

**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 Thursday, 23 May 2019**  
**(or any adjournment thereof)**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ share(s)  
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**”) of the Company to be held at  
Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong at 3:00 p.m. on Thursday, 23 May 2019 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  
(or 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 consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditor for the year ended 31 December 2018.		
2.	To re-elect Mr. Huang Shun-Tsai as an independent non-executive director.		
3.	To re-elect Mr. Kuo Jung-Cheng as an independent non-executive director.		
4.	To authorise the board of directors to fix the director’s remuneration.		
5.	To re-appoint PricewaterhouseCoopers as the Company’s auditor and to authorise the board of directors to fix their remuneration.		
6.	To grant a general mandate to the directors to repurchase shares of the Company.		
7.	To grant a general mandate to the directors to allot, issue and deal with shares of the Company.		
8.	To extend the general mandate granted to the directors to issue shares under Resolution No. 7 by adding the number of shares repurchased by the Company under Resolution No. 6.		
SPECIAL RESOLUTION		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
9.	To approve the adoption of the Second Amended and Restated Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.		

Dated this \_\_\_\_\_ 2019 Signature(s) <sup>(Note 5)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint registered holders should be stated.
- 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).
- 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.
- 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 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.
- 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.
- To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, 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).
- 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 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.

**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the **Purposes** and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the **Purposes**. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing to the Company or Tricor Secretaries Limited at the above address for the attention of Privacy Compliance Officer.

\* for identification purpose only