

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.

DAPHNE INTERNATIONAL HOLDINGS LIMITED
達 芙 妮 國 際 控 股 有 限 公 司*
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 210)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Daphne International Holdings Limited (the “**Company**”) will be held at Room 3, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 21 October 2026 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:

AS ORDINARY RESOLUTIONS

1. “**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting the approval for the listing of, and permission to deal in, the shares of the Company (the “**Shares**”) to be issued and allotted pursuant to the exercise of any share options (the “**Options**”) that may be granted under the new share option scheme of the Company (the “**2026 Share Option Scheme**”), a copy of which has been produced to the EGM marked “A” and initialed by the chairman of the EGM for the purpose of identification, the 2026 Share Option Scheme, with the scheme mandate limit (the “**Scheme Mandate Limit**”) on 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 other 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, be and is hereby approved and adopted, and that the directors of the Company (the “**Director(s)**”) and/or the company secretary of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements and to take all actions as may be necessary, desirable or expedient to give full effect to the 2026 Share Option Scheme, subject to the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time) (the “**Listing Rules**”), including without limitation:
 - (i) to give effect to, implement and administer the 2026 Share Option Scheme as contemplated and in accordance with the 2026 Share Option Scheme;

- (ii) to modify and/or amend the 2026 Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2026 Share Option Scheme relating to modification and/or amendment and is in compliance with Chapter 17 of the Listing Rules;
 - (iii) to grant Options to subscribe for Shares and to allot, issue or otherwise deal in the Shares and as may be required to be issued and/or such number of treasury shares to be transferred pursuant to the exercise of the Options under the 2026 Share Option Scheme and subject to the Listing Rules;
 - (iv) to make application at the appropriate time or times to the Stock Exchange upon which the issued Shares may for the time being listed, for the listing of, and permission to deal in, any new Shares that may hereafter from time to time be allotted and issued in respect of the Options to be granted under the 2026 Share Option Scheme and subject to the Listing Rules; and
 - (v) to consent, if any Director and/or the company secretary of the Company deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2026 Share Option Scheme.”
2. “**THAT** conditional upon the 2026 Share Option Scheme becoming unconditional and effective, the existing share option scheme of the Company which was adopted on 25 May 2022 be terminated with effect from the date on which the 2026 Share Option Scheme shall become unconditional and effective.”
3. “**THAT** the proposed share award scheme of the Company (the “**Share Award Scheme**”), a copy of which has been produced to the EGM and marked “B” and initialled by the chairman of the EGM for the purpose of identification, with the Scheme Mandate Limit (as defined in the Share Award Scheme) on the total number of Shares which may be issued by the Company in respect of all the Awards (as defined in the Share Award Scheme) to be granted under the Share Award Scheme and all other 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 Share Award Scheme, be and is hereby approved and adopted; and the Directors and/or the company secretary of the Company be and are hereby authorised to do all such acts, to enter into all such transactions, arrangements and agreements and to take all actions as may be necessary, desirable or expedient to implement and give full effect to the Share Award Scheme, including but without limitation:
- (i) to administer the Share Award Scheme under which the Awards (as defined in the Share Award Scheme) may be granted to the Eligible Participants (as defined in the Share Award Scheme);

- (ii) to modify and/or amend the Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Award Scheme relating to modification and/or amendment and is in compliance with Chapter 17 of the Listing Rules;
- (iii) to grant the Awards to the Eligible Participants (as defined in the Share Award Scheme) under the Share Award Scheme and, subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Shares which may fall to be allotted and issued pursuant to the vesting of the awarded shares to be granted under the Share Award Scheme, to allot and issue from time to time such number of the Shares as may be required to be allotted and issued in respect of the Awards (as defined in the Share Award Scheme) to be granted under the Share Award Scheme and subject to the Listing Rules;
- (iv) to make application at the appropriate time or times to the Stock Exchange upon which the issued Shares may for the time being listed, for the listing of, and permission to deal in, any new Shares that may hereafter from time to time be allotted and issued in respect of the Awards (as defined in the Share Award Scheme) to be granted under the Share Award Scheme and subject to the Listing Rules; and
- (v) to consent, if any Director and/or the company secretary of the Company deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Share Award Scheme.”

AS SPECIAL RESOLUTION

4. **“THAT** (a) the proposed amendments (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 M&A”**) as set out in Appendix III to the circular of the Company dated 30 September 2026 be and are hereby approved; (b) the new third amended and restated memorandum of association and fourth amended and restated articles of association of the Company (the **“New M&A”**) (incorporating the Proposed Amendments) (a copy of which has been produced to the EGM and marked “C” and initialled by the chairman of the EGM for identification purpose) be and is hereby approved and adopted as the memorandum of association and articles of association of the Company in substitution for, and to the exclusion of, the Existing M&A; and (c) any Director and/or company secretary and/or the registered office provider of the Company be and are hereby authorised severally to (i) do all such acts and things, execute and deliver all such documents, deeds and instruments, and make all such arrangements for and on behalf of the Company as such person(s) may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the

Proposed Amendments and the adoption of the New M&A; and (ii) attend to the relevant and necessary 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 Proposed Amendments and the adoption of the New M&A.”

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

Hong Kong, 30 September 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 EGM 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 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 EGM in person to represent you.
2. The form of proxy must be received by 3:00 p.m. (Hong Kong time) on Monday, 19 October 2026, or not less than 48 hours before the time of the holding of any adjourned meeting thereof.

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 30 September 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 p.m. (Hong Kong time) on Monday, 19 October 2026, or not less than 48 hours before the time of the holding of any adjourned meeting thereof, at 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 EGM 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 EGM, the register of members of the Company will be closed from Thursday, 15 October 2026 to Wednesday, 21 October 2026, both days inclusive, during which period no transfer of Shares will be effected. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong at the above address no later than 4:30 p.m. on Wednesday, 14 October 2026 for registration. The record date for determining the eligibility of the shareholders to attend and vote at the EGM will be Wednesday, 21 October 2026.
4. Where there are joint registered holders of any Share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members in respect of the relevant joint holding.
5. In the event that a typhoon signal no. 8 or above is hoisted or a black rainstorm warning signal or extreme conditions caused by super typhoon is in force at any time between 9:00 a.m. and 3:00 p.m. on the date of the EGM, the EGM will be automatically postponed to a later date as determined by the Company. The Company will publish an announcement on the websites of the 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. 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 Directors 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.