



# TOP FORM INTERNATIONAL LIMITED

黛麗斯國際有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 333)

## FORM OF PROXY FOR SPECIAL GENERAL MEETING (OR ANY ADJOURNMENT THEREOF)

I/We <sup>Note 1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>Note 2</sup> \_\_\_\_\_ shares  
of HK\$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 of the Company to be held at  
Room 1501, 15/F., Tower A, Manulife Financial Centre, No. 223-231 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on  
Thursday, 22 May 2014 at 9:30 a.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice convening  
the said meeting as hereunder indicated, and, 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 3rd Renewal Agreement (as defined and described in the circular dated 2 May 2014 ("the Circular")) and to approve the proposed annual caps in relation to the sales to Van de Velde N.V. as described in the 3rd Renewal Agreement and the Circular for each of the three financial years ending 30 June 2017.		
2.	To approve the share consolidation of every five (5) issued and unissued shares of HK\$0.10 each in the share capital of the Company into one (1) share of HK\$0.50 each and such related matters, further details of which are set out in the notice of special general meeting of the Company dated 2 May 2014.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2014      Signature(s) <sup>Note 6</sup> \_\_\_\_\_

**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). 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).
3. 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.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE 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 that referred to in the notice convening the meeting.
5. 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 Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the said meeting.
6. 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.
7. 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 are present at the meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.

\* for identification purpose only