



ELEGANCE INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

website: <http://www.elegance-group.com>

(Stock Code: 907)

FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We (Note 1), _____
of _____
being the registered holder(s) of (Note 2) _____ ordinary share(s) in the capital of
ELEGANCE INTERNATIONAL HOLDINGS LIMITED (the "Company") hereby appoint the Chairman of the special general meeting of the
Company, or (Note 3) _____
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 (the "Meeting") to
be held at B2 & B4, 8th Floor, Block B, Mai Hing Industrial Building, 16 – 18 Hing Yip Street, Kwun Tong, Kowloon, Hong Kong
on Friday, 22 March 2013 at 11:00 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the
resolution, with or without amendments, as set out in the notice convening the Meeting as indicated below or if no such indication
is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the Meeting and/or at any
adjournment thereof (Note 4):

ORDINARY RESOLUTION	FOR ⁴	AGAINST ⁴
To approve the Supplemental Agreement, the Transactions and the annual cap amounts for the financial years ending 31 March 2014, 2015 and 2016 in respect of the Transactions.		

Note: "Supplemental Agreement" and "Transactions" are defined and the above annual cap amounts are set out in the notice of the Meeting dated 6 March 2013, which contains the full text of the resolution to be proposed.

Dated this _____ day of _____, 2013

Signature (Note 5): _____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
2. 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).
3. If any proxy other than the Chairman is preferred, please strike out "the Chairman of the special general meeting of the Company, or" 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(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST"**. Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting and/or at any adjournment thereof other than those referred to in the notice convening the Meeting.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
6. Any member entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a meeting of the Company.
7. A proxy need not be a member of the Company.
8. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to B2 & B4, 8th Floor, Block B, Mai Hing Industrial Building, 16 – 18 Hing Yip Street, Kwun Tong, Kowloon, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.
9. Delivery of a form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof should you so wish.
10. Where there are joint holders of any share, any one of such joint holder may vote at any 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 be present at any 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. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of the bye-laws of the Company be deemed joint holders thereof.