



RISECOMM
瑞斯康

RISECOMM GROUP HOLDINGS LIMITED

瑞斯康集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1679)

Number of shares to which this form of proxy relates ^(Note 1)	
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**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING
TO BE HELD ON THURSDAY, 23 MAY 2019**

I/We^(Note 2) _____
of _____ being the registered holder(s)
of shares in the issued share capital of Risecomm Group Holdings Limited (the "Company") hereby appoint the Chairman of the meeting ^(Note 3)
or _____
of _____
as my/our proxy to attend, act and vote for me/us and on my/our behalf in respect of the resolutions as indicated below or, if no indication is given, as my/our proxy thinks fit, at the annual general meeting (the "AGM") of the Company for the year 2019 to be held at REF Financial Press Limited at 7/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Thursday, 23 May 2019 at 9:30 a.m. (and at any adjournment thereof).

Please tick ("✓") the appropriate boxes to indicate how you wish your vote(s) to be cast ^(Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended 31 December 2018.		
2.	(a) To re-elect Mr. Yue Jingxing as executive director of the Company.		
	(b) To re-elect Mr. Zhou, Francis Bingrong as non-executive director of the Company.		
	(c) To re-elect Mr. Cheung Fan as non-executive director of the Company.		
	(d) To re-elect Mr. Chen Yong as independent non-executive director of the Company.		
	(e) To re-elect Mr. Pan Song as independent non-executive director of the Company.		
	(f) To authorize the board of directors of the Company to fix the directors' remuneration.		
3.	To re-appoint KPMG as auditor of the Company and to authorize the board of directors of the Company to fix their remuneration.		
4.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the aggregate number of shares of the Company in issue as at the date of passing of this resolution ("Share Repurchase Mandate").		
5.	To give a general mandate to the directors to allot, issue and deal with authorised and unissued shares of the Company not exceeding 20% of the aggregate number of shares of the Company in issue as at the date of passing of this resolution ("Issue Mandate").		
6.	Conditional upon the passing of resolutions nos. 4 and 5, to extend the Issue Mandate granted to the directors of the Company to issue, allot and deal with authorized and unissued shares of the Company by the aggregate number of shares repurchased by the Company under the Share Repurchase Mandate.		

Date: _____ 2019

Signature(s) ^(Note 5) _____

Notes:

- Please insert the number of shares to which this form of proxy relates. 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). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. In the case of joint registered holders, the names of all joint registered holders should be stated.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. Any shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a shareholder of the Company but must attend the AGM in person to represent the member. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** If no direction is given, your proxy will vote or abstain at his discretion on any resolution(s) properly put to the AGM other than those referred to in the notice convening the AGM.
- This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of 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.
- 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 certified copy thereof, must be deposited at the Company's branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the AGM or the adjourned meeting (i.e. not later than 9:30 a.m. on Tuesday, 21 May 2019).
- No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting where the meeting was originally held within 12 months from such date.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish and, in such event, the form of proxy shall be deemed to be revoked.
- References to time and dates in this form of proxy are to Hong Kong time and dates.

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 AGM 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 authorised 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 to Tricor Investor Services Limited at the above address.