

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 Extraordinary General Meeting to be held on Tuesday, 27 August 2013 (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 Extraordinary General Meeting (the “Meeting”) (and at any adjournment thereof) of the Company to be held at Room A, 33rd Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Tuesday, 27 August 2013 at 12:00 noon for the purpose of considering and, if thought fit, passing the resolution 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 resolution as indicated below:

ORDINARY RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
To approve the proposed adoption of Share Option Scheme (as defined in the circular of the Company dated 9 August 2013).		

Dated this _____ 2013

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 the resolution, please tick the appropriate box marked “**FOR**”. If you wish to vote against the resolution, please tick the appropriate box marked “**AGAINST**”. Failure to complete the box 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 26th Floor, Tesbury Centre, 28 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