

# 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 2017 THIRD EXTRAORDINARY 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 of \_\_\_\_\_ *(Note 4)*

(address) \_\_\_\_\_

as my/our proxy(ies) to attend the 2017 third extraordinary general meeting (the "EGM") of the Company to be held at 2:00 p.m. on 16 October 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 EGM as hereunder indicated on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit.

SPECIAL RESOLUTION		FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>	ABSTAIN <i>(Note 5)</i>
1.	Consider and approve the proposed amendments to the Draft Articles for A Shares (details of which are set out in Appendix I to the circular of the Company dated 31 August 2017).			
ORDINARY RESOLUTIONS		FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>	ABSTAIN <i>(Note 5)</i>
2.	Consider and approve the proposed amendments to the Procedural Rules for General Meetings (details of which are set out in Appendix II to the circular of the Company dated 31 August 2017).			
3.	Consider and approve the proposed amendments to the Procedural Rules for Board Meetings (details of which are set out in Appendix III to the circular of the Company dated 31 August 2017).			

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 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 for holding of the EGM (i.e. 2:00 p.m. 15 October 2017) or not less than 24 hours before the holding of any adjournment thereof or not less than 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 EGM. In the event that a shareholder appoints more than one proxy to attend the EGM, 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 EGM or any adjournment thereof if you so wish.