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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 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:	*Principal place of business in Hong Kong:*
Cricket Square	Unit 2605, 26/F
Hutchins Drive	The Metropolis Tower
PO Box 2681	10 Metropolis Drive
Grand Cayman KY1-1111	Hung Hom, Kowloon
Cayman Islands	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.