

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)

**Form of Proxy for Annual General Meeting to be held at 3:00 p.m. on Wednesday, 22 May 2024
(or any adjournment thereof)**

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ share(s) of Daphne International Holdings Limited (the
“Company”), **HEREBY APPOINT** the Chairman of the Meeting or ^(Note 3) _____
of _____
as my/our proxy to attend and act for me/us at the Annual General Meeting (the “Meeting”) of the Company to be held at 40/F, Dah Sing Financial Centre, 248 Queen’s Road East, Wanchai, Hong Kong at 3:00 p.m. on Wednesday, 22 May 2024 for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice of the Meeting and at such Meeting (or any adjournment thereof) to vote for me/us in my/our name(s) in respect of the resolutions as indicated below:

	ORDINARY RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
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 2023.		
2.	To declare a final dividend of HK\$0.01 per share of the Company for the year ended 31 December 2023.		
3.	To re-elect Mr. Wang Jungang as an executive director of the Company.		
4.	To re-elect Mr. Tan Philip as an independent non-executive director of the Company.		
5.	To authorise the board of directors of the Company to fix the directors’ remuneration for the year ending 31 December 2024.		
6.	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 2024.		
7.	To grant a general mandate to the directors to repurchase shares of the Company.		
8.	To grant a general mandate to the directors to allot, issue and deal with shares of the Company.		
9.	To extend the general mandate granted to the directors to issue shares under resolution No. 8 by adding the number of shares repurchased by the Company under resolution No. 7.		

* The full text of resolutions No. 7 to 9 are set out in the notice of the Meeting.

Dated this _____ 2024 Signature(s) ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out “the Chairman of the Meeting or” and insert the name and address of the desired proxy in the space provided. Any alteration made to this form of proxy must be initialled by the person(s) who sign(s) it.
- IMPORTANT:** If you wish to vote for any resolutions, please tick the appropriate boxes marked “**FOR**”. If you wish to vote against any resolutions, please tick the appropriate boxes marked “**AGAINST**”. Failure to complete any or all boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolutions properly put to the Meeting other than those referred to in the notice of the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
- In the case of joint holders, this form of proxy must be signed by the shareholder whose name stands first in the register of members.
- To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Company’s Hong Kong branch share registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time of the Meeting or any adjournment thereof (as the case may be).
- Instead of lodging this form of proxy to Tricor Secretaries Limited, you may also submit the form of proxy electronically at <https://spot-emeeting.tricor.hk/#/210> in accordance with the instructions printed on the notification letter sent to you by post on 11 April 2024 or which has been sent to you by email if you have registered an email address to receive electronic communication.
- Any shareholder of the Company entitled to attend and vote at the Meeting 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. The proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you.
- Whether or not you attend or present at the Meeting, you are requested to complete the form of proxy. The completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In such event, this form of proxy will be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing to Tricor Secretaries Limited at the above address for the attention of Privacy Compliance Officer.

* for identification purpose only