



BELLE INTERNATIONAL HOLDINGS LIMITED

百麗國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1880)

PROXY FORM FOR THE ANNUAL GENERAL MEETING (the “Annual General Meeting”) TO BE HELD ON WEDNESDAY, 26 JULY 2017 AT 2:30 P.M.

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary shares in the share capital of Belle International Holdings Limited (the “Company”) HEREBY APPOINT ^(Note 3) the Chairman of the Annual General Meeting or _____
of _____
as my/our proxy to attend and vote for me/us at the Annual General Meeting to be held at Crystal Ballroom, Basement 3, Holiday Inn Golden Mile Hong Kong, 50 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 26 July 2017 at 2:30 p.m. and at any adjournment thereof and to vote for me/us and in my/our name(s) in respect of such resolutions as indicated below and, if no such indication is given, as my/our proxy thinks fit.

| ORDINARY RESOLUTIONS | | FOR ^(Note 4) | AGAINST ^(Note 4) |
|----------------------|---|-------------------------|-----------------------------|
| 1. | To receive and consider the audited consolidated financial statements and reports of the directors and auditor of the Company for the year ended 28 February 2017. | | |
| 2. | To declare final dividend for the year ended 28 February 2017. | | |
| 3. | To re-appoint PricewaterhouseCoopers as the Company’s auditor and to authorise the board of directors of the Company to fix the auditor’s remuneration. | | |
| 4. | (a) (i) To re-elect Mr. Sheng Fang as an executive director of the Company. | | |
| | (a) (ii) To re-elect Ms. Hu Xiaoling as a non-executive director of the Company. | | |
| | (a) (iii) To re-elect Mr. Gao Yu as an independent non-executive director of the Company. | | |
| | (b) To authorise the board of directors of the Company to fix the directors’ remuneration. | | |
| 5. | To grant a general mandate to the directors of the Company to allot, issue and deal with new shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution. | | |
| 6. | To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution. | | |
| 7. | To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company. | | |

Dated this _____ day of _____ 2017 Signature ^(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 proxy form will be deemed to relate to all such shares in the share capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the Annual General Meeting is preferred, strike out the words “the Chairman of the Annual General Meeting or” and insert the name and address of the proxy desired in the space provided. Any shareholder may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
- Important: If you wish to vote for the resolution, tick in the appropriate box marked “FOR”. If you wish to vote against the resolution, tick in the appropriate 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 referred to above.
- 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 seal, under the hand of an officer or attorney duly authorised.
- Where there are joint registered holders, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares of the Company as if he were solely entitled thereto; but if more than one of such joint registered holders be present at the meeting personally or by proxy, then the registered holder so present whose name stands first on the register of members of the Company in respect of such shares of the Company will alone be entitled to vote in respect thereof.
- To be valid, this form of proxy along with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be completed and lodged at the share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time for holding the meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending the meeting and voting in person at the meeting or any adjourned thereof and, in such event, the relevant form of proxy shall be deemed to be revoked.
- Any alteration made to this form of proxy must be initialled by the person who signs it.
- Reference is made to the Company’s announcement dated 28 April 2017 in relation to the privatisation of the Company by way of a scheme of arrangement (the “Scheme”). If the Scheme becomes effective before the holding of the annual general meeting, all the shares held by the Scheme Shareholders (as defined in the above mentioned announcement) will be cancelled by operation of the Scheme and as a matter of Cayman Islands law and such Scheme Shareholders will no longer constitute registered shareholders on the register of members of the Company. Accordingly, none of the Scheme Shareholders will be eligible to attend and vote at the Annual General Meeting.