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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Daphne International Holdings Limited (the “Company”) will be held at Unit 2605, 26/F, The Metropolis Tower, 10 Metropolis Drive, Hung Hom, Kowloon, Hong Kong on Wednesday, 25 May 2022 at 3:00 p.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions:

AS ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the independent auditor for the year ended 31 December 2021;
2. To re-elect Mr. Chang Chih-Chiao as an executive Director of the Company;
3. To re-elect Mr. Huang Shun-Tsai as an independent non-executive Director of the Company;
4. To re-elect Mr. Tan Philip as an independent non-executive Director of the Company;
5. To authorise the board of directors of the Company to fix the Directors’ remuneration;
6. To re-appoint PricewaterhouseCoopers as the Company’s independent auditor and authorise the board of directors to fix their remuneration;

* *for identification purpose only*

7. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (**“Directors”**) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong (the **“SFC”**) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the SFC, the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its own shares at a price to be determined by the Directors;
- (c) the aggregate number of shares of the Company to be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the issued shares of the Company at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution,

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.”

8. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with the unissued shares of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above, shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the expiry of the Relevant Period;
- (c) the aggregate number of shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company; or (iii) the exercise of any options granted under the share option scheme or similar arrangement for the time being adopted or to be adopted for the grant or issue of shares or rights to acquire shares of the Company approved by the Stock Exchange; or (iv) any issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares, shall not exceed 20% of the total number of the issued shares of the Company at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution,

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or

- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares, or offer of issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to the holders of shares of the Company on the register of members on a fixed record date in proportion to their then holding of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regarded to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

- 9. “**THAT** conditional upon the passing of resolution Nos. 7 and 8 above, the general mandate granted to the Directors pursuant to resolution No. 8 above be and is hereby extended by adding thereto of the aggregate number of the shares as stated in resolution No. 7 above provided that such amount shall not exceed 20% of the total number of the issued shares of the Company at the date of passing this resolution.”
- 10. “**THAT** the grant of 51,800,000 share options to Mr. Wang Jungang, an executive director of the Company, under the share option scheme adopted by the Company and effective on 27 August 2013 to subscribe for 51,800,000 ordinary shares of the Company at the exercise price of HK\$0.20 per share and on the terms and conditions as set out in the circular of the Company dated 14 April 2022 be and is hereby approved, and that any one director of the Company is hereby authorised to do all such acts and/or execute all such documents as may be necessary or expedient in order to give full effect to the foregoing.”
- 11. “**THAT** subject to the approval of the Listing Committee of the Stock Exchange for the listing and trading of the shares to be allotted and issued upon the exercise of any share options granted under the share option scheme referred to in the circular of the Company dated 14 April 2022 (a copy of which has been produced to the meeting and initialled by the chairman of the meeting for identification purpose) (the “**2022 Share Option Scheme**”), the 2022 Share Option Scheme be approved and adopted to be the share option scheme of the Company and that the Directors be authorised to grant options thereunder and to allot and issue shares pursuant to the 2022 Share Option Scheme and take all such steps as may be necessary or desirable to implement such 2022 Share Option Scheme.”

12. “**THAT** the share option scheme of the Company which was adopted by the Company on 27 August 2013 (the “**2013 Share Option Scheme**”) be terminated upon the 2022 Share Option Scheme becoming unconditional in all respects, and upon its termination, no further options may be granted under the 2013 Share Option Scheme but in all other respects the provisions of the 2013 Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any options granted prior thereto or otherwise as may be required in accordance with the provisions of the 2013 Share Option Scheme and options granted prior to such termination shall continue to be valid and exercisable in accordance with the 2013 Share Option Scheme, if any.”

AS SPECIAL RESOLUTION

13. “**THAT** the amended and restated memorandum of association and third amended and restated articles of association of the Company (incorporating the proposed amendments to the memorandum and articles of association of the Company as set out in the Appendix IV to the circular of the Company dated 14 April 2022 (the “**New M&A**”) (a copy of which has been produced to this meeting and initialled by the chairman of the meeting for identification purpose) be and is hereby approved and adopted as the memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company, and any Director or company secretary of the Company be and are hereby authorised to deal with on behalf of the Company the relevant application(s), approval(s), registration(s), filing(s) and other related procedures or issues and to make further amendment(s) (where necessary) pursuant to the requirements of the relevant government and/or regulatory authorities arising from the adoption of the New M&A.”

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

Hong Kong, 14 April 2022

Registered Office:
Cricket Square
Hutchins Drive, PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

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

Notes:

1. Any shareholder of the Company entitled to attend and vote at the AGM 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. The form of proxy must be received by 3:00 pm (Hong Kong time) on Monday, 23 May 2022, or not less than 48 hours before the time of the holding of any adjourned meeting.

Shareholders may submit the form of proxy electronically at <https://spot-emeeting.tricor.hk/#/203> by entering the username and the password either printed on the notification letter sent to the shareholders by post on 14 April 2022 or which has been sent to the shareholders by email if the shareholders have registered an email address to receive electronic communications. Alternatively, shareholders may send the completed form of proxy to the Company's share registrar in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong. Shareholders who have submitted the proxy appointment electronically shall not lodge the physical form of proxy to Tricor Secretaries Limited.

In order to be valid, the completed form of proxy (together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof) must be deposited by 3:00 pm (Hong Kong time) on Monday, 23 May 2022, or not less than 48 hours before the time of the holding of any adjourned meeting, at Tricor Secretaries Limited at the above address. Any power of attorney or other authority relating to an appointment of a proxy cannot be submitted electronically and must be deposited as referred to above for the appointment to be valid.

3. The register of members of the Company will be closed from Friday, 20 May 2022 to Wednesday, 25 May 2022, 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 AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong no later than 4:30 p.m. on Thursday, 19 May 2022 for registration.
4. Where there are joint registered holders of any share, any one of such persons may vote at the AGM, 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 AGM 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 at any time between 9:00 a.m. and 3:00 p.m. on the date of the AGM, the AGM will be automatically postponed to a later date as determined by the Company. The Company will publish an announcement on the websites of HKEXnews (www.hkexnews.hk) and the Company (www.daphneholdings.com) to notify the shareholders of the Company of the date, time and location of the rescheduled meeting.

6. In compliance with the HKSAR Government's directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of coronavirus disease 2019 (COVID-19), the Company will implement additional precautionary measures at the AGM including, without limitation:
- compulsory body temperature screening;
 - mandatory use of surgical face masks;
 - anyone attending the AGM is reminded to observe good personal hygiene at all times;
 - appropriate distancing and spacing in line with the guidance from the HKSAR Government will be maintained and as such, the Company may limit the number of attendees at the AGM as may be necessary to avoid over-crowding;
 - no food and beverage refreshment will be provided at the AGM; and
 - no souvenir or gift will be distributed.
7. In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly encourages shareholders NOT to attend the AGM in person, and advises shareholders to appoint the Chairman of the AGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the AGM in person.
8. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

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