



睿鋒集團控股有限公司
Rui Feng Group Holdings
Company Limited

RUI FENG GROUP HOLDINGS COMPANY LIMITED

睿鋒集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8312)

FORM OF PROXY FOR ANNUAL GENERAL MEETING

This Form of Proxy is for use by shareholders of Rui Feng Group Holdings Company Limited (the "Company") at the annual general meeting of the Company to be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 6 May 2019 at 10:00 a.m. (the "AGM") (or any adjournment thereof).

I/We ^(Note 1) _____ of _____ being the registered holder(s) of ^(Note 2) _____ share(s) of HK\$0.01 each in the capital of the Company hereby appoint _____ of _____ or failing him/her, the chairman of the AGM ^(Note 3) as my/our proxy to attend and vote for me/us on my/our behalf at the AGM as directed below or, if no such direction is given, as my/our proxy shall think fit.

Please indicate with a "√" in the appropriate boxes how you wish your vote(s) to be cast on a poll.

ORDINARY RESOLUTIONS*		FOR ^(Note 4)	AGAINST ^(Note 4)
1	To receive and adopt the audited consolidated financial statements, the report of the directors of the Company (the "Directors") and the auditor's report of the Company for the fifteen months ended 31 December 2018.		
2	(a) To re-elect Mr. Yun Ligu as Director.		
	(b) To re-elect Mr. Zhang Tianbao as Director.		
	(c) To authorise the board of Directors (the "Board") to fix the remuneration of the Directors.		
3	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix its remuneration.		
4(A)	To grant a general mandate to the Directors to allot, issue and otherwise deal with the Company's shares.		
4(B)	To grant a general mandate to the Directors to repurchase the Company's shares.		
4(C)	To add the number of the Company's shares repurchased by the Company to the mandate granted to the Directors under resolution numbered 4(A).		

* Full text of the above resolutions is set out in the notice of the AGM dated 29 March 2019.

Dated: _____ Signature of Shareholder(s) ^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of share(s) registered in your name(s) to which this Form of 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).
- If any proxy other than the chairman of the AGM is preferred, please delete the words "or failing him/her, the chairman of the AGM" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the chairman of the AGM will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE PLACE A "√" IN THE RELEVANT BOX MARKED "FOR"; IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE PLACE A "√" IN THE RELEVANT BOX MARKED "AGAINST". Failure to tick either box of resolution(s) will entitle your proxy to vote for or against the resolution(s) or to abstain from voting on the resolution(s) at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution(s) properly put to the AGM other than the resolution(s) referred to in the notice of AGM.**
- 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 either executed under its Common Seal or under the hand of an officer or attorney or other person duly authorised.
- Where there are joint registered holders of any share in the capital of the Company, any one of such holders may vote at the AGM either in person or by proxy in respect of such share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the AGM in person or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share(s) shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased shareholder in whose names any share stands shall be deemed joint holders thereof.
- To be valid, this Form of Proxy, together with original or certified copy of the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be lodged with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 10:00 a.m. on Saturday, 4 May 2019 or not less than 48 hours before the time for holding of the adjourned meeting.
- A shareholder entitled to attend and vote at the AGM is entitled to appoint a person or persons (who must be individual) as his or her proxy or proxies to attend and, on a poll, vote instead of him or her. A proxy need not be a shareholder of the Company.
- Completion and delivery of this Form of Proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof, if you so wish. In such event, the form of proxy previously submitted shall be deemed to be revoked.

References to time and dates in this form of proxy are to Hong Kong time and dates.

This Form of Proxy is made in English and Chinese. In case of inconsistency, the English version shall prevail.

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/Union Registrars Limited at the above address.