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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Daphne International Holdings Limited (the “**Company**”) will be held at Strategic Financial Relations Limited, Room 3203, 32nd Floor, Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Monday, 7 December 2009 at 2:30 p.m. to consider and, if thought fit, to pass the following resolution as a resolution of the Company, with or without amendment:

ORDINARY RESOLUTION

“**THAT** the proposed amendments to the Share Option Scheme (as defined in the circular (the “**Circular**”) to shareholders of the Company dated 19 November 2009, a copy of which has been produced to this meeting marked “A” and signed by the Chairman of this meeting for the purpose of identification) as set out in the section headed “Proposed Amendments” in the Circular, be and are hereby approved.”

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

Hong Kong, 19 November 2009

Notes:

1. Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a shareholder 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.
3. Where there are joint holders of any share(s), any one of such persons may vote at any meeting, either in person or by proxy, in respect of such share(s) as if he/she were solely entitled thereto; but if more than one of such joint holders be present any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand first in the register of members in respect of the joint holding.

As at the date of this announcement, the Board comprises Mr. Chen Ying-Chieh, Mr. Chen Hsien Min, Mr. Chang Chih-Kai and Mr. Chang Chih-Chiao being the executive directors, Ms. Ma Xuezheng being the non-executive director, Mr. Hsiao Hsi-Ming, Mr. Huang Shun-Tsai and Mr. Kuo Jung-Cheng being the independent non-executive directors and Mr. Kim Jin-Goon being the alternate director to Ms. Ma Xuezheng.

* *for identification purpose only*