



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 ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 9 SEPTEMBER 2022

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s)<sup>2</sup> \_\_\_\_\_ shares of HK\$0.05 each ("Shares")  
in the capital of Richly Field China Development Limited (the "Company"), HEREBY APPOINT<sup>3</sup> the Chairman of the Meeting  
or<sup>5</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at  
2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong, on Friday, 9 September 2022 at 11:00 a.m. and at any adjournment thereof on the resolutions referred to  
in the Notice of Annual General Meeting (with or without modifications) (the "Notice") as indicated below:

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To receive and consider the audited financial statements of the Company and the reports of the directors and auditors of the Company for the year ended 31 March 2022		
2.	(a) To re-elect Mr. Li Yi Feng as executive director		
	(b) To re-elect Chen Wei as executive director		
	(c) To authorise the board of directors of the Company to fix their remuneration		
3.	To re-appoint SHINEWING (HK) CPA Limited as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration		
4.	To grant a general mandate to the directors of the Company to issue, allot and otherwise deal with the Company's shares up to 20% of issued share capital of the Company		
5.	To grant a general mandate to the directors of the Company to purchase the Company's shares up to 10% of the issued share capital of the Company		
6.	To extend the general mandate granted to the directors of the Company to issue shares in the capital of the Company pursuant to resolution no. 4 with an amount representing the aggregate number of shares of the Company purchased pursuant to the foregoing resolution no. 5		
SPECIAL RESOLUTIONS*		FOR <sup>4</sup>	AGAINST <sup>4</sup>
7.	(a) To consider and approve the proposed amendments to the existing bye-laws of the Company and adopt the new bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company with immediate effect; and		
	(b) To authorise the directors of the Company to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to give effect to the proposed amendments to the existing bye-laws of the Company and adopt the new bye-laws of the Company.		

\* For the full text of the proposed resolutions, please refer to the Notice as contained in the Company's circular dated 15 August 2022.

Signature(s)<sup>6</sup> \_\_\_\_\_ Date \_\_\_\_\_ 2022

**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).
- If any proxy other than the Chairman is preferred, please strike out "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A 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/her discretion on any resolution properly put to the said meeting other than that referred to in the notice convening the meeting.
- Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his/her/its proxy to attend and vote on his/her/its behalf. A proxy need not be a member of the Company. A member who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. If more than one proxy is appointed, the appointment shall specify the number of shares of the Company in respect of which each such proxy is so appointed.
- This form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy duly completed and signed in accordance with the instructions printed hereon, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, **Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong** not less than 48 hours before the time for holding the meeting, and in default the instrument of proxy shall not be treated as valid. Completion and return of the form of proxy will not preclude members from attending and voting in person at the above meeting or any adjourned meeting thereof should they so wish.
- Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or 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 personally or 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.

**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.