

La Chapelle

上海拉夏貝爾服飾股份有限公司 Shanghai La Chapelle Fashion Co., Ltd.

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 06116)

FORM OF PROXY FOR 2016 ANNUAL GENERAL MEETING

Number of shares to which this form of proxy relates <i>(Note 1)</i>	domestic shares
	unlisted foreign shares
	H shares

I/We *(Note 2)* _____
(address) _____
being the holder(s) of _____ domestic shares/unlisted foreign shares/H shares *(Note 3)* of RMB1.00 each in the share capital of Shanghai La Chapelle Fashion Co., Ltd. (the "Company"), hereby appoint the Chairman of the meeting or _____ *(Note 4)*
of (address) _____
as my/our proxy(ies) to attend the 2016 annual general meeting (the "AGM") of the Company to be held at 2:00 p.m. on 12 May 2017 at the conference room no. II, 6/F, CHJ Industrial Building, 81 Caodongzhi Road, Xuhui District, Shanghai, the People's Republic of China (the "PRC") or any adjournment thereof and to vote at such meeting or at any adjournment thereof in respect of the resolutions set out in the notice of AGM as hereunder indicated on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit.

	ORDINARY RESOLUTIONS	FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>	ABSTAIN <i>(Note 5)</i>
1.	To consider and approve the report of Board of the Company for the year ended 31 December 2016			
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2016			
3.	To consider and approve the work report of the independent non-executive directors of the Company for the year ended 31 December 2016			
4.	To consider and approve the audited financial statements and the report of the auditors of the Company for the year ended 31 December 2016			
5.	To consider and approve the Company's profit distribution plan and declaration of final dividends for the year ended 31 December 2016			
6.	To consider and approve the re-appointment of PricewaterhouseCoopers as the international auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the Board to fix their remunerations			
7.	To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP (Special General Partnership) as the Company's PRC domestic auditor for the year 2017 and authorize the Board to determine and fix the auditor's remuneration			
8.	To consider and approve the report on the use of proceeds from the 2014 Offering of the Group			
9.	To consider and confirm the report on the related party transactions of the Group during the period from 1 January 2014 to 31 December 2016			
10.	To consider and approve the resolution on application to the bank for credit facilities of Shanghai La Chapelle Fashion Co., Ltd.			
11.	To consider and approve the resolution on providing guarantee for the subsidiaries of Shanghai La Chapelle Fashion Co., Ltd.			
12.	To consider and approve the Company's final accounts for the year 2016			
13.	To consider and approve the Company's financial budget for the year 2017			
14.	To consider and approve the re-election of Mr. Xing Jiaying as executive Director of the Company for a term of three years commencing from the date of the AGM, and to authorise the Board to fix his remuneration			
15.	To consider and approve the re-election of Mr. Wang Yong as executive Director of the Company for a term of three years commencing from the date of the AGM, and to authorise the Board to fix his remuneration			
16.	To consider and approve the re-election of Mr. Wang Wenke as executive Director of the Company for a term of three years commencing from the date of the AGM, and to authorise the Board to fix his remuneration			

ORDINARY RESOLUTIONS		FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>	ABSTAIN <i>(Note 5)</i>
17.	To consider and approve the re-election of Mr. Li Jiaqing as non-executive Director of the Company for a term of three years commencing from the date of the AGM, and to authorise the Board to fix his remuneration			
18.	To consider and approve the re-election of Ms. Wang Haitong as non-executive Director of the Company for a term of three years commencing from the date of the AGM, and to authorise the Board to fix her remuneration			
19.	To consider and approve the re-election of Mr. Luo Bin as non-executive Director of the Company for a term of three years commencing from the date of the AGM, and to authorise the Board to fix his remuneration			
20.	To consider and approve the re-election of Mr. Lu Weiming as non-executive Director of the Company for a term of three years commencing from the date of the AGM, and to authorise the Board to fix his remuneration			
21.	To consider and approve the re-election of Mr. Cao Wenhai as non-executive Director of the Company for a term of three years commencing from the date of the AGM, and to authorise the Board to fix his remuneration			
22.	To consider and approve the re-election of Dr. Chen Jieping as independent non-executive Director of the Company for a term of three years commencing from the date of the AGM, and to authorise the Board to fix his remuneration			
23.	To consider and approve the re-election of Mr. Chan, Wing Yuen Hubert as independent non-executive Director of the Company for a term of three years commencing from the date of the AGM, and to authorise the Board to fix his remuneration			
24.	To consider and approve the election of Mr. Zhang Zeping as independent non-executive Director of the Company for a term of three years commencing from the date of the AGM, and to authorise the Board to fix his remuneration			
25.	To consider and approve the election of Mr. Zhang Yi as independent non-executive Director of the Company for a term of three years commencing from the date of the AGM, and to authorise the Board to fix his remuneration			
26.	To consider and approve the re-election of Ms. Yang Lin as the shareholder representative Supervisor of the Company for a term of three years commencing from the date of the AGM, and to authorise the Board to fix her remuneration			
27.	To consider and approve the re-election of Mr. Zhang Tao as independent Supervisor of the Company for a term of three years commencing from the date of the AGM, and to authorise the Board to fix his remuneration			
28.	To consider and approve the re-election of Mr. Zhang Xueqing as independent Supervisor of the Company for a term of three years commencing from the date of the AGM, and to authorise the Board to fix his remuneration			

Dated this _____ day of _____, 2017 Signature(s) *(Note 6)* _____

Notes:

- Please insert the number of shares of the Company registered in your name(s) to which this proxy relates. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, the form of proxy will be deemed to relate to all shares of the Company registered in your name(s) (whether alone or jointly with others).
- Please insert the full name(s) and address(es) as registered in the register of members of the Company in block letters.
- Please insert the number of shares of the Company registered in your name(s) and delete as appropriate.
- If any proxy other than the Chairman of the meeting of the Company is preferred, please strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend the meeting and vote on his/her behalf. A proxy need not be a shareholder of the Company. Any alteration made to this form of proxy must be initialed by the person who signs it.
- Important: If you wish to vote for any resolution, please put a tick in the box marked "FOR" or insert the number of shares held by you. If you wish to vote against any resolution, please put a tick in the box marked "AGAINST" or insert the number of shares held by you. If you wish to vote abstention on any resolution, please put a tick in the box marked "ABSTAIN" or insert the number of shares held by you. If no direction is given, your proxy may vote as he/she thinks fit.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its director or attorney or other officer duly authorized. In case of joint holders, this form of proxy must be signed by the shareholder whose name stands first in the register of members of the Company.
- If an attending shareholder or proxy casts a vote of abstention or abstains from voting in respect of a resolution, the share(s) represented by that shareholder or proxy will be regarded as valid votes when the Company counts the votes with respect to that resolution.
- To be valid, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered, for holders of H shares of the Company, to the Company's H shares registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or for holders of Domestic Shares and Unlisted Foreign Shares of the Company, to the registered office of the Company in the PRC at Room 3300, Level 3, Block 1, 270 Cao Xi Road, Xuhui District, Shanghai, PRC not less than 24 hours before the time appointed for the holding of the AGM (being 2:00 p.m. on 11 May 2017) or not less than 24 hours before the time appointed for the holding of any adjournment or 24 hours before the time appointed for taking the poll.
- In the case of joint holders of shares of the Company, only the joint shareholders ranked first in the register of shareholders have the right to attend and vote at the AGM. In the event that a shareholder appoints more than one proxy to attend the AGM, such proxies may only exercise their voting rights in a poll.
- You are reminded that completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.