



REAL NUTRICEUTICAL GROUP LIMITED

瑞年國際有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2010)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 2 JUNE 2016 AND ANY ADJOURNMENT THEREOF

I/We ¹ _____
of _____ being
the registered holder(s) of ² _____ shares ("Shares")
of HK\$0.01 each in the capital of Real Nutraceutical Group Limited (the "Company"), **HEREBY APPOINT** the Chairman of the meeting, or ³ _____
of _____
or failing him/her _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting (the "Meeting") of the Company to be held at Falcon Room II, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wan Chai, Hong Kong on Thursday, 2 June 2016 at 11:00 a.m. and at any adjournment thereof for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting ("Notice") and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated hereunder, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as my/our proxy thinks fit.

ORDINARY RESOLUTIONS #		For ⁴	Against ⁴
1.	To receive and consider the audited financial statements and the reports of the directors of the Company ("Director") and the auditor of the Company ("Auditor") for the year ended 31 December 2015.		
2.	To approve the declaration of a final dividend for the year ended 31 December 2015 of 4.2 Hong Kong cents per share of HK\$0.01 each in the capital of the Company.		
3.	3.1 To re-elect Mr. Zhang Yan as an executive Director;		
	3.2 To re-elect Mr. Chan Kee Ming as an independent non-executive Director; and		
	3.3 To authorise the board of directors of the Company ("Board") to fix the directors' remuneration for the year ending 31 December 2016.		
4.	To re-appoint Elite Partners CPA Limited as the Auditor and to authorise the Board to fix their remuneration.		
5.	To give a general mandate to the Directors to issue, allot and deal with additional Shares not exceeding 20% of the total number of issued shares of the Company as at the date of passing this resolution.		
6.	To give a general mandate to the Directors to purchase the Company's shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing this resolution.		
7.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the number of shares repurchased by the Company.		
8.	To refresh the scheme mandate limit under the Share Option Scheme of the Company.		
9.	To increase the authorised share capital of the Company from HK\$20,000,000 divided into 2,000,000,000 Shares of HK\$0.01 each to HK\$100,000,000 divided into 10,000,000,000 Shares of HK\$0.01 each by the creation of an additional 8,000,000,000 new Shares.		

The full text of the ordinary resolutions is set out in the Notice.

Signature ⁵: _____

Date: _____

Notes:

- Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, please strike out "the Chairman of the Meeting, or" and insert the name and address of the desired proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGN(S) IT.**
- IMPORTANT:** If you wish to vote for the resolutions, please tick the appropriate boxes marked "For". If you wish to vote against any resolutions, please tick the appropriate boxes marked "Against". Failure to complete any or all boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised to sign the same.
- In order 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 certified copy thereof, must be lodged at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1726, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof (as the case may be).
- In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- The proxy needs not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In such event, this form of proxy will be deemed to be revoked.
- The resolutions set out above will be put to vote at the Meeting by way of poll.**