



## Red Star Macalline Group Corporation Ltd.

紅星美凱龍家居集團股份有限公司

(A sino-foreign joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1528)

### PROXY FORM

#### For the Extraordinary General Meeting to be held on Monday, 21 September 2015 (or at any adjournment thereof)

I/We (Note 1) \_\_\_\_\_  
of (Note 2) \_\_\_\_\_  
being the registered holder(s) of (Note 3) \_\_\_\_\_ H shares/domestic shares  
of RMB1.00 each in the share capital of the **Red Star Macalline Group Corporation Ltd.** (the "Company"), hereby  
appoint the Chairman of the meeting (Notes 4 and 5) or \_\_\_\_\_  
of (address) \_\_\_\_\_  
to act as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of  
the Company to be held at the JW Marriott Hotel Shanghai Changfeng Park, 158 Da Du He Road, Putuo District,  
Shanghai, People's Republic of China (the "PRC") on Monday, 21 September 2015 at 10:00 a.m. (the "EGM") and  
at any adjournment thereof and to exercise all rights conferred on proxies under laws, regulations and the articles of  
association of the Company in respect of the resolutions set out in the notice of the EGM as hereunder, or if no such  
indication is given, as my/our proxy thinks fit.

I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the meeting.

No.	SPECIAL RESOLUTIONS	For (Note 6)	Against (Note 6)	Abstain (Note 6)
1.	To approve and confirm the Company having fulfilled the requirements under the relevant laws and regulations in respect of the issue of the Corporate Bonds, and possesses the conditions and qualifications for the issue of the Corporate Bonds to qualified investors.			
2.	To consider and approve: (a) the issue of the corporate bonds of the Company in the People's Republic of China with an aggregate principal amount of not exceeding RMB10,000,000,000 ("Corporate Bonds"); and (b) that the chairman of the board of directors of the Company (the "Board") be authorised to determine and adjust the specific plan of the proposed issue of the Corporate Bonds and to handle other matters regarding the issue, listing and trading of the Corporate Bonds.			
3.	To consider and approve (i) to grant a general mandate to the Board to deal with the relevant matters relating to the issue of bonds ("Bonds") with an aggregate principal amount of not exceeding RMB4,000,000,000 or equivalent foreign currencies and (ii) to authorise the Board and person(s) authorised by the Board to handle all matters in connection with the issue of the Bonds.			

Signature (Note 7) \_\_\_\_\_

Dated \_\_\_\_\_ 2015

**Notes:**

- Please insert full name(s) in **BLOCK CAPITALS**.
- Please insert full address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all shares of the Company registered in your name(s). Please delete the class of shares inapplicable (H shares or domestic shares).
- If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies to attend instead of you and to vote on your behalf. A proxy need not be a shareholder of the Company, but must attend the meeting in person in order to represent you.
- If a proxy other than the Chairman of the meeting is preferred, cross out the words "the Chairman of the meeting" and insert the full name and address of the proxy (or proxies) desired in the space provided. If no name is inserted, the Chairman of the meeting will act as your proxy. Any changes made to this proxy form must be initialed by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING, TICK THE APPROPRIATE BOX MARKED "ABSTAIN".** If you return this proxy form without indicating as to how your proxy is to vote on any particular matter, the person appointed as your proxy will exercise his/her discretion as to whether he/she votes and, if so, how and, unless instructed otherwise, he/she may also vote or abstain from voting as he/she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
- This proxy form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of its legal representative(s) or its directors or (a) person(s) authorised to sign on its behalf. In case of joint holders, only the person whose name stands first on the register of members may attend and vote at the EGM, either in person or by proxy.
- To be valid, this proxy form, together with the power of attorney or other authority, if any, under which it is signed, or a notary certified copy of such power of attorney or authority, must be completed and deposited at the office of the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares), or at the Company's registered office in the PRC, at Suite F801, 6/F, No. 518, Linyu Road, Pudong New District, Shanghai, the PRC (for holders of domestic shares), at least 24 hours before the meeting or any adjournment thereof.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting in person if you so wish.
- Shareholders or their proxies attending the meeting shall produce their identity documents.