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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect about this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Daphne International Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

*Executive Directors:*

Mr Chen Ying-Chieh (*Chairman*)

Mr Chang Chih-Kai

Mr Chang Chih-Chiao

Mr Chen Tommy Yi-Hsun

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Non-Executive Director:*

Mr Kim Jin-Goon

*Principal Place of Business in*

*Hong Kong:*

17th Floor, Fung House

19-20 Connaught Road Central

Central

Hong Kong

*Independent Non-Executive Directors:*

Mr Huang Shun-Tsai

Mr Kuo Jung-Cheng

Mr Lee Ted Tak Tai

*Alternate Director:*

Mr Lau Wai Kei, Ricky (*Alternate Director to Mr Kim Jin-Goon*)

9 April 2013

*To Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR GENERAL MANDATES TO REPURCHASE  
AND ISSUE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information on the resolutions to be proposed at the forthcoming annual general meeting to be held on Monday, 13 May 2013 (“**AGM**”) for the grant of general mandates to the directors of Daphne International Holdings Limited (the “**Company**”) (the “**Directors**”) to repurchase and issue shares of the Company (the “**Shares**”), the re-election of the retiring Directors and to give you the notice of AGM.

\* *for identification purpose only*

## **GENERAL MANDATE TO REPURCHASE SHARES**

The general mandate granted to the Directors by the shareholders of the Company (the “**Shareholders**”) at the annual general meeting of the Company held on 25 April 2012 to repurchase Shares will expire at the conclusion of the AGM. At the AGM, the board of Directors (the “**Board**”) will propose an ordinary resolution to grant an unconditional general mandate to the Directors to exercise all powers of and on behalf of the Company to repurchase the Shares (the “**Repurchase Mandate**”) up to a maximum of 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the resolution. The general mandate will continue to be in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in resolution No. 5A (d) as set out in the notice of AGM. In accordance with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”), an explanatory statement on the Repurchase Mandate is set out in Appendix I to this circular to provide you with the requisite information reasonably necessary to enable you to make an informed decision on the proposed resolution.

As at 28 March 2013, being the latest practicable date prior to printing of this circular (the “**Latest Practicable Date**”), the Company had an aggregate of 1,648,742,384 Shares in issue. Subject to the passing of the relevant resolution approving the general mandate to repurchase Shares and on the basis that no further Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Company would be allowed to repurchase Shares up to a maximum of 164,874,238 Shares.

## **GENERAL MANDATE TO ISSUE SHARES**

The general mandate granted to the Directors by the Shareholders on 25 April 2012 will expire at the conclusion of the AGM. In order to ensure flexibility and discretion to the Directors, in the event that it becomes desirable to issue any Shares, approval is to be sought from the Shareholders for a general mandate to issue Shares pursuant to the Listing Rules. At the AGM, an ordinary resolution No. 5B will be proposed to grant the Directors an unconditional general mandate to allot, issue and deal with Shares with an aggregate nominal value not exceeding the sum of 20% of the aggregate nominal value of the share capital of the Company in issue at the date of passing of the resolution and to extend such general mandate by the aggregate nominal amount of the Shares repurchased by the Company. The general mandate will continue to be in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in resolution No. 5A(d) as set out in the notice of AGM.

Subject to the passing of the relevant resolution approving the general mandate to issue Shares and on the basis that no further Shares are issued or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Company would be allowed to allot, issue and deal with a maximum of 329,748,476 Shares.

## **RE-ELECTION OF RETIRING DIRECTORS**

Pursuant to Article 99 of the Articles of Association of the Company (“**Articles of Association**”), at each annual general meeting one-third of the Directors for the time being or, if their number is not 3 or a multiple of 3, the number nearest to but not less than one-third shall retire from office provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Accordingly, Mr Chang Chih-Kai, Mr Huang Shun-Tsai and Mr Kuo Jung-Cheng will retire by rotation at the AGM and, being eligible, will offer themselves for re-election. Brief biographies of these Directors are set out in Appendix II to this circular.

## **ANNUAL GENERAL MEETING**

A notice of AGM, which contains, inter alia, ordinary resolutions to approve the general mandate for Directors to issue Shares and the Repurchase Mandate, is set out on pages 10 to 12 of this circular. A form of proxy is enclosed with the annual report. Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it in accordance with the instructions printed thereon as soon as possible and in any event so as to be received not less than 48 hours before the time fixed for holding the meeting. The completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof.

## **VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The results of the poll will be published on the websites of the HKExnews ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.daphneholdings.com](http://www.daphneholdings.com)) in the manner prescribed under Rule 13.39(5) of the Listing Rules.

## **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

## **RECOMMENDATION**

The Board considers that the proposed grant of the Repurchase Mandate, the general mandate to issue Shares and the re-election of the retiring Directors are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,  
For and on behalf of the Board  
**CHEN Ying-Chieh**  
*Chairman*

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## **APPENDIX I                      EXPLANATORY STATEMENT ON REPURCHASE MANDATE**

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This explanatory statement includes information required under Rule 10.06(1)(b) of the Listing Rules to be given to the Shareholders in connection with the proposed Repurchase Mandate.

### **1.        LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions. The Listing Rules provide that all proposed repurchases of shares must be approved by Shareholders in advance by an ordinary resolution either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

### **2.        SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,648,742,384 Shares.

Subject to the passing of the proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase up to a maximum of 164,874,238 Shares which represents a 10% of the issued share capital of the Company as at the date of passing such resolution.

### **3.        REASONS FOR REPURCHASE**

The Directors believe that the grant of the Repurchase Mandate is in the best interests of the Company and its shareholders. Repurchases may, depending on the circumstances, result in an enhancement in the net assets and/or earnings per Share. The Directors are seeking grant of a general mandate to repurchase Shares to give the Company the flexibility to do so if and when appropriate. The number(s) of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

### **4.        FUNDING OF REPURCHASES**

There may be a material adverse impact on the working capital or gearing position of the Company (as compared with the financial position disclosed in its latest published audited accounts) in the event that the proposed Shares repurchases were to be carried out in full at any time during the proposed repurchase period. However, repurchases must be made out of funds legally available for such purpose in accordance with the Articles of Association, the laws of the Cayman Islands and any other applicable laws. It is envisaged that the funds required for any repurchases would be derived from the distributable profits of the Company.

The Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company unless the Directors consider that such purchases are in the best interest of the Company notwithstanding such material adverse impact.

**5. SHARE PRICES**

The highest and lowest prices at which Shares traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2012</b>		
March	10.98	9.32
April	11.84	10.18
May	11.34	7.83
June	9.10	7.71
July	8.76	6.64
August	8.72	7.45
September	8.34	7.46
October	9.36	7.64
November	10.28	8.60
December	10.78	9.68
<b>2013</b>		
January	11.30	9.56
February	11.04	9.06
March (up to the Latest Practicable Date)	9.94	9.02

**6. DISCLOSURE OF INTERESTS, TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates, (as defined in the Listing Rules) have any present intention, in the event that the Repurchase Mandate is approved by shareholders of the Company, to sell any Shares to the Company.

The Directors have undertaken to the Stock Exchange that they may exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate only in accordance with the Listing Rules, the laws of Hong Kong and all applicable laws of the Cayman Islands.

If, as a result of a share repurchase, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Hong Kong Code on Takeovers and Mergers (the "**Takeovers Code**"). As a result, a shareholder or a group of shareholders acting in concert (depending on the level of increase of shareholders' interests), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

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**APPENDIX I                      EXPLANATORY STATEMENT ON REPURCHASE MANDATE**

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As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the following Shareholders are interested in more than 5% of the Company's issued share capital:

<b>Name of shareholder</b>	<b>Capacity</b>	<b>Number of Shares</b>	<b>Approximate percentage of existing shareholding</b>	<b>Approximate percentage of shareholding if the Repurchase Mandate is exercised in full</b>
Lucky Earn International Limited	Beneficial interests	400,719,995	24.30%	27.01%
Premier China, Ltd.	Beneficial interests	298,510,572 <i>(Note 1)</i>	18.11%	20.12%
TPG Asia GenPar V Advisors, Inc.	Interests of controlled corporation	298,510,572 <i>(Note 1)</i>	18.11%	20.12%
TPG Asia GenPar V, L.P.	Interests of controlled corporation	298,510,572 <i>(Note 1)</i>	18.11%	20.12%
TPG Asia V, L.P.	Interests of controlled corporation	298,510,572 <i>(Note 1)</i>	18.11%	20.12%
TPG Group Holdings (SBS) Advisors, Inc.	Interests of controlled corporation	298,510,572 <i>(Note 1)</i>	18.11%	20.12%
TPG Group Holdings (SBS), L.P.	Interests of controlled corporation	298,510,572 <i>(Note 1)</i>	18.11%	20.12%
TPG Holdings I, L.P.	Interests of controlled corporation	298,510,572 <i>(Note 1)</i>	18.11%	20.12%
TPG Holdings I-A, L.P.	Interests of controlled corporation	298,510,572 <i>(Note 1)</i>	18.11%	20.12%
Mr David Bonderman	Interests of controlled corporation	298,510,572 <i>(Note 1)</i>	18.11%	20.12%
Mr James G. Coulter	Interests of controlled corporation	298,510,572 <i>(Note 1)</i>	18.11%	20.12%
Top Glory Assets Limited	Beneficial interests	170,846,895 <i>(Note 2)</i>	10.36%	11.51%
Ms Chen Jennifer Yi-Chen	Interests of controlled corporation	170,846,895 <i>(Note 2)</i>	10.36%	11.51%
Mr Chen Tommy Yi-Hsun	Interests of controlled corporation	170,846,895 <i>(Note 2)</i>	10.36%	11.51%

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**APPENDIX I                      EXPLANATORY STATEMENT ON REPURCHASE MANDATE**

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Name of shareholder	Capacity	Number of Shares	Approximate percentage of existing shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Pushkin Holding Limited	Beneficial interests	147,738,920 (Note 3)	8.96%	9.96%
Mr Chen Ying-Chieh	Interests of controlled corporation	147,738,920 (Note 3)	8.96%	9.96%
Mr Chen Ying-Tien	Interests of controlled corporation	147,738,920 (Note 3)	8.96%	9.96%
Mr Chen Ying-Che	Interests of controlled corporation	147,738,920 (Note 3)	8.96%	9.96%

*Note 1:* Premier China, Ltd. has subscribed for convertible bonds and warrants of the Company. Upon full conversions of the convertible bonds and full exercise of the warrants, an aggregate of 278,510,572 shares will be issued. Premier China, Ltd. is an indirect wholly-owned subsidiary of TPG Group Holdings (SBS) Advisors, Inc., which is in turn owned 50% each by Mr David Bonderman and Mr James G. Coulter.

*Note 2:* These Shares are held by Top Glory Assets Limited in which Mr Chen Tommy Yi-Hsun and Ms Chen Jennifer Yi-Chen each has beneficial interests of 50%.

*Note 3:* These Shares are held by Pushkin Holding Limited in which Mr Chen Ying-Chieh, Mr Chen Ying-Tien and Mr Chen Ying-Che each has beneficial interests of one-third.

Based on the current holding of the above Shareholders, an exercise of the Repurchase Mandate in full will not result in any of them becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as disclosed above, the Directors are not aware of any consequences which may arise under the Takeovers Code as consequences of any repurchases made pursuant to the Repurchase Mandate.

No connected persons (as defined in the Listing Rules) of the Company have notified the Company of a present intention to sell Shares to the Company and no such persons have undertaken not to sell any of the Shares held by them to the Company in the event that the general mandate is authorised by shareholders of the Company. The Company will not repurchase Shares which would result in the number of Shares held by the public being reduced to less than 25% (or such or prescribed minimum percentage as determined by the Stock Exchange) of the Company's issued share capital.

**7. SHARE REPURCHASES MADE BY THE COMPANY**

The Company had not repurchased any of its Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

The particulars of the Directors proposed to be re-elected at the AGM are as follows:

**Mr Chang Chih-Kai**

Mr Chang Chih-Kai, aged 32, has been working with the Company and its subsidiaries (the “Group”) since 2003 and was appointed as an executive director of the Company in November 2004. Mr Chang is a director of certain subsidiaries of the Company and he has not held directorships in any other listed public companies in the last three years.

Mr Chang is responsible for product development and general management of the Group. Mr Chang has studied a bachelor’s degree of Art in Auckland University in New Zealand.

Mr Chang is the brother of Mr Chang Chih-Chiao, an executive director of the Company, a cousin of Mr Chen Ying-Chieh, the chairman of the Board, an executive director and the chief executive officer of the Company, and Mr Chen Tommy Yi-Hsun, an executive director of the Company, respectively. As at the Latest Practicable Date, Mr Chang is interested in 407,219,995 Shares, including 6,500,000 underlying Shares pursuant to Part XV of the Securities and Futures Ordinance (the “SFO”), representing approximately 24.70% of the issued share capital of the Company.

Mr Chang’s directorship with the Company is subject to the retirement by rotation pursuant to the Articles of Association. The emoluments paid or payable to Mr Chang by the Group for the year ended 31 December 2012 was HK\$3,381,000, including salaries and discretionary bonus which is determined by reference to his performance and operating results of the Group.

Save as disclosed above, there is no information relating to Mr Chang that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

**Mr Huang Shun-Tsai**

Mr Huang Shun-Tsai, aged 59, has been an independent non-executive director of the Company since July 2001 and he serves on the Audit Committee, Remuneration Committee and Nomination Committee of the Company. Mr Huang is a director of six technology companies in Taiwan and he has been active in the technology field for over 20 years.

Mr Huang does not have any relationship with any other directors, senior management, substantial or controlling shareholders of the Company and he has not held directorships in any other listed public companies in the last three years.

At the Latest Practicable Date, Mr Huang did not have any interests in the Shares of the Company with the meaning of Part XV of the SFO.

Mr Huang has a letter of appointment with the Company, which is for a term of one year and renewable or extendable automatically by one year on the expiry of such initial term and every successive period of one year thereafter unless either party gives one month written notice to the other to terminate the term of appointment before expiry of the existing term, and is subject to retirement by rotation in accordance with the Articles of Association. During the year ended 31 December 2012, Mr Huang received the sum of HK\$72,000 from the Company. Mr Huang does not have a service contract with the Company.

Mr Huang has served as an independent non-executive director of the Company for more than 9 years, however the Board considers that he continues to be independent and is able to carry out his duties as an independent non-executive director of the Company for the following reasons:

- (a) Mr Huang is able to confirm his independence to the Stock Exchange in respect of each of the factors set out in Rule 3.13 of the Listing Rules;
- (b) Since the listing of the Company in 1995, Mr Huang has not had and does not have any executive or management role or functions in the Company and its subsidiaries;



- (c) Mr Huang does not have any familial or contractual relationships with any directors, senior management, substantial or controlling shareholders of the Company or any of their respective associates, nor does he hold any other position with the Company or its connected persons, or any of their respective holding companies or subsidiaries; and
- (d) After due careful consideration, the Company's nomination committee considers Mr Huang suitably independent to carry out his duties as an independent non-executive director of the Company.

Save as disclosed above, there is no other information relating to Mr Huang that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

### **Mr Kuo Jung-Cheng**

Mr Kuo Jung-Cheng, aged 62, has been an independent non-executive director of the Company since July 2001 and he serves on the Audit Committee, Remuneration Committee and Nomination Committee of the Company. Mr Kuo is a director of a manufacturing and distribution Company in China and a former senator of the Legislative House in Taiwan and he has served the community in Taiwan as a senator or representative for over 10 years. Mr Kuo holds an MBA degree from the University of Hawaii.

Mr Kuo does not have any relationship with any other directors, senior management, substantial or controlling shareholders of the Company and he has not held directorships in any other listed public companies in the last three years.

At the Latest Practicable Date, Mr Kuo did not have any interests in the Shares of the Company with the meaning of Part XV of the SFO.

Mr Kuo has a letter of appointment with the Company, which is for a term of one year and renewable or extendable automatically by one year on the expiry of such initial term and every successive period of one year thereafter unless either party gives one month written notice to the other to terminate the term of appointment before expiry of the existing term, and is subject to retirement by rotation in accordance with the Articles of Association. During the year ended 31 December 2012, Mr Kuo received the sum of HK\$72,000 from the Company. Mr Kuo does not have a service contract with the Company.

Mr Kuo has served as an independent non-executive director of the Company for more than 9 years, however the Board considers that he continues to be independent and is able to carry out his duties as an independent non-executive director of the Company for the following reasons:

- (a) Mr Kuo is able to confirm his independence to the Stock Exchange in respect of each of the factors set out in Rule 3.13 of the Listing Rules;
- (b) Since the listing of the Company in 1995, Mr Kuo has not had and does not have any executive or management role or functions in the Company and its subsidiaries;
- (c) Mr Kuo does not have any familial or contractual relationships with any directors, senior management, substantial or controlling shareholders of the Company or any of their respective associates, nor does he hold any other position with the Company or its connected persons, or any of their respective holding companies or subsidiaries; and
- (d) After due careful consideration, the Company's nomination committee considers Mr Kuo suitably independent to carry out his duties as an independent non-executive director of the Company.

Save as disclosed above, there is no other information relating to Mr Kuo that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 the Annual General Meeting of Daphne International Holdings Limited (the “Company”) will be held at Room 3, United Conference Centre, 10th Floor, United Centre, 95 Queensway, Hong Kong on Monday, 13 May 2013 at 2:30 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2012;
2. To approve and declare a final dividend of HK9.0 cents per ordinary share of the Company for the year ended 31 December 2012;
3. To re-elect the retiring directors and authorise the board of directors to fix the directors’ remuneration;
4. To re-appoint the auditor and authorise the board of directors to fix their remuneration;
5. To consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:
  - A. “THAT:
    - (a) subject to paragraph (b) 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 issued shares of the Company of HK\$0.10 each on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and 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 as amended from time to time, be and is hereby generally and unconditionally approved;
    - (b) the approval in paragraph (a) 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 nominal amount of shares of the Company 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 aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

\* for identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 any applicable laws or the Articles of Association of the Company 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.”

- B. “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 of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above, shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with (whether pursuant to an option 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 of shares in lieu of the whole or part of a dividend on shares of the Company 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 of the Company approved by the Stock Exchange; or (iv) any issue of shares upon 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 aggregate nominal amount of the issued share capital of the Company as 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” shall have the same meaning as ascribed to it under the resolution set out in paragraph 5A(d) of this Notice; and

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## NOTICE OF ANNUAL GENERAL MEETING

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“Rights Issue” means the allotment, issue or grant of shares open for a period fixed by the Directors to the holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

C. “THAT:

conditional upon the passing of Resolutions Nos. 5A and 5B, the general mandate granted to the Directors pursuant to Resolution No. 5B be and hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company as stated in Resolution No. 5A above provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

By order of the Board  
**Daphne International Holdings Limited**  
**Chan Oi Chu**  
*Company Secretary*

Hong Kong, 9 April 2013

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (who must be an individual) to attend and on a poll, vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a 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 lodged with the Company’s share registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting.
3. The register of members of the Company will be closed from 9 May 2013 to 13 May 2013, both dates inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify for attendance and voting at the meeting, all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar in Hong Kong not later than 4:30 p.m. on 8 May 2013.

The register of members of the Company will be closed from 20 May 2013 to 21 May 2013, both dates inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify for the final dividend, all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar in Hong Kong not later than 4:30 p.m. on 16 May 2013.

4. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, 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 any meeting 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. Please refer to Appendix II of the circular dated 9 April 2013 (the “Circular”) for the details of the retiring Directors subject to re-election at the meeting.
6. In relation to resolution No. 5(A), an explanatory statement as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited is set out in Appendix I of the Circular dispatched to shareholders.