

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, 25 May 2022
(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 Unit 2605, 26/F, The Metropolis Tower, 10 Metropolis Drive, Hung Hom, Kowloon, Hong Kong at 3:00 p.m. on Wednesday, 25 May 2022 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 receive and consider 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 2021.		
2.	To re-elect Mr. Chang Chih-Chiao as an executive director of the Company.		
3.	To re-elect Mr. Huang Shun-Tsai as an independent non-executive director of the Company.		
4.	To re-elect Mr. Tam Philip as an independent non-executive director of the Company.		
5.	To authorise the board of directors to fix the directors’ remuneration.		
6.	To re-appoint PricewaterhouseCoopers as the Company’s independent auditor and to authorise the board of directors to fix their remuneration.		
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.		
10.	To approve the grant of 51,800,000 share options to Mr. Wang Jungang, an executive director of the Company.		
11.	To approve the adoption of the 2022 Share Option Scheme.		
12.	To approve the termination of the 2013 Share Option Scheme.		
SPECIAL RESOLUTION			
13.	To approve the adoption of the new Memorandum and Articles of Association of the Company.		

* The full text of Resolutions 7 to 13 are set out in the notice of the Meeting.

Dated this _____ 2022 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 resolution 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 share registrar in Hong Kong, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, 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-meeting.tricor.hk/#/203> in accordance with the instructions printed on the notification letter sent to you by post on 14 April 2022 or which has been sent to you by email if you have registered an email address to receive electronic communications.
- The proxy needs not be a member 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.
- In view of the development of the COVID-19 pandemic, Shareholders may consider appointing the Chairman of the Meeting as his/her proxy to vote on the resolutions, instead of attending the Meeting in person.**

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/has 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 the Company or Tricor Secretaries Limited at the above address for the attention of Privacy Compliance Officer.

* for identification purpose only