



# ELEGANCE INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

Stock Code: 907

## NOTICE OF THE SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting of Elegance International Holdings Limited (the "Company") will be held on 30th March, 2007 at B2 & B4, 8th Floor, Block B, Mai Hing Industrial Building, 16-18 Hing Yip Street, Kwun Tong, Kowloon, Hong Kong at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution of the Company:

### ORDINARY RESOLUTION

**"THAT**

- (i) the supplemental agreement (the "Supplemental Agreement") entered into between the Company and Sàfilo S.p.A. ("Sàfilo") on 15th February, 2007 (which is supplemental to the supply agreement (the "Supply Agreement") entered into between the Company and Sàfilo on 18th April, 1997 as amended by an amendment agreement made between the same parties on 7th July, 1998);
- (ii) the sale of optical frames, sunglasses and other products by the Company and its subsidiaries to Sàfilo and its subsidiaries contemplated under the Supply Agreement and the Supplemental Agreement (the "Transactions"); and
- (iii) the annual cap of HK\$390,000,000, HK\$470,000,000 and HK\$565,000,000 for each of the three years ending 31st March, 2010 in respect of the Transactions,

be and are hereby approved, confirmed and ratified and that the directors of the Company be and are hereby authorized to take all actions and execute all documents which they deem necessary, desirable or appropriate in order to implement and validate anything related to the Supply Agreement, the Supplemental Agreement and the Transactions."

By Order of the Board  
**Elegance International Holdings Limited**  
**Hui Leung Wah**  
Chairman

Hong Kong, 9th March, 2007

*Principal place of business in Hong Kong:*

B2 & B4, 8th Floor, Block B  
Mai Hing Industrial Building  
16-18 Hing Yip Street  
Kwun Tong  
Kowloon  
Hong Kong

*Note:*

1. Any member entitled to attend and vote at the meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares is entitled to appoint more than one proxy to represent him and vote on his behalf at the meeting of the Company. A proxy is entitled to exercise the same powers on behalf of a member who is an individual and for whom he acts as proxy as such member could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a member which is a corporation and for which he acts as proxy as such member could exercise if it were an individual member. On a poll votes may be given either personally (or, in the case of a member being a corporation, by its duly authorized representative) or by proxy. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized.
3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at B2 & B4, 8th Floor, Block B, Mai Hing Industrial Building, 16-18 Hing Yip Street, Kwun Tong, Kowloon, Hong Kong not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within 12 months from such date.
4. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any share, any one of such joint holder may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
6. A form of proxy for use at the special general meeting is enclosed herewith.

*As at the date of this announcement, the executive directors of the Company are Hui Leung Wah, Poon Sui Hong and Leung Shu Sum, the non-executive directors are Mario Pietribiasi and Massimiliano Tabacchi and the independent non-executive directors are Poon Kwok Fai, Ronald, Tam Hok Lam, Tommy, JP and Wong Chung Mat, Ben.*