



# TOP FORM INTERNATIONAL LIMITED

黛麗斯國際有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00333)

## FORM OF PROXY FOR SPECIAL GENERAL MEETING TO BE HELD ON FRIDAY, 5 SEPTEMBER 2008 (OR ANY ADJOURNMENT THEREOF)

I/We <sup>Note 1</sup> of \_\_\_\_\_  
\_\_\_\_\_ being the registered holder(s) of <sup>Note 2</sup> \_\_\_\_\_ shares of  
\$0.10 each in the capital of the abovenamed company (the "Company") HEREBY APPOINT <sup>Note 3</sup> the Chairman of the meeting,  
or failing him \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the special general meeting (and at any adjournment thereof) of the Company (the "Meeting") to be held at Harbour View Ballroom, Level 4, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Friday, 5 September 2008 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the resolutions set out in the notice convening the Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>Note 4</sup>	AGAINST <sup>Note 4</sup>
1.	To approve the Acquisition under the Share Acquisition Agreement and the issue and allotment of the Consideration Shares as set out in ordinary resolution no. 1 in the notice of the Meeting		
2.	To approve the Service Agreement and the issue and allotment of the Allotted Shares as set out in ordinary resolution no. 2 in the notice of the Meeting		
3.	To approve the AUS Service Contract and the annual caps in respect of the annual Services Fees payable by Marguerite Lee to AUS under the AUS Service Contract as set out in ordinary resolution no. 3 in the notice of the Meeting		
4.	To approve the Fiori Contract and the annual caps in respect of the aggregate amount of Materials to be purchased by the Group from the Fiori Group as set out in ordinary resolution no. 4 in the notice of the Meeting		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2008                      Signature(s) <sup>Note 6</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). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, delete the words "the Chairman of the meeting, or failing him" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- 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 of such power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the said meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of any officer or attorney or other person duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.

\* for identification purposes only