RICHFIELD GROUP HOLDINGS LIMITED
田 生 集 團 有 限 公 司 *

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00183)

PROXY FORM

Form of proxy for use by shareholders at the Extraordinary General Meeting to be convened and held at Unit 1207, 12th Floor, Silvercord Tower 2, 30 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 31 January 2011 at 3:00 p.m.

I/We *(note a)* _____

of _____

being the holder(s) of _____ *(note b)* shares of HK$0.01 each of Richfield Group Holdings Limited (the "**Company**", which together with its subsidiaries, the "**Group**") hereby appoint the Chairman of the Meeting or *(note c)* _____

of _____

to act as my/our proxy *(note c)* at the Extraordinary General Meeting of the Company to be held at Unit 1207, 12th Floor, Silvercord Tower 2, 30 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 31 January 2011 at 3:00 p.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll *(note d)*.

	ORDINARY RESOLUTION	FOR	AGAINST
1.	To appoint BDO Limited as the auditors of the Group.		
	SPECIAL RESOLUTIONS	**FOR**	**AGAINST**
2.	To change the Company's name (i) from "Richfield Group Holdings Limited" to "Richfield Group Holdings Ltd" and subsequently (ii) from "Richfield Group Holdings Ltd" to "Richfield Group Holdings Limited 田生集團有限公司".		
3.	To amend the articles of association of the Company and adopt an amended and restated memorandum and articles of association of the Company.		

Dated this _____ day of _____ .

Shareholder's signature _____ *(notes e, f, g, h and i)*

Notes:

a   Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.

b   Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).

c   A proxy need not be a member of the Company but must attend the meeting in person to represent you. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in the space provided.

d   If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes marked "Against". If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.

e   In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.

f   The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.

g   To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.

h   Any alteration made to this form should be initialled by the person who signs the form.

i   Completion and return of this form will not preclude you from attending and voting in person at the meeting or any adjournment thereof if you so wish.

*   *For identification purposes only*