



中星科技集團有限公司

Sunrise (China) Technology Group Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8226)

PROXY FORM

Form of proxy for use by shareholders of Sunrise (China) Technology Group Limited (the “Company”) at the extraordinary general meeting of the Company (the “Meeting”) to be held at Units 01-03, 28th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Friday, 10 July 2015 at 10:00 a.m.

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.01 each
(the “Shares”) of the Company **HEREBY APPOINT**³ _____
of _____

or failing him, the chairman of the meeting as my/our proxy, to attend and vote for me/us and on my/our behalf at the Meeting (or any adjournment thereof) of the Company to be held at Units 01-03, 28th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Friday, 10 July 2015 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the ordinary resolutions set out in the notice convening such meeting and at such meeting (or any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
(a)	To approve, confirm and ratify the subscription agreement dated 21 May 2015 (the “ Subscription Agreement ”) entered into between the Company and Ms. Wong Ka Man (the “ Subscriber ”) in relation to the issue of the 3% unsecured three-year convertible bonds in the principal amount of HK\$80,000,000 (the “ Convertible Bonds ”) issued by the Company to the Subscriber and the transactions contemplated thereunder;		
(b)	To authorise the directors of the Company to exercise all the powers of the Company and to take all steps as might in his/her opinion be desirable or necessary in connection with the Subscription Agreement to, including without limitation, issue the Convertible Bonds in favour of the Subscriber;		
(c)	To approve the allotment and issue new ordinary shares (the “ Conversion Shares ”) of HK\$0.01 each in the share capital of the Company upon exercise of the conversion rights attaching to the Convertible Bonds, pursuant to the terms of the Convertible Bonds; and		
(d)	To authorise the directors of the Company to do such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any two directors of the Company or any director of the Company together with the secretary of the Company) and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Subscription Agreement or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.		

Dated this _____ day of _____ 2015

Signature⁵: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares of HK\$0.01 each 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).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** The proxy need not be a member of the Company but must attend the meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK (“✓”) IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK (“✓”) IN THE BOX MARKED “AGAINST”.** Failure to do so will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment to the resolutions referred to in the notice convening the meeting which has been properly put to the meeting.
- 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 signed either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- In the case of joint holders any one of such joint holders may vote, 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 be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority shall be 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 (if required by the board of directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of authority shall be delivered to the Company’s branch share registrar in Hong Kong, Union Registrars Limited, at A18/F, Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong no less than 48 hours before the time for holding the Meeting.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the meeting if you so desire and in such event, this proxy form shall be deemed to be revoked.
- Any alteration made to this form should be initialed by the person who signs the form.