

# 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)

## Proxy Form for Annual General Meeting to be held on Wednesday, 27 May 2009 (and at any adjournment thereof)

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ 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 <sup>(Note 3)</sup> \_\_\_\_\_  
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 Strategic Financial Relations Limited, Room 3203, 32nd Floor, Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Wednesday, 27 May 2009 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:

ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive and consider the audited Accounts and the Reports of the Directors and the Auditor for the year ended 31 December 2008.		
2.	To approve and declare a final dividend for the year ended 31 December 2008.		
3.	(a) To re-elect Mr Chen Ying-Chieh as Director.		
	(b) To re-elect Mr Chen Hsien Min as Director.		
	(c) 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 and issue 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.		
SPECIAL RESOLUTION			
6.	To approve the proposed amendments to the memorandum and articles of association of the Company and to approve and adopt the amended and restated memorandum and articles of association of the Company.		

Dated this \_\_\_\_\_ 2009 Signature(s) <sup>(Note 5)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
- 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 proxy form must be initialled by the person(s) who sign(s) it.
- 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.
- This proxy form 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.
- In the case of joint holders, this proxy form must be signed by the shareholder whose name stands first in the register of members.
- To be valid, this proxy form 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, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
- The proxy needs not be a member of the Company but must attend the Meeting in person to represent you.
- Whether or not you attend or present at the Meeting, you are requested to complete the proxy form. The completion and delivery of this proxy form 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