THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Daphne International Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s), or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected, for transmission to the purchaser(s) or transferee(s).

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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)

PROPOSALS FOR
GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
DECLARATION OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting ("**AGM**") of the Company to be held at Room 3, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 21 May 2026 at 3:00 p.m. is set out on pages AGM-1 to AGM-6 of this circular.

Whether or not you are able to attend the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, or submit the form of proxy electronically at https://evoting.vistra.com/#/210 in accordance with the instructions printed on the accompany notification letter, as soon as possible and in any event no later than 3:00 p.m. on Tuesday, 19 May 2026, or not less than 48 hours before the time of any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM (or any adjournment thereof) in person should you so wish. In such event, the form of proxy shall be deemed to be revoked.

Hong Kong, 10 April 2026

* *for identification purpose only*

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In this circular, the following expressions have the following meanings unless the context requires otherwise:

"2013 Share Option Scheme"	the share option scheme adopted by the Company on 27 August 2013 and terminated on 25 May 2022, under which certain share options have been granted and remain outstanding
"2022 Share Option Scheme"	the share option scheme adopted by the Company on 25 May 2022
"AGM"	the annual general meeting of the Company to be held at Room 3, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 21 May 2026 at 3:00 p.m. or, where the context admits, any adjournment thereof
"Articles of Association"	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Audit Committee"	the audit committee of the Board
"Board"	the board of Directors
"business day(s)"	a day (other than a Saturday, a Sunday or a public holiday) on which licensed banks are generally open for business in Hong Kong and the Stock Exchange is open for business of dealing in securities
"close associate(s)"	has the meaning ascribed to it under the Listing Rules
"Company"	Daphne International Holdings Limited, a company incorporated under the laws of the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 210)
"core connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"Extension Mandate"	a general mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted, issued and dealt with under the Issue Mandate in the manner as set out in the ordinary resolution numbered 11 of the notice of the AGM
"Group"	the Company and its subsidiaries

"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Issue Mandate"	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with Shares in the manner as set out in the ordinary resolution numbered 10 of the notice of the AGM (as extended by the Extension Mandate)
"Latest Practicable Date"	31 March 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Nomination Committee"	the nomination committee of the Board
"PRC"	the People's Republic of China which shall, for the purpose of this Circular, exclude Hong Kong, Macau and Taiwan
"Remuneration Committee"	the remuneration committee of the Board
"Repurchase Mandate"	a general mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares in the manner as set out in the ordinary resolution numbered 9 of the notice of the AGM
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.1 each in the capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
"%"	per cent

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)

Executive Directors:
Mr. Chang Chih-Kai *(Chairman)*
Mr. Chang Chih-Chiao *(Chief Executive Officer)*
Ms. Chang Wan-Hsun

Non-executive Director:
Mr. Wang Jungang

Independent Non-executive Directors:
Mr. Hon Ping Cho Terence
Mr. Tan Philip
Ms. Hsu Wen-Kuan

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

10 April 2026

To Shareholders

Dear Sir/Madam,

PROPOSALS FOR GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS, DECLARATION OF FINAL DIVIDEND AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with, among other things, information to be proposed at the AGM regarding the ordinary resolutions relating to (1) the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (2) the re-election of the retiring Directors; and (3) the declaration of final dividend, and to give you the notice of the AGM.

* *for identification purpose only*

1. GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

(i) General mandate to repurchase shares

The general mandate granted to the Directors by the Shareholders at the last annual general meeting of the Company held on 21 May 2025 to repurchase Shares will expire at the conclusion of the AGM. At the AGM, the Board will propose an ordinary resolution, the full text of which is set out as resolution No. 9 in the notice of the AGM, to grant an unconditional general mandate to the Directors to exercise all powers of and on behalf of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing of the relevant resolution. The Repurchase Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in resolution No. 9(d) as set out in the notice of the AGM. In accordance with the requirements of the Listing Rules, an explanatory statement on the Repurchase Mandate is set out in Appendix I to this circular to provide you with the requisite information reasonably necessary to enable you to make an informed decision on the proposed resolution.

As at the Latest Practicable Date, the Company had an aggregate of 1,978,598,429 Shares in issue. Subject to the passing of the relevant resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase Shares up to a maximum of 197,859,842 Shares, representing 10% of the total number of Shares in issue as at the Latest Practicable Date.

(ii) General mandate to issue shares

The general mandate granted to the Directors by the Shareholders at the last annual general meeting of the Company held on 21 May 2025 to issue Shares will expire at the conclusion of the AGM. In order to ensure flexibility and discretion to the Directors, in the event that it becomes desirable to issue any Shares, approval is to be sought from the Shareholders for a general mandate to issue Shares pursuant to the Listing Rules. At the AGM, an ordinary resolution, the full text of which is set out as resolution No. 10 in the notice of the AGM, will be proposed to grant the Directors an unconditional general mandate to allot, issue and deal with Shares not exceeding 20% of the total number of the issued Shares at the date of passing of the relevant resolution. The Issue Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in resolution No. 10(d) as set out in the notice of the AGM.

Subject to the passing of the relevant resolution approving the Issue Mandate and on the basis that no further Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Company would be allowed to allot, issue and deal with a maximum of 395,719,685 Shares, representing 20% of the Shares in issue as at the Latest Practicable Date.

(iii) Extension mandate

In addition, an ordinary resolution, the full text of which is set out as resolution No. 11 in the notice of the AGM, will also be proposed at the AGM to extend the limit of the Issue Mandate by adding thereto the total number of Shares repurchased under the Repurchase Mandate.

The Directors wish to state that they have no immediate plans to repurchase any Shares or to allot and issue any new Shares, other than Shares which may fall to be allotted and issued upon the exercise of any options granted under the 2013 Share Option Scheme or to be granted under the 2022 Share Option Scheme.

2. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of seven Directors, comprising three executive Directors, namely Mr. Chang Chih-Kai, Mr. Chang Chih-Chiao and Ms. Chang Wan-Hsun, one non-executive Director, namely Mr. Wang Jungang, and three independent non-executive Directors, namely Mr. Hon Ping Cho Terence, Mr. Tan Philip and Ms. Hsu Wen-Kuan.

Pursuant to Article 84 of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Accordingly, Mr. Chang Chih-Kai, Mr. Wang Jungang and Mr. Tan Philip will retire and, being eligible, offer themselves for re-election at the AGM.

In addition, according to Article 83(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any director so appointed shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Ms. Hsu Wen-Kuan, being a director newly appointed by the Board on 19 June 2025, will retire and, being eligible, offer herself for re-election as an independent non-executive Director at the AGM.

Each of the retiring Directors has indicated their willingness to offer themselves for re-election at the AGM. As each of Mr. Chang Chih-Kai, Mr. Tan Philip and Ms. Hsu Wen-Kuan is also a member of the Nomination Committee, they have abstained from voting when considering their own nomination.

In considering and approving the re-election of Mr. Tan Philip and Ms. Hsu Wen-Kuan, the retiring independent non-executive Directors, the Nomination Committee had reviewed and assessed their respective independence based on the independence guidelines as set out in Rule 3.13 of the Listing Rules. Each of Mr. Tan and Ms. Hsu has also confirmed that they fulfil all the requirements set out in Rule 3.13 of the Listing Rules. The Nomination Committee is satisfied that each of Mr. Tan Philip and Ms. Hsu Wen-Kuan remains independent.

In addition, the Nomination Committee had considered a wide range of diversity perspectives as set out in the board diversity policy of the Company including but not limited to gender, age, cultural and education background, professional experience, skills, knowledge and length of service.

Mr. Tan Philip holds a master's degree of business administration and has also been an executive director of Pacific Millennium Packaging Group Corporation (stock code: 1820), a company listed on the Stock Exchange, which enable Mr. Tan Philip to provide professional, valuable, independent and objective view to the Board on matters relating to the business of the Group. Ms. Hsu Wen-Kuan has extensive experience in the field of accounting, auditing and corporate governance services and has been serving as an independent director for certain companies listed on the Taiwan Stock Exchange Corporation. The Nomination Committee considered that the knowledge and experience of Mr. Tan Philip and Ms. Hsu Wen-Kuan would continue to bring contribution to the diversity of the Board.

Taking into consideration the foregoing, the Nomination Committee proposed Mr. Tan Philip and Ms. Hsu Wen-Kuan to stand for re-election at the AGM.

Having considered the above-mentioned factors, the Board shared the view of the Nomination Committee and is of the opinion that Mr. Tan Philip and Ms. Hsu Wen-Kuan still maintain an independent view of the Company's affairs and are able to carry out their duties as independent non-executive Director in an impartial manner. The Board, on the recommendation of the Nomination Committee, proposed that all the retiring Directors to stand for re-election as Directors at the AGM.

The biographical details, interests in the Shares and other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, of the retiring Directors proposed for re-election at the AGM are set out in Appendix II to this circular.

3. DECLARATION OF FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

As mentioned in the announcement of the Company dated 24 March 2026, the Board has recommended the payment of a final dividend of HK$0.02 per Share in respect of the year ended 31 December 2025. The proposed final dividend is subject to the Shareholders' approval at the AGM.

In order to qualify for the proposed final dividend, the register of members of the Company will be closed from Wednesday, 10 June 2026 to Friday, 12 June 2026 (both days inclusive). All transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 9 June 2026. The record date for determining Shareholders' entitlement to the proposed final dividend will be Friday, 12 June 2026. The proposed final dividend will be paid to the Shareholders on or before Thursday, 25 June 2026 whose names appear on the register of members at the close of business on Friday, 12 June 2026.

AGM AND VOTING BY POLL

The notice of the AGM, at which ordinary resolutions will be proposed to approve, among other matters, the following:

(a) the grant of the Repurchase Mandate, the Issue Mandate and the Extension Mandate;

(b) the re-election of retiring Directors; and

(c) the declaration of a final dividend of HK$0.02 per Share for the year ended 31 December 2025,

is set out on pages AGM-1 to AGM-6 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the AGM must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The results of the poll will be published on the websites of the Company (www.daphneholdings.com) and the HKEXnews (www.hkexnews.hk) in the manner prescribed under Rule 13.39(5) and (5A) of the Listing Rules after the AGM.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholders will be required to abstain from voting on each of the resolutions to be proposed at the AGM.

CLOSURE OF REGISTER OF MEMBERS

In order to qualify for attending and voting at the AGM, the register of members of the Company will be closed from Monday, 18 May 2026 to Thursday, 21 May 2026 (both days inclusive). All transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 15 May 2026. The record date for determining the eligibility of the Shareholders to attend and vote at the AGM will be Thursday, 21 May 2026.

Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, or submit the form of proxy electronically at https://evoting.vistra.com/#/210 in accordance with the instructions printed on the accompany notification letter, as soon as possible and in any event no later than 3:00 p.m. on Tuesday, 19 May 2026, or not less than 48 hours before the time of any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM (or any adjournment thereof) should you so wish. In such event, the form of proxy shall be deemed to be revoked.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Board considers that the proposals of the Repurchase Mandate, the Issue Mandate, the Extension Mandate, the re-election of the retiring Directors and the declaration of final dividend are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the AGM as set out in the notice of the AGM.

GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular. The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,

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

This appendix serves as an explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules, to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to approve the grant of the Repurchase Mandate to the Directors.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange, and any other stock exchange on which securities of the Company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong, subject to certain restrictions. Among such restrictions, the Listing Rules provide that all proposed repurchases of shares must be approved by the Shareholders in advance by an ordinary resolution either by way of a general mandate, or by a specific approval of a particular transaction, and that the shares to be repurchased must be fully paid up.

2. ISSUED SHARES

As at the Latest Practicable Date, there were a total of 1,978,598,429 Shares in issue.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased for the period from the Latest Practicable Date up to and including the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase up to a maximum of 197,859,842 Shares which represents 10% of the total number of Shares in issue as at the date of passing such resolution.

3. REASONS FOR REPURCHASES

The Directors believe that the grant of the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Repurchases may, depending on the circumstances and funding arrangements at the time, result in an enhancement in the net asset value and/or earnings per Share. The Directors are seeking the grant of a general mandate to repurchase Shares to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regarded to the circumstances then pertaining.

4. FUNDING OF REPURCHASES

There might have a material adverse impact on the working capital or gearing position of the Company in the event that the proposed Shares repurchases were to be carried out in full at any time during the proposed repurchase period. However, repurchases must be made out of funds legally available for such purpose in accordance with the Articles of Association, the laws of the Cayman Islands, the Listing Rules and any other applicable laws. It is envisaged that the funds required for any repurchases would be derived from the distributable reserves of the Company. The premium payable on repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the Company's share premium before the Shares are repurchased. In accordance with the laws of the Cayman Islands, the Shares so repurchased would be treated as cancelled but the aggregate amount of authorised share capital would not be reduced. In such regard, the Company intends to cancel the repurchased Shares following the settlement of any such repurchase.

The Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company.

5. SHARE PRICES

The highest and lowest prices at which Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date are as follows:

	Price per share	
	Highest	**Lowest**
	HK$	*HK$*
2025		
April	0.435	0.290
May	0.490	0.400
June	0.470	0.375
July	0.570	0.400
August	0.540	0.465
September	0.520	0.420
October	0.460	0.380
November	0.470	0.400
December	0.465	0.400
2026		
January	0.420	0.395
February	0.405	0.370
March	0.430	0.320

6. TAKEOVERS CODE

If, as a result of a share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, substantial Shareholders having interested in 5% or more of the Company's issued Shares, under the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO were:

Name of shareholders	Capacity	Number of Shares held	Approximate percentage of existing shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Lucky Earn International Ltd.	Beneficial owner	527,442,915 *(Note 1)*	26.66%	29.62%
Lemon Water Limited	Beneficial owner	198,719,493 *(Note 2)*	10.04%	11.16%
Mr. Wan Liujun	Interests of controlled corporation	198,719,493 *(Note 2)*	10.04%	11.16%
Mr. Liu Haibo	Beneficial owner	119,140,000	6.02%	6.69%
BIDIBI Limited	Beneficial owner	100,701,535 *(Note 3)*	5.09%	5.66%
Mr. Yu Zhongyin	Interests of controlled corporation	100,701,535 *(Note 3)*	5.09%	5.66%
Mr. Yu Zhongsu	Interests of controlled corporation	100,701,535 *(Note 3)*	5.09%	5.66%

Notes:

(1) Mr. Chang Chih-Kai, the chairman of the Board and an executive Director, and Mr. Chang Chih-Chiao, an executive Director and chief executive officer of the Company, Ms. Chang Wan-Hsun, an executive Director, and their sister has beneficial interests of 26%, 26%, 24% and 24% each, respectively, in Lucky Earn International Ltd., a company incorporated in the British Virgin Islands.

(2) Lemon Water Limited is solely owned by Mr. Wan Liujun. By virtue of the SFO, Mr. Wan Liujun deemed to be interested in the Shares held by Lemon Water Limited.

(3) Mr. Yu Zhongyin and Mr. Yu Zhongsu have beneficial interests of 50% each in BIDIBI Limited, a company incorporated in the British Virgin Islands. By virtue of the SFO, they are deemed to be interested in the Shares held by BIDIBI Limited.

Based on the current holding of the above Shareholders and a total of 1,978,598,429 Shares in issue as at the Latest Practicable Date, an exercise of the Repurchase Mandate in full would not result in any of them becoming obliged to make a mandatory offer under Rule 26 and Rule 32 of the Takeovers Code.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate. The Company, however, has no intention to exercise the Repurchase Mandate to the effect that it will result in a requirement of any Shareholder, or any other person(s) to make a general offer under the Takeovers Code, or the public float to fall below 25% or such other minimum percentage prescribed by the Listing Rules from time-to-time.

7. SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of Shares (whether on the Stock Exchange or otherwise) has been made by the Company during the six months immediately preceding the Latest Practicable Date.

8. GENERAL

The Directors will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate only in accordance with the Listing Rules and the applicable laws of the Cayman Islands and in accordance with the regulations set out in the Articles of Association. The Company confirms that the explanatory statement set out in this Appendix I contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the Repurchase Mandate has unusual features.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders at the AGM.

No core connected person of the Company has notified the Company that he has present intention to sell Shares to the Company, nor has any such person undertaken not to sell any Shares held by him to the Company, in the event that the grant of the Repurchase Mandate is approved by the Shareholders at the AGM.

The particulars of the retiring Directors proposed to be re-elected at the AGM are as follows:

(1) Mr. CHANG Chih-Kai

Mr. CHANG Chih-Kai, aged 45, has been an executive Director since November 2004 and has been appointed as the chairman of the Board since May 2017. He was also the chief executive officer of the Company from April 2016 to October 2020. Mr. Chang is also a member of each of the Nomination Committee and Remuneration Committee of the Board. He is mainly responsible for the management of the Board, product development and supply chain management of the Group. Mr. Chang also holds directorships in certain subsidiaries of the Company.

Mr. Chang studied a bachelor's degree of art in The University of Auckland in 2004 after graduation from Pakuranga College in New Zealand. He is the brother of Mr. Chang Chih-Chiao and Ms. Chang Wan-Hsun, both an executive Director.

As at the Latest Practicable Date, Mr. Chang had 26% beneficial interests in Lucky Earn International Ltd. which held 527,442,915 Shares, representing approximately 26.66% of the issued Shares. He also had personal interest in 23,200,000 underlying Shares in respect of the share options granted by the Company, representing approximately 1.17% of the issued Shares. Save as aforementioned, Mr. Chang had no other interests in the Shares within the meaning of Part XV of the SFO.

Mr. Chang has entered into a service agreement with the Company with a term of 3 years and is subject to retirement by rotation in accordance with the Articles of Association. He is entitled to an annual remuneration of approximately RMB2,616,000 plus discretionary performance bonus and other benefits and allowances, which were determined with reference to his duties and responsibilities within the Company, the performance of the Company and the prevailing market condition, and are subject to review and revision by the Remuneration Committee and the Board of the Company from time to time.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chang (i) did not hold any other position with the Company or other members of the Group; (ii) did not have any relationship with any other directors, senior management, substantial or controlling shareholders of the Company; (iii) had not held any directorships in other public companies the securities which are listed on the Stock Exchange or any securities market overseas in the last three years; and (iv) did not hold any other major appointment and professional qualification.

Save as disclosed above, there is no information relating to Mr. Chang that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

(2) Mr. WANG Jungang

Mr. Wang Jungang, aged 43, has been redesignated as non-executive Director since December 2025. He was an executive Director and chief operating officer of the Company from October 2020 to December 2025. Mr. Wang was a co-founder of Shanghai Tai Yue E-Commerce Ltd., also known as Tailorism, an online made-to-measure startup company which aimed to provide solutions for fitting of clothing based on 3D modeling and big data computing, and acted as its chief executive officer from October 2014 to October 2020. He has extensive experience in establishing financial models, and strategic and business operation planning. He was previously the chief operating officer of Shanghai Muyao Textile Ltd. (Shirley Pajamas) from February 2012 to September 2014 and worked at Morgan Stanley Management Service (Shanghai) Ltd. as an analyst from August 2008 to January 2012.

Mr. Wang obtained a master's degree in Computer Software and Theory from Peking University in July 2008 and a bachelor's degree in Computer Science and Technology from Nanjing University of Science and Technology in July 2005.

As at the Latest Practicable Date, Mr. Wang had personal interest in 51,800,000 underlying Shares in respect of the share options granted by the Company, representing approximately 2.62% of the issued Shares. Save as aforementioned, Mr. Wang had no other interests in the Shares within the meaning of Part XV of the SFO.

Mr. Wang has entered into a letter of appointment with the Company, which is for a term of three years unless either party gives one month written notice to the other to terminate the term of appointment before the expiry of the existing term, and is subject to retirement by rotation in accordance with the Articles of Association. Mr. Wang is entitled to receive a director's fee of RMB726,000 per annum, which was determined by the Remuneration Committee and the Board with reference to the remuneration policy of the Company, his duties and responsibilities within the Company and prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang (i) did not hold any other position with the Company or other members of the Group; (ii) did not have any relationship with any other directors, senior management, substantial or controlling shareholders of the Company; (iii) had not held any directorships in other public companies the securities which are listed on the Stock Exchange or any securities market overseas in the last three years; and (iv) did not hold any other major appointment and professional qualification.

Save as disclosed above, there is no information relating to Mr. Wang that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

(3) Mr. TAN Philip

Mr. Tan Philip, aged 43, has been appointed as an independent non-executive Director since August 2021. He is also the chairman of the Remuneration Committee, and a member of each of the Audit Committee and Nomination Committee.

Currently, Mr. Tan has also been an executive director of Pacific Millennium Packaging Group Corporation (stock code: 1820), a company listed on the Stock Exchange, since November 2022 after having served as a non-executive director between December 2019 and October 2022. Besides, he is also a director of (i) Chongqing Stone Tan Credit Guarantee Company Limited; (ii) Chongqing Stone Tan Financial Leasing Company Limited; (iii) Chongqing Stone Tan Small Business Loans Company Limited; (iv) Shanghai Asiacorp Communications Company Limited; and (v) Shanghai Pacific Millennium Asiacorp Communications Company Limited. Mr. Tan has been working as the finance service product and project director of Stone Tan China Finance and Investment Company Limited (Hong Kong) since January 2010.

Mr. Tan worked for Nestle Group in the United States of America, France and Shanghai, respectively, during the period from 2004 to 2008 and held various positions including global sales development project manager and regional sales manager. He also served various positions including operational manager, project manager, technical manager and general manager in the various group companies of Pacific Millennium Packaging Group Corporation in the period between 2008 and 2009.

Mr. Tan holds a master's degree of business administration from University of Nebraska, USA and the degree of bachelor of science from School of Business, Babson College, USA.

As at the Latest Practicable Date, Mr. Tan did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Tan has entered into a letter of appointment with the Company, which is for a term of three years unless either party gives one month written notice to the other to terminate the term of appointment before the expiry of the existing term, and is subject to retirement by rotation in accordance with the Articles of Association. Mr. Tan is entitled to receive a director's fee of HK$312,000 per annum, which was determined by the Remuneration Committee and the Board with reference to the remuneration policy of the Company, his duties and responsibilities within the Company and prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Tan (i) did not hold any other position with the Company or other members of the Group; (ii) did not have any relationship with any other directors, senior management, substantial or controlling shareholders of the Company; (iii) had not held any directorships in other public companies the securities which are listed on the Stock Exchange or any securities market overseas in the last three years; and (iv) did not hold any other major appointment and professional qualification.

Save as disclosed above, there is no information relating to Mr. Tan that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

(4) Ms. HSU Wen-Kuan

Ms. Hsu Wen-Kuan, aged 65, has been appointed as an independent non-executive Director since June 2025. She is also the chairlady of the Nomination Committee, and a member of each of the Audit Committee and Remuneration Committee.

Ms. Hsu has extensive experience in the field of accounting, auditing and corporate governance services. Currently, she has been serving as an independent director of Chlitina Holding Limited (stock code: 4137.TW) since December 2023 and BORETECH Resource Recovery Engineering Co., Ltd (stock code: 6887.TW) since January 2024. Ms. Hsu was an independent director of Eclatorq Technology Co., Ltd. (stock code: 6855.TW) from December 2021 to June 2025. The shares of those companies are listed on the Taiwan Stock Exchange Corporation. Ms. Hsu worked for PricewaterhouseCoopers Taiwan from 1997 to 2021 and her last position was the chief accountant of internal control service division of audit service department. From October 2002 to April 2005, she was also the chief accountant of Suzhou branch of PricewaterhouseCoopers China.

Ms. Hsu graduated from Soochow University in Taiwan with a bachelor's degree in accountancy in June 1984. She was a member of each of Taiwan Provincial CPA Association from December 1992 to June 2021 and The Chinese Institute of Certified Public Accountants from February 1998 to January 2005.

As at the Latest Practicable Date, Ms. Hsu did not have any interest in the Shares within the meaning of Part XV of the SFO.

Ms. Hsu has entered into a letter of appointment with the Company, which is for a term of three years unless either party gives one month written notice to the other to terminate the term of appointment before the expiry of the existing term, and is subject to retirement by rotation in accordance with the Articles of Association. Ms. Hsu is entitled to receive a director's fee of HK$312,000 per annum, which was determined by the Remuneration Committee and the Board with reference to the remuneration policy of the Company, her duties and responsibilities within the Company and prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Ms. Hsu (i) did not hold any other position with the Company or other members of the Group; (ii) did not have any relationship with any other directors, senior management, substantial or controlling shareholders of the Company; (iii) had not held any directorships in other public companies the securities which are listed on the Stock Exchange or any securities market overseas in the last three years; and (iv) did not hold any other major appointment and professional qualification.

Save as disclosed above, there is no information relating to Ms. Hsu that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

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 Room 3, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 21 May 2026 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 consider 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 2025;

2. To declare a final dividend of HK$0.02 per share for the year ended 31 December 2025;

3. To re-elect Mr. Chang Chih-Kai as an executive director of the Company;

4. To re-elect Mr. Wan Jungang as a non-executive director of the Company;

5. To re-elect Mr. Tan Philip as an independent non-executive director of the Company;

6 To re-elect Ms. Hsu Wen-Kuan as an independent non-executive director of the Company;

7. To authorise the board of directors of the Company to fix the directors' remuneration for the year ending 31 December 2026;

8. To re-appoint PricewaterhouseCoopers as the Company's independent auditor and to authorise the board of directors of the Company to fix their remuneration for the year ending 31 December 2026;

* *For identification purpose only*

9. "**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 (the "**Shares**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the Shares 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, the Companies Act (2025 Revision) of the Cayman Islands (as amended, supplemented or modified from time to time) and all other applicable laws 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 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 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."

10. "**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 and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws and requirements of the SFC, the Stock Exchange or of any other stock exchange, the Companies Act (2025 Revision) of the Cayman Islands (as amended, supplemented or modified from time to time) and all other applicable laws 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 during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants, debentures or other securities which carry rights to subscribe for or are convertible into Shares) 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 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 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 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 or 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 or any class of Shares whose names appear on the register of members of the Company 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, or the expenses or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong)."

11. "**THAT** conditional upon the passing of resolutions No. 9 and 10 above, the unconditional general mandate granted to the Directors to allot, issue and deal with unissued Shares pursuant to resolution No. 10 above be and is hereby extended by adding thereto of the aggregate number of the Shares repurchased by the Company pursuant to or in accordance with the authority granted under resolution No. 9 above provided that such amount shall not exceed 10% of the total number of the issued Shares at the date of passing of this resolution."

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

Hong Kong, 10 April 2026

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 another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares in the Company may appoint more than one proxy to represent him and vote on his behalf. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. A proxy need not be a shareholder of the Company but must attend the AGM in person to represent you.

2. The form of proxy must be received by 3:00 pm on Tuesday, 19 May 2026, 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://evoting.vistra.com/#/210 by entering the username and the password either printed on the notification letter sent to the shareholders by post on 10 April 2026 or which has been sent to the shareholders by email if the shareholders have registered an email address to receive electronic communication. Alternatively, shareholders may send the completed form of proxy to the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. Shareholders who have submitted the proxy appointment electronically shall not lodge the physical form of proxy to Tricor Investor Services 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 on Tuesday, 19 May 2026, or not less than 48 hours before the time of the holding of any adjourned meeting, to Tricor Investor Services 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.

   Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the AGM or at any adjournment thereof if the shareholder so wishes. In such event, the form of proxy shall be deemed to be revoked.

3. In order to qualify for attending and voting at the AGM, the register of members of the Company will be closed from Monday, 18 May 2026 to Thursday, 21 May 2026 (both days inclusive). All transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Friday, 15 May 2026. The record date for determining the eligibility of shareholders to attend and vote at the AGM will be Thursday, 21 May 2026.

4. In order to qualify for the proposed final dividend, the register of members of the Company will be closed from Wednesday, 10 June 2026 to Friday, 12 June 2026, (both days inclusive). All transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 9 June 2026. The record date for determining shareholders' entitlement to the proposed final dividend will be Friday, 12 June 2026.

5. 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.

6. 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 the Company (www.daphneholdings.com) and HKEXnews (www.hkexnews.hk) to notify the shareholders of the date, time and location of the rescheduled meeting.

7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the board of the directors of the Company comprises three executive directors, namely Mr. Chang Chih-Kai, Mr. Chang Chih-Chiao and Ms. Chang Wan-Hsun; one non-executive director, namely Mr. Wang Jungang and three independent non-executive directors, namely Mr. Hon Ping Cho Terence, Mr. Tan Philip and Ms. Hsu Wen-Kuan.