent non-executive Director;		
	(iii). To re-elect Dr. Wu Kam Fun Roderick as an independent non-executive Director; and		
	(iv). To authorise the board (the "Board") of directors (the "Directors") of the Company to fix the remunerations of the Directors.		
3.	To authorise the Board to appoint auditor and fix its remuneration.		
4.	To give a general mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the number of issued Shares as at the date of passing of this resolution.		
5.	To give a general mandate to the Directors to repurchase Shares not exceeding 10% of the number of issued Shares as at the date of passing of this resolution.		
6.	To extend the general mandate granted to the Directors to allot, issue and deal with additional Shares by the aggregate number of the Shares repurchased by the Company.		
7.	To approve the refreshment of the total number of Shares which may be allotted and issued upon the exercise of the options to be granted (under the share option scheme of the Company adopted on 2 June 2016 (the "Share Option Scheme") and any other share option scheme(s) of the Company) of the Share Option Scheme not exceeding 10% of the number of issued Shares as at the date of passing this resolution.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2020 Signature <sup>(note 5)</sup> \_\_\_\_\_

**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 54, 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.