

DAPHNE INTERNATIONAL HOLDINGS LIMITED
達芙妮國際控股有限公司*
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 210)

**Form of Proxy for Annual General Meeting to be held on Thursday, 22 May 2014
 (and at any adjournment thereof)**

I/We ^(Note 1) _____
 of _____
 being the registered holder(s) of ^(Note 2) _____ share(s) of HK\$0.10 each in
 the capital of Daphne International Holdings Limited (the “Company”), **HEREBY APPOINT** the Chairman of the Meeting
 or ^(Note 3) _____
 of _____
 as my/our proxy to attend and act for me/us at the Annual General Meeting (the “Meeting”) (and at any adjournment thereof)
 of the Company to be held at Room A, 33/F, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Thursday, 22
 May 2014 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice of
 the Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the
 resolutions as indicated below:

RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and the auditors for the year ended 31 December 2013.		
2.	To approve and declare a final dividend of HK2.0 cents per ordinary share of the Company for the year ended 31 December 2013.		
3.	(a) To re-elect Mr. Chen Ying-Chieh as director.		
	(b) To re-elect Mr. Chang Chih-Chiao as director.		
	(c) To re-elect Mr. Lee Ted Tak Tai as director.		
	(d) To authorise the board of directors to fix the directors’ remuneration.		
4.	To re-appoint PricewaterhouseCoopers as Auditor and to authorise the board of directors to fix their remuneration.		
5A.	To give a general mandate to the directors to repurchase shares of the Company.		
5B.	To give a general mandate to the directors to allot, issue and deal with shares of the Company.		
5C.	To extend the general mandate granted to the directors to issue new shares under resolution 5B by adding the number of shares repurchased by the Company under resolution 5A.		

Dated this _____ 2014

Signature(s) ^(Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which the 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).
3. If any proxy other than the Chairman of the Meeting is preferred, 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 initialled by the person(s) who sign(s) it.
4. **IMPORTANT:** If you wish to vote for any 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 of the Meeting.
5. 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 or other person duly authorised to sign the same.
6. In the case of joint holders, this form of proxy must be signed by the shareholder whose name stands first in the register of members.
7. To be valid, this form of proxy together with the power of attorney (if any) or other authority under which it is signed (if any) or a notarially certified copy thereof, must be deposited with the Company’s share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
8. The proxy needs not be a member of the Company but must attend the Meeting in person to represent you.
9. Whether or not you attend or present at the Meeting, you are requested to complete the form of proxy. The completion and delivery 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.

* for identification purpose only