

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 at 3:00 p.m. on Wednesday, 25 May 2016
 (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”) of the Company to be held at
 Room A, 33/F, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong at 3:00 p.m. on Wednesday, 25 May 2016 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:

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors of the Company for the year ended 31 December 2015.		
2.	(a) To re-elect Mr. Chang Chih-Chiao as an executive director of the Company.		
	(b) To re-elect Mr. Huang Shun-Tsai as an independent non-executive director of the Company.		
	(c) To re-elect Mr. Lee Ted Tak Tai as an independent non-executive director of the Company.		
	(d) To authorise the board of directors of the Company to fix the director’s remuneration.		
3.	To re-appoint PricewaterhouseCoopers as the Company’s auditor and to authorise the board of directors of the Company to fix their remuneration.		
4.	To grant a general mandate to the directors of the Company to repurchase shares of the Company.		
5.	To give a general mandate to the directors of the Company to allot, issue and deal with shares of the Company.		
6.	To extend the general mandate granted to the directors of the Company to issue new shares under Resolution No. 5 by adding the number of shares repurchased by the Company under Resolution No. 4.		

Dated this _____ 2016

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