



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: 932)

Form of Proxy
Extraordinary General Meeting to be held on 4 December 2017 (the "Meeting")

I/We ^(Note 1) _____ (name of shareholder)
of _____ (address of shareholder)
being the registered holder(s) of _____ shares ^(Note 2) of HK\$0.01 each in the share capital of the abovenamed Company (the "Company"), HEREBY APPOINT ^(Note 3) _____ (name) of _____ (address)
or failing him/her, the Chairman of the Meeting as my/our proxy to attend and vote on my/our behalf at the Meeting (or at any adjournment thereof) to be held at Rm 636, 6/F, Kowloonbay International Trade & Exhibition Centre, 1 Trademart Drive, Kowloon Bay, Hong Kong, on Monday, 4 December 2017 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the Resolutions as set out in the notice of the Meeting (the "Notice") and at such Meeting (and at any adjournment thereof). I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an "✓" in the appropriate boxes. In the absence of any indication, the proxy may vote for or against the resolution at his/her own discretion.

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

| | ORDINARY RESOLUTIONS | FOR ^(Note 4) | AGAINST ^(Note 4) |
|----|---|-------------------------|-----------------------------|
| 1. | To approve the Share Subdivision (as such terms are defined in the Notice) and authorise the directors of the Company to do all acts and things as may be necessary, desirable or expedient to implement or to give effect to the foregoing as set out in the Notice. | 1. | 1. |
| 2. | (a) To re-elect Mr. So Kevin Hoi Chak as an executive director of the Company. | 2(a) | 2(a) |
| | (b) To re-elect Mr. Liao Zhe as an executive director of the Company. | 2(b) | 2(b) |
| | (c) To re-elect Mr. Leung Man Loon as an independent non-executive director of the Company. | 2(c) | 2(c) |
| | (d) To authorise the board of directors of the Company to fix the remuneration of the Directors. | 2(d) | 2(d) |
| | SPECIAL RESOLUTION | | |
| 3. | To approve the amendment to the Memorandum and the Articles as set out in the Notice. | 3. | 3. |

Dated this _____ day of _____ 2017 Signed ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS** as shown in the register of member of the Company.
- 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 of the Company (the "Member") entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. The Member who is holder of two or more shares of the Company may appoint more than one proxy to represent him on vote on his behalf at the Meeting. A proxy need not be a member of the Company but must attend the Meeting in person to represent you. Please insert the name and address of the proxy. 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 RESOLUTIONS, TICK (✓) THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, 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 branch 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).
- 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.

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 at 27/F, The Galaxy, 313 Castle Peak Road, Kwai Chung, Hong Kong or Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.