



# Royal China International Holdings Limited

## 皇中國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1683)

### FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING (or any adjournment thereof)

I/We, (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (Note 2) \_\_\_\_\_ ordinary shares (the "Shares") of HK\$0.01 each in the capital of Royal China International Holdings Limited (the "Company") hereby appoint the chairman (the "Chairman") of the annual general meeting (the "Meeting") of the Company or (Note 3) \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us at the Meeting to be held at 21<sup>st</sup> Floor, Wyndham Place, No. 44 Wyndham Street, Central, Hong Kong on Monday, 27 May 2019 at 10:30 a.m. and at any adjournment thereof, on the resolutions referred to in the notice convening the Meeting (the "Notice"), or if no such indication is given, as my/our proxy thinks fit.

	Ordinary Resolutions <sup>#</sup>	For (Note 4)	Against (Note 4)
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors (the "Directors") and auditors of the Company for the year ended 31 December 2018.		
2.	(i) To re-elect Ms. CHEW Christina Mooi Chong as an executive Director.		
	(ii) To re-elect Mr. SHIH Steven Chun Ning as an executive Director.		
	(iii) To re-elect Ms. GAO Jinyi as an executive Director.		
	(iv) To re-elect Mr. HO Hin Yip as an independent non-executive Director.		
	(v) To re-elect Mr. CHAN Kwong Ming Johnny as an independent non-executive Director.		
	(vi) To re-elect Mr. LU Zhuohui as an independent non-executive Director.		
3.	To authorise the board (the "Board") of Directors to fix the remuneration of the Directors.		
4.	To re-appoint HLB Hodgson Imprey Cheng Limited as auditors of the Company and to authorise the Board to fix their remuneration.		
5.	To give a general and unconditional mandate to the Directors to exercise all powers of the Company to issue, allot and deal with additional ordinary shares of the Company, not exceeding 20% of the number of issued shares of the Company as at the date of passing this resolution.		
6.	To give a general and unconditional mandate to the Directors to exercise all powers of the Company to purchase the Company's ordinary shares not exceeding 10% of the number of issued shares of the Company as at the date of passing this resolution.		
7.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the number of shares repurchased by the Company.		

<sup>#</sup> Full text of the above resolutions is set out in the Notice dated 23 April 2019 convening the Meeting.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019 Signature (Note 5) \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
2. 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 of the Company registered in your name(s).
3. If any person other than the Chairman is appointed as proxy, please delete the words "the chairman (the "Chairman") of the annual general meeting (the "Meeting") of the Company or" and insert the name and address of that person in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, PLEASE TICK ("✓") THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, PLEASE TICK ("✓") THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes or abstain from voting at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
5. 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 duly authorised.
6. In the case of joint holders, the vote of the senior member who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company.
7. In order to be valid, this form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or other authority, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than Saturday, 25 May 2019 at 10:30 a.m. (Hong Kong time) or not less than 48 hours before the time appointed for any adjournment thereof.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you wish.

#### PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this statement has the same meaning as "personal data" defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"), which include your and your proxy's name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Proxy Form (the "Purposes"). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.