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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 SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of Elegance International Holdings Limited (“Company”) will be held at B2 & B4, 8th Floor, Block B, Mai Hing Industrial Building, 16 – 18 Hing Yip Street, Kwun Tong, Kowloon, Hong Kong on Friday, 22 March 2013 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution which will be proposed as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

**“THAT:**

- (i) the supplemental agreement (“Supplemental Agreement”) entered into between the Company and Safilo S.p.A. (“Safilo”) on 8 February 2013 (which is supplemental to the supply agreement (“Supply Agreement”) entered into between the Company and Safilo on 18 April 1997 as amended by amendment agreements made between the same parties on 7 July 1998, 15 February 2007 and 12 February 2010);
- (ii) the sale of optical frames, sunglasses and other products by the Company and its subsidiaries to Safilo and its subsidiaries as contemplated by the Supplemental Agreement to be made under the Supply Agreement (“Transactions”); and
- (iii) the annual cap of HK\$152 million, HK\$184 million and HK\$218 million for each of the three years ending 31 March 2014, 2015 and 2016 in respect of the Transactions,

be and are hereby approved and that the directors of the Company be and are hereby authorised to take all actions and execute all documents which they deem necessary, desirable or appropriate to implement and give effect to the Supplemental Agreement and the Transactions.”

By order of the Board  
**Elegance International Holdings Limited**  
**HUI Leung Wah**  
*Chairman*

Hong Kong, 6 March 2013

*Head Office and 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

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

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the special general meeting is enclosed in the circular of the Company of the same date of this notice. Whether or not you intend to attend the meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited with the Company’s principal place of business of B2 & B4, 8th Floor, Block B, Mai Hing Industrial Building, 16 - 18 Hing Yip Street, Kwun Tong, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Where there are joint holders of a share of the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he were solely entitled thereto, but if more than one of such holders are present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.
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. Barbara Lissi and Ms. Paola Marchisio 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.