



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 ANNUAL GENERAL MEETING (OR ANY ADJOURNMENT THEREOF)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.50 each in the capital of the abovenamed company (the "Company") HEREBY APPOINT ^(Note 3) the Chairman of the meeting, or failing him _____
of _____
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the "AGM") of the Company for the year 2015 to be held at HKUST Business School Central, 15/F., Hong Kong Club Building, 3A Chater Road, Central, Hong Kong on Thursday, 29 October 2015 at 10:30 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 ^(Note 4)	AGAINST ^(Note 4)
1.	To receive the audited consolidated financial statements and the reports of the directors and auditors for the year ended 30 June 2015.		
2.	To declare a final dividend of HK\$0.05 per share for the year ended 30 June 2015.		
3.	To re-elect the following retiring Directors of the Company and to authorise the Board of Directors to fix the Directors' remuneration:		
	(1) To re-elect Mr. Fung Wai Yiu as a Non-executive Director.		
	(2) To re-elect Mr. Herman Van de Velde as a Non-executive Director.		
	(3) To re-elect Mr. Marvin Bienenfeld as an Independent Non-executive Director.		
	(4) To re-elect Mr. Lin Sun Mo, Willy as an Independent Non-executive Director.		
	(5) To authorise the board of directors to fix the remuneration of the directors.		
4.	To re-appoint KPMG as Auditors of the Company and to authorise the board of directors to fix their remuneration.		
5.	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		
6.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		
7.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company.		

Note: The full text of the resolutions is set out in the AGM notice.

Dated this _____ day of _____, 2015 Signature(s) ^(Note 5) _____

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 INITIALLED 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.
- 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.
- 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 Hong Kong Branch Share Registrar, 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 said meeting.
- 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.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the annual general meeting if you so wish.

* for identification purposes only