



# RM GROUP HOLDINGS LIMITED

## 御藥堂集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8185)

### Form of Proxy

### Extraordinary General Meeting to be held on 14 August 2015 (the "Meeting")

I/We <sup>(Note 1)</sup> \_\_\_\_\_ (name of shareholder)

of \_\_\_\_\_ (address of shareholder)

being the registered holder(s) of \_\_\_\_\_ shares <sup>(Note 2)</sup> of HK\$0.01 each in the share capital of the

abovenamed Company (the "Company"), HEREBY APPOINT <sup>(Note 3)</sup> \_\_\_\_\_ (name)

of \_\_\_\_\_ (address)

or the Chairman of the Meeting as my/our proxy to vote and act for me/us at the Meeting (and at any adjournment thereof) of the Company to be held at Room 508–520, Level 5, Hutchison House, 10 Harcourt Road, Central, Hong Kong, on Friday, 14 August 2015 at 4:30 p.m. for the purpose of considering and, if thought fit, passing the Resolution as set out in the Notice of Extraordinary General Meeting (the "Notice") and at such Meeting (and at any adjournment thereof) to vote on my/our behalf in respect of the Resolution as indicated below:

The capitalised terms used herein shall have the same meanings as those set out in the Notice.

ORDINARY RESOLUTION		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
(a)	To approve, confirm and ratify the sale and purchase agreement entered into between Mr. Chan Yan Tak (as vendor) and Rich Sunny Investment Limited (as purchaser) dated 23 June 2015 (the "Sale and Purchase Agreement") in relation the acquisition of (i) the one (1) ordinary share, representing the entire issued share capital of Royal Richly (Hong Kong) Limited ("Royal Richly"); and (ii) the assignment of debt, loan or liability due from Royal Richly to Mr. Chan Yan Tak as at the date of completion of the Sale and Purchase Agreement to Rich Sunny Investment Limited at a consideration of HK\$19,410,000 and all the transactions contemplated thereunder.		
(b)	To authorise any one director of the Company to do all such things and acts of administrative nature as he may in his discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of the Sale and Purchase Agreement and the transactions contemplated thereunder, including but not limited to the execution of all such documents under seal where applicable, as he considers necessary or expedient in his opinion to implement and/or give effect to the Sale and Purchase Agreement.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2015

Signed <sup>(Note 5)</sup> \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates. 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).
- Any member entitled to attend and vote at the Meeting is entitled to appoint one or more proxy to attend and vote, on a poll, in his stead. A proxy need not be a member of the Company. If no name is inserted, the Chairman of the Meeting will act as your proxy. If any proxy other than the Chairman of the Meeting is appointed, please delete the words "or the Chairman of the Meeting" and insert the name and address of the person appointed as proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any of the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint registered holders, 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 registered holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the Register of Members.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Hong Kong share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or any adjourned meeting (as the case may be).
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish and in such event, this form of proxy shall be deemed to be revoked.