# RCG Holdings Limited

# 宏霸數碼集團（控股）有限公司 *

*(a company incorporated in Bermuda with limited liability)*

**(Stock Codes: HKSE: 802; AIM: RCG)**

## FORM OF PROXY

**Form of Proxy for use at the Special General Meeting ("SGM") of RCG Holdings Limited (the "Company") to be held at Lot 1, Jalan Teknologi 3/5, Taman Sains Selangor 1, Kota Damansara, 47810 Petaling Jaya, Selangor, Malaysia at 11:00 a.m. (Hong Kong Time) on Monday, 25 June 2012 (and at any adjournment thereof).**

I/We ______________________________ (in BLOCK CAPITALS please)

of ______________________________

being a Shareholder(s) of ____________________ shares of HK$0.01 each in the share capital of the above-named Company, hereby appoint the Chairman of the meeting

or ______________________________

of ______________________________

to act as my/our proxy to vote for me/us and on my/our behalf at the SGM of the Company to be held on the abovementioned date (and at any adjournment thereof) and direct my/our proxy to vote for me/us on my/our behalf as directed below, and, if no such indication is given, as my/our proxy thinks fit.

Please indicate with an "X" in the spaces below how you wish your vote to be cast.

| **Resolution of Members**<br>**ORDINARY RESOLUTION** | **For** | **Against** |
|---|---|---|
| 1. To approve and authorise<br>(a) the issue and creation of two per cent (2%) coupon three years convertible notes (the "Convertible Notes") for the aggregate principal amount of HK$88,700,000;<br>(b) the issue and allotment of the shares of the Company upon the exercise of the conversion rights attached to the Convertible Notes at the conversion price of HK$0.85; and<br>(c) any one director of the Company be and is/are hereby authorised for and on behalf of the Company to approve and execute all documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental or ancillary thereto (a) and (b) above.<br>*(full text of the resolution appear in the notice dated 8 June 2012 of the Company)* | | |

Signature ____________________ Date ____________________ 2012

*Notes:*

1. If any other proxy is preferred, strike out the words "the Chairman of the meeting or" and add the name and address of the proxy you wish to appoint and initial the alteration. The proxy need not be a member.
2. If the appointor is a corporation, this form must be completed under its common seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. The signature of any one of joint holders will be sufficient, but the names of all joint holders should be stated.
4. To be valid, this form and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must reach the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting as the case may be.
5. The completion of this form will not preclude a member from attending the SGM and voting in person.
6. Any alteration of this form must be initialled by the person who signs it.

* *For purpose of identification only*