



世紀陽光

世紀陽光集團控股有限公司
CENTURY SUNSHINE GROUP HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 509)

Form of Proxy for use at the Extraordinary General Meeting to be convened
on Thursday, 18 June 2020 (“EGM”) (or any adjournment thereof)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.02 each (the
“Share(s)”) in the capital of Century Sunshine Group Holdings Limited 世紀陽光集團控股有限公司 (the “Company”), hereby appoint the Chairman of the
EGM or ^(Note 3) _____
of _____
as my/our proxy ^(Note 4) to act for me/us at the EGM (and at any adjournment thereof) of the Company to be held at Suite 1104, 11/F, Tower 6, The Gateway, 9 Canton
Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 18 June 2020 at 4:00 p.m. for the purpose of considering and, if thought fit, passing the resolutions set out
in the notice convening the EGM at the EGM, and at any adjournment thereof, to vote for me/us in my/our name(s) as indicated below in respect of such resolutions
and, if no such indication is given, as my/our proxy thinks fit.

Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 26 May 2020 (the
“Circular”).

Ordinary Resolution			FOR ^(Note 5)	AGAINST ^(Note 5)
1.	(a)	To approve, ratify and confirm the Subscription Agreement, the execution, consummation and completion thereof and the transactions contemplated thereunder (including but not limited to the issue of the Convertible Bonds), as more particularly described in the Circular and on the terms and conditions of the Subscription Agreement (a copy of the Subscription Agreement being tabled at the EGM and marked “A” by the chairman of the EGM for identification purpose).		
	(b)	To grant, conditional upon the Listing Committee having granted approval for the issue of the Convertible Bonds and the listing of, and permission to deal in, the Conversion Shares, the Directors the Specific Mandate to exercise the powers of the Company to allot and issue the Conversion Shares pursuant to the terms and conditions of the Convertible Bonds, and the Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted prior to the passing of this resolution.		
	(c)	To authorise any one Director, for and on behalf of the Company, to complete and do all such acts or things (including signing and executing all such documents, instruments and agreements as may be required, including under seal where applicable) as the Company, such Director or, as the case may be, the Board may in his/its absolute discretion consider necessary, desirable, expedient or in the interest of the Company to give effect to the terms of the matters contemplated under the Subscription Agreement and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith.		
Special Resolution			FOR ^(Note 5)	AGAINST ^(Note 5)
2.	(a)	To approve, subject to and conditional upon the passing of ordinary resolution no. 1 and the granting of a waiver by the Executive pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code and any conditions that may be imposed thereon, the waiving of any obligation on the part of the Subscriber/Mr. Chi to make a mandatory general offer to acquire all the securities of the Company not already owned or agreed to be acquired by the Subscriber and parties acting in concert with it under Rule 26 of the Takeovers Code as a result of the allotment and issue of the Conversion Shares.		
	(b)	To authorise any one Director, for and on behalf of the Company, to complete and do all such acts or things (including signing and executing all such documents, instruments and agreements as may be required, including under seal where applicable) as the Company, such Director or, as the case may be, the Board in his/its absolute discretion may consider necessary, desirable, expedient or in the interest of the Company to give effect to the matters contemplated under the waiver granted in (a) above and all other matters incidental thereto or in connection therewith.		

Signed this _____ day of _____ 2020.

Shareholders' signature ^(Notes 6 & 7); _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all such Shares registered in your name(s).
3. Please insert the name and address of the proxy desired in the space provided. If no name is inserted, the duly appointed Chairman of the EGM will act as your proxy.
4. A proxy need not be the Chairman of the EGM. You are entitled to appoint a proxy of your own choice. 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 as your proxy in the space provided.
5. **IMPORTANT: If you wish to vote for or against the resolution, please place a “✓” in the box marked “FOR” or the box marked “AGAINST” as appropriate. Failure to complete a box will entitle your proxy to cast your vote(s) or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the EGM other than that referred to in the notice convening the EGM.**
6. 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 duly authorised to sign the same.
7. Where there are joint registered holders of any Share, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such Shares as if he were solely entitled thereto, but if more than one of such joint holders are present at the EGM in person or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.
8. A proxy need not be a member of the Company.
9. In order to be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of this form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.
10. Any alteration made to this form of proxy must be initialled by the person who signs it.