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## **ELEGANCE INTERNATIONAL HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

website: <http://www.elegance-group.com>

**(Stock Code: 907)**

### **NOTICE OF THE SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (“Meeting”) of Elegance International Holdings Limited (the “Company”) will be held on Friday, 26 March 2010 at 11:00 a.m. at B2 & B4, 8th Floor, Block B, Mai Hing Industrial Building, 16-18 Hing Yip Street, Kwun Tong, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as an 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 12 February 2010 (which is supplemental to the supply agreement (the “Supply Agreement”) entered into between the Company and Sàfilo on 18 April 1997 as amended by amendment agreements made between the same parties on 7 July 1998 and 15 February 2007);
- (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\$225 million, HK\$244 million and HK\$279 million for each of the three years ending 31 March 2011, 2012 and 2013 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, 9 March 2010

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*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

*Notes:*

1. Any member entitled to attend and vote at the Meeting 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 of the Company may appoint one or more proxies to attend and vote instead of him/her.
2. A form of proxy for use at the Meeting is enclosed in the circular of the Company of the same date of this notice. The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.
3. The form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be lodged at the Company’s principal place of business at B2 & B4, 8th Floor, Block B, Mai Hing Industrial Building, 16-18 Hing Yip Street, Kwun Tong, Kowloon, Hong Kong, no later than 48 hours before the time appointed for holding the Meeting or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the Meeting or at any adjourned meeting (as the case may be) should they so wish.
4. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members in respect of such share shall be accepted to the exclusion of the votes of the other joint holders.
5. As at the date hereof, the executive directors of the Company are Mr. Hui Leung Wah, Mr. Poon Sui Hong and Mr. Leung Shu Sum, the non-executive directors are Ms. Lissi Barbara and Ms. Marchisio Paola and the independent non-executive directors are Mr. Poon Kwok Fai, Ronald, Dr. Tam Hok Lam, Tommy, PhD, JP and Mr. Wong Chung Mat, Ben, JP.