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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)

**PROPOSED AMENDMENTS TO THE  
MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board of the Company announces that a special resolution on the proposed amendments to the Memorandum and Articles and the adoption of the amended and restated Memorandum and Articles will be put to Shareholders at the forthcoming AGM.

A circular containing, among others, details of the proposed amendments to the Memorandum and Articles and a notice of the AGM will be despatched to Shareholders in due course.

This announcement is made pursuant to Rule 13.51 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The board of the directors (the “Board”) of Daphne International Holdings Limited (the “Company”) has resolved to put forward to the shareholders of the Company (the “Shareholders”) a special resolution to approve the proposed amendments to the memorandum and articles of association of the Company (the “Memorandum and Articles”) and to adopt the amended and restated Memorandum and Articles at the forthcoming annual general meeting (the “AGM”) in order to bring them in line with the recent amendments to the Listing Rules and for the purpose of housekeeping.

Major proposed amendments to the Memorandum and Articles are as follows:

- (a) notice to Shareholders shall be sent at least 20 clear business days before the meeting in case of annual general meetings and at least 10 clear business days before the meeting in case of all other general meetings;
- (b) all resolutions at general meetings of the Company shall be decided by poll; and
- (c) to allow the Company to send or make available notices and documents to Shareholders in the English language or the Chinese language, subject to the compliance with the laws and the Listing Rules applicable to the Company.

A circular containing, among others, details of the proposed amendments to the Memorandum and Articles and a notice of the AGM will be despatched to Shareholders in due course.

By order of the Board  
**Daphne International Holdings Limited**  
**Chen Ying-Chieh**  
*Chairman*

Hong Kong, 21 April 2009

\* *for identification purpose only*

*As at the date of this announcement, the Board comprises Mr Chen Ying-Chieh, Mr Chen Hsien Min, Mr Chang Chih-Kai being the executive directors and Mr Hsiao Hsi-Ming, Mr Huang Shun-Tsai and Mr Kuo Jung-Cheng being the independent non-executive directors.*