



Cosmo Lady (China) Holdings Company Limited

都市麗人(中國)控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 2298)

PROXY FORM

Form of proxy for use at the annual general meeting to be held at Magnolia & Camomile Room, Lower Lever II, Kowloon Shangri-La, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, April 30, 2015 at 2:00 pm (the "Annual General Meeting") :

I/We¹, _____
of _____

being the registered holder(s) of² _____ shares of US\$0.01 each in the capital of the above-named company (the "Company"), hereby appoint³ the chairman of the Annual General Meeting or _____
of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Magnolia & Camomile Room, Lower Lever II, Kowloon Shangri-La, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, April 30, 2015 at 2:00 pm or at any adjournment thereof on the following resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTIONS		For ⁴	Against ⁴
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and the auditor for the year ended December 31, 2014		
2.	To declare a final dividend for the year ended December 31, 2014		
3.	(i) To re-elect Mr. Zhang Shengfeng as executive director		
	(ii) To re-elect Mr. Lin Zonghong as executive director		
	(iii) To re-elect Mr. Wen Baoma as non-executive director		
4.	To re-appoint PricewaterhouseCoopers as the Company's auditor and authorise the board of directors to fix its remuneration		
5.	To authorize the board of the directors of the Company to fix the remuneration of the directors of the Company		
6.	To give a general mandate to the directors to allot, issue and deal with new shares up to 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution		
7.	To give a general mandate to the directors to repurchase the shares up to 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution		
8.	Conditional upon the passing of resolutions numbered 6 and 7 set out in the notice convening the Annual General Meeting, to extend the general mandate granted to the directors to allot, issue and deal with additional shares in the share capital of the Company pursuant to resolution numbered 6 by an amount up to the amount of the shares repurchased by the Company pursuant to resolution numbered 7		

Signature(s)⁵ _____

Dated this _____ day of _____ 2015

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 Company registered in your name(s).
- (3) If any proxy other than the chairman of the Annual General Meeting is preferred, please 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 ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGNS IT. Any shareholder entitled to attend and vote at the Annual General Meeting may appoint one or, if he holds two or more shares of the Company, more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company but must attend the Annual General Meeting (or any adjournment thereof) in person to represent you.
- (4) 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 Annual General Meeting other than referred to above.
- (5) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- (6) Where there are joint registered holders, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such share of the Company as if he were solely entitled thereto; but if more than one of such joint registered holders are present at the Annual General Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (7) In order to be valid, this form of proxy, together with a 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 completed and lodged at the Hong Kong branch 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 appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof, and in such event, this form of proxy shall be deemed revoked.