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)

(1) PROPOSED ADOPTION OF THE 2026 SHARE OPTION SCHEME AND TERMINATION OF THE 2022 SHARE OPTION SCHEME;
(2) PROPOSED ADOPTION OF THE SHARE AWARD SCHEME;
AND
(3) PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

PROPOSED ADOPTION OF THE 2026 SHARE OPTION SCHEME AND TERMINATION OF THE 2022 SHARE OPTION SCHEME

The board (the "**Board**") of directors ("**Director(s)**") of Daphne International Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") proposes to adopt a new share option scheme (the "**2026 Share Option Scheme**") to replace and terminate the share option scheme previously adopted by the Company on 25 May 2022 (the "**2022 Share Option Scheme**"). The proposed adoption of the 2026 Share Option Scheme is subject to the approval by the shareholders of the Company (the "**Shareholders**") at the forthcoming extraordinary general meeting to be convened and held by the Company (the "**EGM**"), at which a resolution to terminate the 2022 Share Option Scheme will also be proposed for the approval by the Shareholders.

The purpose of the 2022 Share Option Scheme is to give incentives or rewards for the eligible persons' contribution or potential contribution to the Group. Unless otherwise cancelled or amended, the 2022 Share Option Scheme will remain in force for 10 years from the date of adoption (i.e. until 24 May 2032). According to the terms of the 2022 Share Option Scheme, the Company may by resolution in general meeting or the Board may at any time resolve to terminate the operation of the 2022 Share Option Scheme and in such event no further options shall be offered but the provisions of the 2022 Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any option granted prior to the termination or otherwise as may be required in accordance with the provisions of the 2022 Share Option Scheme and any options granted prior to such termination.

As at the date of this announcement, no share option was granted, exercised, cancelled or lapsed and there were no outstanding share options under the 2022 Share Option Scheme since the date of adoption of the 2022 Share Option Scheme.

Accordingly, the Board has resolved to terminate the 2022 Share Option Scheme and to adopt the 2026 Share Option Scheme to replace the 2022 Share Option Scheme so as to align with the amended Chapter 17 of the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

* *for identification purpose only*

In particular, as compared to the 2022 Share Option Scheme, the 2026 Share Option Scheme entails the followings:

(a) to include the definition of "Employee Participant" and "Eligible Participant(s)" in the 2026 Share Option Scheme;

(b) to set out the maximum entitlement of each grantee in respect of all the options granted under the 2026 Share Option Scheme and, if any, other share options and share awards granted under any other share schemes of the Company to such person in the 12-month period to be 1% of the total number of issued shares ("**Share(s)**") of the Company (excluding treasury shares, if any) as at the offer date unless Shareholders' approval in general meeting has been obtained, with that eligible participant and his/her close associate abstaining from voting;

(c) to set out the minimum vesting period of no less than 12 months, save for certain specific and limited circumstances;

(d) to clarify the limit of granting the options to an independent non-executive Director or a substantial shareholder of the Company to be 0.1% of the total number of issued Shares (excluding treasury shares, if any) as at the offer date taking into account all options and awards already granted (excluding any options lapsed in accordance with the terms of the 2026 Share Option Scheme and any other share options and share awards lapsed in accordance with the terms of any other share schemes of the Company) to such person in the 12-month period before obtaining Shareholders' approval in the general meeting is required, and to remove the HK$5 million aggregate value threshold, previously imposed under the Listing Rules, from such limit to align with the amended Chapter 17 of the Listing Rules, under which such threshold has been removed;

(e) to remove the 30% limit, previously imposed under the Listing Rules, on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under all the share schemes of the Company to align with the amended Chapter 17 of the Listing Rules, under which such limit has been removed;

(f) to specify that the Company may transfer treasury shares to the grantee upon exercise of an option, and to clarify that references to new Shares include treasury shares and references to the issue of Shares include the transfer of treasury shares;

(g) to align the scheme mandate limit of the 2026 Share Option Scheme with other share schemes adopted or to be adopted by the Company so to ensure that all the options to be granted under the 2026 Share Option Scheme and all the share options and share awards to be granted under any other share scheme(s) of the Company shall not in aggregate exceed 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of approval of the 2026 Share Option Scheme;

(h) to set out the minimum three-year period as required under Rule 17.03C of the Listing Rules for the Company to refresh the scheme mandate limit following the date of adoption, and to include a mechanism for the Company to seek separate approval from the Shareholders in general meeting for granting options which will result in the scheme mandate limit or the refreshed scheme mandate limit being exceeded;

(i) to require the approval of any change to the terms of the options granted to a grantee by the Board, the remuneration committee, the independent non-executive Directors and/or the Shareholders (as the case may be) if the initial grant of the options was approved by the Board, the remuneration committee, the independent non-executive Directors and/or the Shareholders (as the case may be);

(j) to update the terminology and cross references to better align the wording with the amended Chapter 17 of the Listing Rules.

The purpose of the 2026 Share Option Scheme is to enable the Company to grant options to any director (including executive directors, non-executive directors and independent non-executive directors) and employee (whether full-time or part-time) of the Company or any of its subsidiaries as incentives or rewards for their contribution or potential contribution to the Group.

The 2026 Share Option Scheme will be adopted in accordance with Chapter 17 of the Listing Rules. The total number of Shares which may be issued by the Company in respect of all the options to be granted under the 2026 Share Option Scheme and all the share options and share awards to be granted under any other share schemes of the Company involving the issue of new Shares shall not in aggregate exceed 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of approval of the 2026 Share Option Scheme. The aforesaid scheme mandate limit complies with the requirements of Chapter 17 of the Listing Rules. The 2026 Share Option Scheme does not have any service provider sub-limit.

As at the date of this announcement, the aggregate maximum number of Shares which may be allotted and issued in respect of the options to be granted under the 2026 Share Option Scheme and all the share options and share awards to be granted under any other share scheme(s) of the Company involving the issue of new Shares will be 197,849,842 Shares, representing approximately 10% of the total number of Shares (excluding treasury shares, if any) in issue as at the date of this announcement.

The 2026 Share Option Scheme will take effect subject to and is conditional upon the following conditions:

(a) the passing of the necessary resolution by the Shareholders to approve the adoption of the 2026 Share Option Scheme; and

(b) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, such number of Shares falling to be issued pursuant to the exercise of options under the 2026 Share Option Scheme.

An application will be made to the Stock Exchange for the approval for the listing of, and permission to deal in, the Shares to be allotted and issued pursuant to the options to be granted under the 2026 Share Option Scheme.

Ordinary resolution(s) will be proposed at the EGM for the Shareholders to consider and, if thought fit, approve, among other things, the proposed adoption of the 2026 Share Option Scheme and the termination of the 2022 Share Option Scheme.

Please refer to the Circular (as defined below) for details of the principal terms of the 2026 Share Option Scheme.

PROPOSED ADOPTION OF THE SHARE AWARD SCHEME

The Board proposes to adopt a share award scheme (the "**Share Award Scheme**"), subject to the approval by the Shareholders at the EGM.

The purpose of the Share Award Scheme is to (i) recognise and reward the contribution of certain eligible participants to the growth and development of the Group and to incentivise and motivate them to further contribute towards the growth and expansion of the Group by providing them with the opportunity to acquire equity interests in the Company and (ii) attract suitable personnel for further development of the Group. The eligible participants under the Share Award Scheme include employee participants, being directors (including executive directors, non-executive directors and independent non-executive directors) and employees (whether full-time or part-time) of the Company or any of its subsidiaries (including any persons who are granted awards under the Share Award Scheme as an inducement to enter into employment contracts with these companies).

The Share Award Scheme will be adopted in accordance with Chapter 17 of the Listing Rules. The total number of Shares which may be issued by the Company in respect of all the awards to be granted under the Share Award Scheme and all the share options and share awards to be granted under any other share schemes of the Company involving the issue of new Shares shall not in aggregate exceed 10% of the total number of Shares in issue (excluding any treasury shares, if any) as at the date of approval of the Share Award Scheme. The aforesaid scheme mandate limit complies with the requirements of Chapter 17 of the Listing Rules. The Share Award Scheme does not have any service provider sub-limit.

The Share Award Scheme will take effect upon satisfaction of the following conditions:

(a) the passing of ordinary resolution(s) by the Shareholders at a general meeting to approve the adoption of the Share Award Scheme; and

(b) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, any new Shares which may fall to be allotted and issued by the Company in respect of the awards to be granted in accordance with the terms and conditions of the Share Award Scheme.

An application will be made to the Stock Exchange for the approval for the listing of, and permission to deal in, the Shares to be allotted and issued pursuant to the awards to be granted under the Share Award Scheme.

Ordinary resolution(s) will be proposed at the EGM for the Shareholders to consider and, if thought fit, approve, among other things, the proposed adoption of the Share Award Scheme.

Please refer to the Circular (as defined below) for details of the rules of the Share Award Scheme.

PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is also made pursuant to Rule 13.51(1) of the Listing Rules in relation to the proposed amendments to the existing second amended and restated memorandum of association and third amended and restated articles of association of the Company (the "**Existing Memorandum and Articles of Association**").

The Board proposes to make certain amendments to the Existing Memorandum and Articles of Association (the "**Proposed Amendments**"), and to adopt the third amended and restated memorandum of association and fourth amended and restated articles of association of the Company (the "**New Memorandum and Articles of Association**") as the memorandum of association and articles of association of the Company in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association.

The Proposed Amendments are intended to, among others: (i) update and bring the Existing Memorandum and Articles of Association in line with, and cater for, the uncertificated securities market regime under the Listing Rules and other securities-related rules and regulations in Hong Kong; (ii) enable the Company to hold and dispose of any repurchased Shares as treasury shares in accordance with applicable laws of the Cayman Islands; and (iii) adopt consequential and other housekeeping amendments.

The Proposed Amendments and the proposed adoption of the New Memorandum and Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the EGM.

A circular (the "**Circular**") containing, among other things, further details of the 2026 Share Option Scheme, the Share Award Scheme and summaries of the respective principal terms/rules thereof, details of the Proposed Amendments and the proposed adoption of the New Memorandum and Articles of Association, together with the notice of the EGM, will be despatched to the Shareholders in accordance with the requirements under the Listing Rules and the articles of association of the Company in due course.

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

Hong Kong, 22 September 2026

As at the date of this announcement, the Board 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.