



## 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 2017 ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 8 JUNE 2018 (OR AT ANY ADJOURNMENT THEREOF)

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of <sup>(Note 2)</sup> \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 3)</sup> \_\_\_\_\_ H shares of RMB1.00 each in the share capital of **Red Star Macalline Group Corporation Ltd.** (the “Company”), hereby appoint the Chairman of the meeting <sup>(Notes 4 and 5)</sup> or \_\_\_\_\_ of (address) \_\_\_\_\_

to act as my/our proxy to attend and vote for me/us and on my/our behalf at the 2017 annual general meeting (the “AGM”) of the Company to be held at 1:00 p.m. on Friday, 8 June 2018 at Huaxia Hall, Shanghai Ship Hotel, No. 4988 Hangnan Road, Nanqiao Town, Fengxian District, Shanghai, People’s Republic of China (“PRC”) 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 AGM 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.	ORDINARY RESOLUTIONS	FOR <sup>(Note 6)</sup>	AGAINST <sup>(Note 6)</sup>	ABSTAIN <sup>(Note 6)</sup>
1	To consider and approve the work report of the Board for 2017;			
2	To consider and approve the work report of the Supervisory Committee for 2017;			
3	To consider and approve the final account report for 2017;			
4	To consider and approve the financial budget report for 2018;			
5	To consider and approve the profit distribution plan for 2017;			
6	To consider and approve the annual report and annual results for the year ended 31 December 2017;			
7	To consider and approve the re-appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the auditor for the financial report and the internal control auditor of the Company for the year 2018;			
8	To consider and approve the remuneration of Directors for 2017;			
9	To consider and approve the remuneration of Supervisors for 2017;			
10	To consider and approve the amendments to the working rules of the independent non-executive Directors;			
11	To consider and approve the amendments to the external guarantees; and			
12	To consider and approve the amendments to the rules for the management of the related party transactions.			

No.	SPECIAL RESOLUTIONS	FOR <sup>(Note 6)</sup>	AGAINST <sup>(Note 6)</sup>	ABSTAIN <sup>(Note 6)</sup>
1	To consider and approve the amendments to the procedural rules of the general meetings; and			
2	To approve the proposed voluntary conditional cash offer to be made by CICC, on behalf of the Company to buy-back up to 388,917,038 H Shares at HK\$11.78 per H Share from qualifying H Share Shareholders <sup>(Note 11)</sup>			

Signature <sup>(Note 7)</sup> \_\_\_\_\_

Dated \_\_\_\_\_ 2018

*Notes:*

1. Please insert full name(s) in **BLOCK CAPITALS**.
2. Please insert full address(es) in **BLOCK CAPITALS**.
3. 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).
4. 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.
5. 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.
6. **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.
7. 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 AGM, either in person or by proxy.
8. 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.
9. Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting in person if you so wish.
10. Shareholders or their proxies attending the meeting shall produce their identity documents.
11. The description of the special resolution is by way of summary only. The full text of the special resolution appears in the notice of the 2017 AGM.