



## 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 2016 Second Extraordinary General Meeting to be held on Wednesday, 30 March 2016 (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 2016 second extraordinary general meeting of the  
Company to be held at 10:00 a.m. on Wednesday, 30 March 2016 at 28/F Red Star World Trade Building, No. 598, Nujiang Road  
North, Putuo District, Shanghai, People's Republic of China (the "PRC") (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 consider and approve the proposal of the A Share Offering; (a) Type of securities to be issued; (b) Nominal value per Share; (c) Proposed stock exchange for the listing of the A Shares; (d) Offering size; (e) Target subscriber; (f) Method of offering; (g) Pricing methodology; (h) Method of underwriting; (i) Conversion of the form of the Company; and (j) Validity period of the resolution for the proposal of the A Share Offering.			
(2)	To consider and approve the authorisation to deal with all matters relating to the A Share Offering;			
(3)	To consider and approve the plan for distribution of profits accumulated before the A Share Offering;			
(4)	To consider and approve the use of proceeds of the A Share Offering and the feasibility analysis;			
(5)	To consider and approve the proposed amendments to the Articles of Association;			
(6)	To consider and approve the proposed amendments to the Procedure Rules of the General Meetings; and			
(7)	To consider and approve that the Board, or any person(s) authorised by the Board, shall be authorised to handle the issue of the Super Short-term Commercial Papers and deal with all matters relating to such issue at its sole discretion, including but not limited to the following: (a) to determine, according to the market conditions, the specific plan of the issue of the Super Short-term Commercial Papers, including the timing of issue, issue size, term of maturity, coupon rate and the method of determining such rate, detailed use of proceeds, term and method for repayment of the principal amount and the interest, guarantee arrangement (if any) and other particulars;			

	(b) to amend, execute and file all agreements and legal documents relevant to the issue of the Super Short-term Commercial Papers and to handle the relevant reporting, registration and filing procedures relating to the issue of the Super Short-term Commercial Papers; (c) to determine and appoint lead underwriter(s) and other intermediaries for the issue of the Super Short-term Commercial Papers; (d) in the event of any changes to the policies of the relevant regulatory authorities and/or the market conditions, to make corresponding adjustments to the particulars of the issue of the Super Short-term Commercial Papers in accordance with the opinions of the relevant regulatory authorities; and (e) to handle all other matters in relation to the issue of the Super Short-term Commercial Papers.			
No.	ORDINARY RESOLUTIONS	For (Note 6)	Against (Note 6)	Abstain (Note 6)
(8)	To consider and approve the future dividend plan for the three years after the A Share Offering;			
(9)	To consider and approve the A Share price stabilisation plan for the three years after the A Share Offering;			
(10)	To consider and approve the dilution of immediate return as a result of the A Share Offering and remedial measures;			
(11)	To consider and approve the report on the use of proceeds of the H Share Offering;			
(12)	To consider and approve the undertakings on the disclosure of information in the prospectus published for the A Share Offering;			
(13)	To consider and approve the appointment of domestic auditor;			
(14)	To consider and approve the proposed amendments to the Rules for the Management of Proceeds of Fund Raising by the Company;			
(15)	To consider and approve the proposed amendments to the Rules for the Management of the Related Party Transactions; and			
(16)	To consider and approve the proposed amendments to the Working Rules of the Independent Directors.			

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

Dated \_\_\_\_\_ 2016

*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. The shares abstained will be counted in the calculation of the required majority.
- This proxy form must be signed and dated by the shareholder or his/her attorney duly authorized in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by its directors or (a) person(s) duly 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.