



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)

PROXY FORM

Proxy form for use by the shareholders of Suncity Group Holdings Limited (the “Company”) at the extraordinary general meeting (the “EGM”) to be convened at Meeting Room 1-2, 38/F., Holiday Inn Express Hong Kong SoHo, 83 Jervois Street, Sheung Wan, Hong Kong on 21 November 2017 at 3:30 p.m. (or any adjournment thereof).

I/We ^(note a) _____

of _____

being the registered holder(s) of ^(note b) _____ ordinary shares of HK\$0.10 each of the Company (the “Shares”)

hereby appoint the chairman of the EGM, or _____

of _____

to act as my/our proxy ^(note c) at the EGM to be held at Meeting Room 1-2, 38/F., Holiday Inn Express Hong Kong SoHo, 83 Jervois Street, Sheung Wan, Hong Kong on 21 November 2017 at 3:30 p.m. (or any adjournment thereof) for the purposes of considering and, if thought fit, passing the resolution set out in the notice dated 1 November 2017 convening the EGM (the “Notice”) and to vote on my/our behalf as directed below.

Please make a mark in the appropriate box to indicate how you wish your vote(s) to be cast in respect of the resolution as hereunder indicated ^(note e).

ORDINARY RESOLUTION ^(note d)	For ^(note e)	Against ^(note e)
To approve, confirm and ratify the Acquisition Agreement and the transactions contemplated thereunder, including but not limited to the issue of the Convertible Bonds and the allotment and issue of the Conversion Shares.		

Shareholder’s signature _____ ^(notes f, g, h, i and j)

Dated the _____ day of _____ 2017

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the Shares in the share capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the chairman of the EGM as your proxy, please delete the words “the chairman of the EGM, or” and insert the name and address of the person appointed proxy in the space provided.
- The description of the resolution is by way of summary only. The full text appears in the Notice.
- Important: If you wish to vote for the resolution set out above, please tick (“✓”) the box marked “For”. If you wish to vote against the resolution, please tick (“✓”) the box marked “Against”. If this form returned is duly signed but without specific direction on the proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those set out in the notice convening the EGM.**
- A member of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the EGM.
- In the case of a joint holding, this form may be signed by any joint holder, but if more than one joint holder is present at the EGM, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The proxy form must be signed by a shareholder of the Company (the “Shareholder”), or his/her attorney duly authorised in writing, or if the Shareholder is a corporation, either under its common seal or under the hand of an officer or attorney or other person so authorised.
- To be valid, this proxy form together with any 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 offices of 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 of the EGM or any adjourned meeting (as the case may be). Completion and return of this proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof.
- Any alteration made to this form should be initialled by the person who signs it.