



田生集團有限公司

RICHFIELD GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 183)

PROXY FORM

Form of proxy for use by shareholders at the extraordinary general meeting of Richfield Group Holdings Limited (the "Company") to be convened and held at 9:30 a.m. on Wednesday, 4 February 2015 at Unit 1209, 12/F., Silvercord Tower 2, 30 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong.

I/We (*note a*) _____
of _____
being the holder(s) of _____ (*note b*) shares of HK\$0.01 each of the Company hereby appoint
the Chairman of the meeting or (*note c*) _____
of _____

to act as my/our proxy (*note c*) at the extraordinary general meeting of the Company to be held at 9:30 a.m. on Wednesday, 4 February 2015 at Unit 1209, 12/F., Silvercord Tower 2, 30 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll (*note d*).

Capitalised terms used in this form of proxy shall have the same meanings as those defined in the circular of the Company dated 12 January 2015 unless the context requires otherwise.

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To approve the Disposal, the Share Repurchase and the transactions contemplated under the Agreement.		
2.	To approve the Whitewash Waiver.		
SPECIAL RESOLUTIONS		FOR	AGAINST
3.	To approve the change of name and dual foreign name of the Company.		
4.	To approve the amendments and restatement of the memorandum and articles of association of the Company.		

Dated the _____ day of _____ 2015 Shareholder's signature _____ (*notes e, f, g, h and i*)

Notes:

- a Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- b 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 in the capital of the Company registered in your name(s).
- c A proxy need not be a member of the Company but must attend the meeting in person to represent you. If you wish to appoint some person other than the Chairman of the meeting as your proxy, please delete the words "the Chairman of the meeting or" and insert the name and address of the person appointed proxy in the space provided.
- d If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes marked "Against". If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- e In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f The form of proxy must be signed by a member of the Company, or his attorney duly authorised in writing, or if the member is a corporation, either under its Common Seal or under the hand of an officer, attorney or other person so authorised.
- g To be valid, this form of proxy 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 Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time of the meeting or any adjourned meeting.
- h Any alteration made to this form should be initialled by the person who signs the form.
- i Completion and return of this form will not preclude you from attending and voting in person at the meeting or any adjournment thereof if you so wish.