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DAPHNE INTERNATIONAL HOLDINGS LIMITED
達芙妮國際控股有限公司*
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 210)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Daphne International Holdings Limited (the “**Company**”) will be held at Unit 1603-1604, 16/F, Causeway Bay Plaza I, 489 Hennessy Road, Causeway Bay, Hong Kong on Friday, 5 February 2021 at 3:00 p.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as ordinary resolution:

ORDINARY RESOLUTION

“**THAT:**

- (1) (a) the agreement entered into between Dasheng Footwear Co., Ltd., Putian City* (莆田市大盛鞋業有限公司) (“**Dasheng**”) and Putian City Licheng District People’s Government* (莆田市荔城區人民政府) (“**Putian Licheng Government**”) dated 1 January 2021 (the “**Land Resumption Agreement**”) and the resumption by Putian Licheng Government, and the surrender by Dasheng of certain land and properties in consideration of an aggregate compensation of RMB110,219,093 payable by Putian Licheng Government Putian Licheng Government to Dasheng (the “**Land Resumption**”) pursuant to the terms and conditions of the Land Resumption Agreement be and are hereby approved, confirmed and ratified; and
- (b) any director of the Company be and are hereby authorized for and on behalf of the Company to execute all such other documents and agreements and do all such acts and things as he may in his absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the Land Resumption Agreement and the Land Resumption and all matters incidental or ancillary thereto.”

By Order of the Board
Daphne International Holdings Limited
Chang Chih-Kai
Chairman

Hong Kong, 21 January 2021

* For identification purpose only

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Cayman Islands

Principal place of business in Hong Kong:
Unit 2605, 26/F
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10 Metropolis Drive, Hung Hom
Kowloon, Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint more than one proxy to attend and on a poll, vote instead of him/her. A proxy need not be a shareholder of the Company.
2. To be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the EGM. In such event, the form of proxy will be deemed to be revoked.
3. The register of members of the Company will be closed from Tuesday, 2 February 2021 to Friday, 5 February 2021, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong no later than 4:30 p.m. on Monday, 1 February 2021 for registration.
4. Where there are joint registered holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members in respect of the relevant joint holding.
5. In the event that a typhoon signal no. 8 or above is hoisted or a black rainstorm warning signal or extreme conditions caused by super typhoon is in force on the day of the EGM, shareholders are suggested to contact the Company's branch share registrar in Hong Kong by telephone at (852) 2980 1333 for arrangement of the EGM.
6. Taking into account of the recent development of the pandemic caused by novel coronavirus pneumonia (COVID-19), the Company will implement the following prevention and control measures at the EGM against the pandemic to protect the shareholders from the risk of infection:
 - (i) Compulsory body temperature check will be conducted for every shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.5 degrees Celsius will not be admitted to the venue;
 - (ii) Every shareholder or proxy who has travelled from jurisdictions, which according to the Department of Health of Hong Kong would render such person subject to a quarantine order, within 14 days of the date of the EGM will not be admitted to the venue;

- (iii) Every shareholder or proxy is required to wear surgical facial mask throughout the EGM; and
- (iv) No refreshment will be served nor any souvenir will be given.

Furthermore, the Company wishes to advise the shareholders, particularly shareholders who are subject to quarantine in relation to COVID-19, that they may appoint the chairman of the EGM as a proxy to vote on the resolution, instead of attending the EGM in person.

As at the date of this notice, the Board of the Company comprises three Executive Directors, namely Mr. Chang Chih-Chiao, Mr. Chang Chih-Kai and Mr. Wang Jungang; and three Independent Non-executive Directors, namely Mr. Hon Ping Cho Terence, Mr. Huang Shun-Tsai and Mr. Kuo Jung-Cheng.