



RICHLY FIELD

RICHLY FIELD CHINA DEVELOPMENT LIMITED

裕田中國發展有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 313)

FORM OF PROXY FOR SPECIAL GENERAL MEETING TO BE HELD ON FRIDAY, 1 APRIL 2022

I/We ¹ _____
of _____
of email address _____
being the registered holder(s) of ² _____ shares of HK\$0.05 each ("Shares")
in the capital of Richly Field China Development Limited (the "Company"), HEREBY APPOINT ³ the Chairman of the Meeting or _____
of _____
as my/our proxy to attend and act for me/us and on my/our behalf at the Special General Meeting of the Company ("SGM") to be held at Unit 1504, 15/F, Tower 2, Metroplaza, No. 223 Hing Fong Road, Kwai Chung, New Territories, Hong Kong, on Friday, 1 April 2022 at 11:00 a.m. (Hong Kong time) and at any adjournment thereof on the resolutions referred to in the Notice of Special General Meeting (with or without modifications) as indicated below:

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	(a) the Equity Transfer Agreement 1 and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified		
	(b) any one Director be and is hereby authorised to do such acts and deeds in his/her sole and absolute discretion and opinion deemed expedient and appropriate to implement and effect the Equity Transfer Agreement 1 and the transactions contemplated thereunder		
2.	(a) the Equity Transfer Agreement 2 and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified		
	(b) any one Director be and is hereby authorised to do such acts and deeds in his/her sole and absolute discretion and opinion deemed expedient and appropriate to implement and effect the Equity Transfer Agreement 2 and the transactions contemplated thereunder		
3.	(a) the Equity Transfer Agreement 3 and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified		
	(b) any one Director be and is hereby authorised to do such acts and deeds in his/her sole and absolute discretion and opinion deemed expedient and appropriate to implement and effect the Equity Transfer Agreement 3 and the transactions contemplated thereunder		

Signature(s) ⁵ _____

Date _____

NOTES:

- Full name(s) and address(es) must 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 of the Company registered in your name(s).
- The Company strongly encourages Shareholders to exercise their rights to attend the SGM by appointing the chairman of the SGM as their proxy to vote according to their indicated voting instructions and viewing a live streaming webcast of the SGM. The SGM will be held with the minimum number of persons present as is required under the bye-laws of the Company to form a quorate meeting, together with a limited number of other attendees to ensure the proper conduct of the meeting. The quorum will be formed by the senior management members and/or senior staff members of the Company who are Shareholders and/or their proxies to maintain an internal grouping and minimise the continuing risks posed by the COVID-19 pandemic at the SGM. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the said meeting other than that referred to in the notice convening the meeting.
- To be valid, the instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- As Shareholders cannot attend the SGM in person, they will only be able to vote by submitting a proxy form in advance of the SGM. In order to be valid, this form of proxy together with the notarially certified power of attorney (if any) or other authority (if any) under which it is signed, must be lodged with Hong Kong branch share registrar of the Company, Tricor Secretaries Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed on the accompanying notification letter, in each case as soon as possible and in any event no later than 11:00 a.m. (Hong Kong time) on Wednesday, 30 March 2022, or not less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting. If a person who is not the chairman of the SGM is appointed as proxy, that person will **NOT** be permitted entry to the SGM and will not be able to exercise the vote. In any event, Shareholders will not be deprived of their rights of voting on the resolution(s) to be proposed at the SGM.
- Where there are joint registered holders of any share, any one of such persons may vote at any meeting by proxy, in respect of such share as if he were solely entitled thereto but if more than one of such joint holders be present at any meeting by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- For the health and safety of attendees of the Meeting, Shareholders, proxies or corporate representatives (other than those who are required to attend the Meeting physically to form a quorate meeting) will **NOT** be able to attend in person but may view and listen to the Meeting and submit questions online. Registered shareholders are requested to provide a valid email address to receive the login and access code to view a live streaming webcast of the Meeting and submit online questions to us on the Tricor e-Meeting System. To vote at the Meeting, you should complete and return the proxy form, appointing the chairman of the Meeting as your proxy or alternative proxy.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Secretaries Limited at the above address.