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If you are in doubt as to any aspect of this circular or as to the action you should take, you should consult a licensed securities dealer, registered institution in securities, bank manager, solicitor, certified public accountant or other professional adviser.

If you have sold or transferred all your shares in Elegance International Holdings Limited, you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**ELEGANCE INTERNATIONAL HOLDINGS LIMITED**

(Incorporated in Bermuda with limited liability)

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

(Stock Code: 907)

**RENEWAL OF CONTINUING CONNECTED TRANSACTIONS
AND
NOTICE OF SPECIAL GENERAL MEETING**

**Independent Financial Adviser to
the Independent Board Committee and the Independent Shareholders**

ALTUS CAPITAL LIMITED

The circular contains, among other things, a letter from the board of directors of the Company, a letter from the independent board committee of the Company and a letter from Altus Capital (as the independent financial adviser) containing its advice to the independent board committee and the independent shareholders of the Company, all as referred to in the contents page of this circular.

A notice convening a special general meeting of Elegance International Holdings Limited 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. is set out at the end of this circular. A form of proxy for use at the special general meeting is enclosed with this circular. Whether or not you intend to attend the meeting in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

6 March 2013

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Accompanying document: Form of proxy

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Altus Capital” or “IFA”	Altus Capital Limited, a corporation licensed to conduct Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO, being the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the Supplemental Agreement, the Transactions and the New Cap
“Announcement”	the announcement of the Company dated 8 February 2013 in relation to the Supplemental Agreement, the Transactions and the New Cap
“associate”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“Company”	Elegance International Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Existing Cap”	the annual cap for the Transactions for the three financial years ending 31 March 2013 as approved by the Independent Shareholders at the special general meeting held on 26 March 2010, further particulars of which are set out in the circular of the Company dated 9 March 2010
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	a board committee comprising Mr. Poon Kwok Fai, Ronald, Dr. Tam Hok Lam, Tommy, PhD, JP and Mr. Wong Chung Mat, Ben, JP, being the independent non-executive Directors of the Company, constituted to advise and make recommendations to the Independent Shareholders in respect of the Supplemental Agreement, the Transactions and the New Cap
“Independent Shareholders”	Shareholders other than SFEL and its associates

DEFINITIONS

“Latest Practicable Date”	4 March 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“New Cap”	the maximum annual amount of Transactions for each of the financial years ending 31 March 2014, 2015 and 2016 in the New Term
“New Term”	the entire three financial years of the Company ending 31 March 2014, 2015 and 2016
“Products”	optical frames, sunglasses and other products
“Safilo”	Safilo S.p.A., a company incorporated in Italy with limited liability
“Safilo Group”	Safilo and its subsidiaries
“SFEL”	Safilo Far East Limited, a wholly-owned subsidiary of Safilo and a substantial Shareholder holding approximately 23.05% of the issued share capital of the Company as at the date of the Announcement and the Latest Practicable Date
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“SGM” or “Special General Meeting”	the special general meeting of the Company to 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. as set out in the notice of Special General Meeting at the end of this circular, or (where the context permits) any adjournment thereof, at which the Independent Shareholders would be asked to consider and (where appropriate) pass the ordinary resolution set out in the notice of Special General Meeting to approve the Supplemental Agreement, the Transactions and the New Cap
“Shareholder(s)”	holder(s) of shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	has the meaning ascribed thereto in the Listing Rules
“Substantial Shareholder”	has the meaning ascribed thereto in the Listing Rules

DEFINITIONS

“Supplemental Agreement”	the supplemental agreement entered into between the Company and Safilo on 8 February 2013 to supplement the Supply Agreement
“Supply Agreement”	the 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, 12 February 2010 and (subject to approval by the Independent Shareholders) the Supplemental Agreement
“Transactions”	the sales of optical frames, sunglasses and other products by the Group to the Safilo Group, as contemplated by the Supplemental Agreement to be made under the Supply Agreement
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD



ELEGANCE INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

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

(Stock Code: 907)

Executive Directors:

Mr. Hui Leung Wah (*Chairman*)

Mr. Poon Sui Hong

Mr. Leung Shu Sum

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Non-Executive Directors:

Ms. Barbara Lissi

Ms. Paola Marchisio

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

Independent Non-Executive Directors:

Mr. Poon Kwok Fai, Ronald

Dr. Tam Hok Lam, Tommy, *PhD, JP*

Mr. Wong Chung Mat, Ben, *JP*

6 March 2013

To the Shareholders

Dear Sir or Madam,

RENEWAL OF CONTINUING CONNECTED TRANSACTIONS AND NOTICE OF SPECIAL GENERAL MEETING

1. INTRODUCTION

The Board announced in the Announcement that the Company entered into the Supplemental Agreement dated 8 February 2013 with Safilo in relation to the Transactions involving sale of optical frames, sunglasses and other products to the Safilo Group. The Supplemental Agreement will apply to the Transactions for the next three financial years ending 31 March 2014, 2015 and 2016, for which the New Cap are proposed to be HK\$152 million, HK\$184 million and HK\$218 million respectively.

Under the Listing Rules, the Transactions will constitute non-exempt continuing connected transactions for the Company and shall be subject to the reporting, announcement, annual review and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. In accordance with the Listing Rules, the Transactions and the New Cap are conditional on approval by the Independent Shareholders.

LETTER FROM THE BOARD

The Independent Board Committee comprising three independent non-executive Directors, namely, Mr. Poon Kwok Fai, Ronald, Dr. Tam Hok Lam, Tommy, PhD, JP and Mr. Wong Chung Mat, Ben, JP, has been established and Altus Capital has been appointed as the independent financial adviser in respect of the Supplemental Agreement, the Transactions and the New Cap.

The Company issues this circular is to provide you with, among other things, information relating to the Supplemental Agreement, the Transactions and the New Cap and other information required by the Listing Rules. This circular also contains the letters from the Independent Board Committee and Altus Capital and gives you the notice to convene the SGM.

2. THE SUPPLEMENTAL AGREEMENT

The Company entered into the Supplemental Agreement dated 8 February 2013 with Safilo. The material terms are summarised below.

a. Date

8 February 2013

b. Parties

(1) The Company; and

(2) Safilo

Safilo was established in Italy in 1934 and is a worldwide leader in the premium eyewear sector. SFEL, a wholly-owned subsidiary of Safilo, was interested in approximately 23.05% of the issued share capital of the Company as at the date of the Announcement and the Latest Practicable Date.

c. Term

The Supplemental Agreement will apply to the Transactions for the next three financial years from 1 April 2013 to 31 March 2016 (both days inclusive).

d. Transactions covered

The Transactions comprise sale of optical frames, sunglasses and other products to the Safilo Group.

e. Pricing

Under the Supplemental Agreement, the Transactions shall be on normal commercial terms or on terms no less favourable to the Group than terms available to or from independent third parties as appropriate. Further details of the pricing policy of the Group for the Transactions are set out below.

LETTER FROM THE BOARD

3. NEW CAP PROPOSED

The aggregate maximum annual amounts of the Transactions for the financial years ending 31 March 2014, 2015 and 2016 are proposed to be HK\$152 million, HK\$184 million and HK\$218 million respectively. The Supplemental Agreement states that if and to the extent that the aggregate consideration received by the Group has reached the amounts of the New Cap, any further Transactions will be subject to compliance with requirements of the Listing Rules by the Company. It also states that Safilo is not obliged to purchase any Products to the full amount of the New Cap.

The aggregate values of the Transactions for the past two years ended 31 March 2011 and 2012, and for the six months ended 30 September 2012 are set out below. As at the date hereof, the Group has not exceeded any of the Existing Cap.

	Year ended 31 March 2011 <i>(HK\$ million)</i>	Amount Year ended 31 March 2012 <i>(HK\$ million)</i>	Year ending 31 March 2013 <i>(HK\$ million)</i>
Existing Cap	225	244	279
Actual value of Transactions	157	110	57.6 <i>(Note)</i>

Note: It is based on the unaudited consolidated interim financial statements of the Group for the six months ended 30 September 2012.

The New Cap is determined by the Company based on the expected amounts of purchase orders to be placed by the Safilo Group to the Group for such period. Further details are set out below.

4. REASONS FOR, AND BASIS OF, THE SUPPLEMENTAL AGREEMENT AND THE NEW CAP PROPOSED

The Group is principally engaged in the businesses of design, manufacture and sale of metal and plastic optical frames and sunglasses.

Safilo is a subsidiary of Safilo Group S.p.A., a company incorporated in Italy with limited liability, the shares of which are listed on the Milan Stock Exchange. According to its 2011 annual report, Safilo Group S.p.A together with its subsidiaries are the world's second largest manufacturer of sunglasses and prescription eyewear with over 75 years of experience in the eyewear industry. It is engaged in the design, production, wholesale and retail distribution of products for the eyewear market. The Group has been supplying in its ordinary and usual course of business the Products to the Safilo Group since 1997 when the parties first entered into the Supply Agreement for such Transactions to comply with the requirements of the Listing Rules.

LETTER FROM THE BOARD

Presently, these Transactions are governed by the terms of the Supply Agreement last supplemented by the supplemental agreement dated 12 February 2010 between the Company and Safilo, which also set out the Existing Cap amounts of Products the Safilo Group proposed to purchase from the Group. The Independent Shareholders' approval has been obtained for these Transactions. The details are set out in the circular of the Company dated 9 March 2010. As the current Supply Agreement is due to expire on 31 March 2013, the Company proposes to seek Independent Shareholders' approval of the Supplemental Agreement to allow the Group continue to make the Transactions for an additional term of three financial years ending 31 March 2016 subject to the New Cap.

Under the Supplemental Agreement, the Transactions shall be on normal commercial terms or on terms no less favourable to the Group than terms available to or from independent third parties, as appropriate. The price of each purchase order will be determined by the Group on an order-by-order basis after having taken into account, among other things, the quantity and specifications of each order and the lead time allowed in accordance with the pricing practices that the Group has adopted with respect to other independent third party customers of the Group.

The Group has been following its own internal control policy for continued compliance of the above policy. Before any quotation is given to the relevant members of Safilo Group, the designated officer of the Group would prepare and calculate the initial quotations independently. The pricing in the proposed quotations would be subject to review and evaluation by the sales management of the Group before they are sent out to the relevant members of Safilo Group for deliberation. In evaluating the validity of the proposed quotations, the sales management of the Group would ordinarily compare, among other things, the terms for other comparable products offered to Safilo Group on previous occasions and to other third party customers of the Group to the closest extent practicable having regard to the individual style and other different requirements of the customers. The ISO 9001 quality assurance system of the Group further complements the control system through consistency checks on the prices appeared on the sales orders with those stated in the quotations. In annual review of the Transactions, the Group's auditors will be engaged to report on these relevant continuing connected transactions with Safilo Group and issue letter containing their findings and conclusions in respect of these Transactions made by the Group for the financial year concerned in accordance with Chapter 14A of the Listing Rules. Through its control system and policy, the Group has retained its autonomy in deciding on any purchase orders involving Safilo Group which are in the commercial interests of the Group. The prices of the purchase orders are concluded between the parties on an arm's length basis based on the prevailing market conditions.

The New Cap is based on the expected amount of purchase orders to be placed by the Safilo Group. In considering the expected figures, the Group has cross-checked its historical turnovers over the past three years, as well as taken into account the possible price trend in the forthcoming years, the possible mix of product categories and the market conditions. In addition, the Group has also allowed certain flexibility for year on year increase in the expected purchase quantities during the three-year term of the Supplemental Agreement. The New Cap is considered by the Directors to be a reasonable projection and the Transactions are fair and beneficial to the Group and the Group should take advantage of such opportunities.

The Transactions with the Safilo Group are made in the ordinary and usual course of business of the Group. These Transactions form an integral part and source of business for the Group. The Directors expect that in view of the good long term working relationship which it has established with the Safilo Group, the Group's business with the Safilo Group will continue.

LETTER FROM THE BOARD

The Directors (other than the independent non-executive Directors appointed to the Independent Board Committee whose opinion is set out in its letter to the Independent Shareholders immediately after this letter) are of the view that the terms of the Supplemental Agreement, the Transactions and the New Cap are fair and reasonable and in the interests of the Company and the Shareholders as a whole. They also consider that the Supplemental Agreement and the Transactions are on normal commercial terms.

5. LISTING RULES IMPLICATIONS

The highest applicable percentage ratio (other than profits ratio) in respect of the New Cap for the financial years ending 31 March 2014, 2015 and 2016 is not less than 5%. Furthermore, the other thresholds prescribed in Rule 14A.34 of the Listing Rules to qualify for exemption from independent shareholders' approval requirements are not met. Accordingly, the Transactions will constitute non-exempt continuing connected transactions for the Company and shall be subject to the reporting, announcement, annual review and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. Pursuant to the Listing Rules, the Supplemental Agreement, the Transactions and the New Cap are conditional on approval by the Independent Shareholders and any connected person with a material interest in the said matters and any shareholder of the Company with a material interest in them and its associates will not vote.

Ms. Barbara Lissi and Ms. Paola Marchisio, both being non-executive Directors, are appointed to the Board by SFEL and Safilo. Other than the said two Directors, none of the Directors had material interests in the Supplemental Agreement and the Transactions. Ms. Barbara Lissi and Ms. Paola Marchisio have abstained from voting on the resolutions passed at the meeting of the Board approving the Supplemental Agreement, the Transactions and the New Cap.

6. SPECIAL GENERAL MEETING

The Company issues the notice of Special General Meeting, as set out at the end of this circular, to convene the SGM 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.. At the SGM, the Independent Shareholders will consider and if appropriate, pass the ordinary resolution, the text of which is set out in the notice of Special General Meeting, to approve the Supplemental Agreement, the Transactions as well as the New Cap.

In accordance with the Listing Rules, SFEL and its associates, holding approximately 23.05% of the issued share capital of the Company as at the Latest Practicable Date, will be required to abstain from voting on the ordinary resolution approving the Supplemental Agreement, the Transactions and the New Cap at the SGM. So far as the Directors are aware and as at the Latest Practicable Date, there are no other Shareholders with material interests or have to abstain from voting on such resolution. Votes of the Independent Shareholders in the SGM will be taken by poll. The poll result will be announced by the Company by way of an announcement issued in accordance with the Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use at the SGM is also enclosed with this circular. Whether or not you intend to attend the SGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjourned meeting thereof should you so wish.

If the Independent Shareholders' approval is not obtained at the SGM, the Group will only carry out the Transactions if and to the extent that all of the applicable percentage ratios (other than the profits ratio) in respect of the Transactions on an annual basis are less than the thresholds set out in Rule 14A.34 of the Listing Rules and in compliance with the Listing Rules in all respects.

7. RECOMMENDATION AND ADDITIONAL INFORMATION

The Board is recommending the Independent Shareholders to vote in favour of the ordinary resolution as set out in the notice of Special General Meeting.

Your attention is drawn to the advice of the Independent Board Committee set out in its letter after this letter from the Board and the letter of advice from Altus Capital to the Independent Board Committee and the Independent Shareholders in respect of the Supplemental Agreement, the Transactions and the New Cap immediately after the letter from the Independent Board Committee.

Your attention is also drawn to the additional information set out in the Appendix to this circular.

Yours faithfully,
By order of the Board
HUI Leung Wah
Chairman

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



ELEGANCE INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

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

(Stock Code: 907)

6 March 2013

To the Independent Shareholders

Dear Sir or Madam,

RENEWAL CONTINUING CONNECTED TRANSACTIONS

We refer to the circular of the Company dated 6 March 2013 of which this letter forms part (“Circular”). Terms used in this letter shall have the same meanings as defined in the Circular unless the context otherwise requires.

We have been appointed as members of the Independent Board Committee to advise the Independent Shareholders on whether the terms of the Supplemental Agreement, the Transactions and the New Cap are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole. Altus Capital has been appointed as the independent financial adviser to advise us in this respect.

We wish to draw your attention to the letter from the Board and the letter from Altus Capital which form part of the Circular. Having considered the principal factors and reasons considered by, and the advice of Altus Capital as set out in its letter of advice, we consider that the Supplemental Agreement and the Transactions are on normal commercial terms. We also consider that the Supplemental Agreement, the Transactions and the New Cap are fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution as set out in the notice of Special General Meeting approving the same at the SGM.

Yours faithfully,

For and on behalf of
Independent Board Committee

Mr. Poon Kwok Fai, Ronald

**Dr. Tam Hok Lam, Tommy,
PhD, JP**

**Mr. Wong Chung Mat, Ben,
JP**

Independent non-executive Directors

LETTER FROM ALTUS CAPITAL

The following is the text of a letter of advice from the IFA to the Independent Board Committee and the Independent Shareholders in respect of the Supplemental Agreement, the Transactions and the New Cap, which has been prepared for the purpose of incorporation in this circular.

ALTUS CAPITAL LIMITED

21 Wing Wo Street
Central, Hong Kong

6 March 2013

*To the Independent Board Committee and
the Independent Shareholders*

Elegance International Holdings Limited

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

Dear Sirs,

RENEWAL OF CONTINUING CONNECTED TRANSACTIONS

INTRODUCTION

We refer to our appointment as the IFA to advise the Independent Board Committee and the Independent Shareholders in respect of the Supplemental Agreement, the Transactions and the New Cap relating thereto. Details of the Transactions are set out in the “Letter from the Board” contained in the circular of the Company dated 6 March 2013 (the “**Circular**”) to the Shareholders, of which this letter forms part. Terms used in this letter shall have the same meaning as those defined in the Circular unless the context requires otherwise.

On 8 February 2013, the Company announced that it had entered into the Supplemental Agreement with Safilo in respect of the Transactions involving sale of optical frames, sunglasses and other products to the Safilo Group. Subject to Independent Shareholders’ approval, the Supplemental Agreement will renew the Supply Agreement for an additional term of three financial years under New Cap of HK\$152 million, HK\$184 million and HK\$218 million for the financial years 2014, 2015 and 2016 respectively.

LETTER FROM ALTUS CAPITAL

As SFEL, a wholly-owned subsidiary of Safilo, is a substantial shareholder holding approximately 23.05% of the issued share capital of the Company as at the Latest Practicable Date, the Transactions contemplated under the Supplemental Agreement constitute continuing connected transactions of the Company. Further, as the highest applicable percentage ratios for the respective financial year regarding the annual cap exceed 5%, the Transactions are subject to the reporting, announcement and Independent Shareholders' approval requirements pursuant to Rule 14A.35 of the Listing Rules.

Since SFEL is a wholly-owned subsidiary of Safilo as at the Latest Practicable Date, SFEL is considered to be interested in the Continuing Connected Transactions. Accordingly, SFEL and its associates shall abstain from voting on the resolution to approve the Transactions contemplated under the Supplemental Agreement at the SGM.

The Independent Board Committee comprising all the independent non-executive Directors, namely Mr. Poon Kwok Fai, Ronald, Dr. Tam Hok Lam, Tommy, PhD, JP and Mr. Wong Chung Mat, Ben, JP, has been established to give advice and recommendation to the Independent Shareholders as to whether the terms of the Supplemental Agreement and the New Cap are fair and reasonable so far as the Independent Shareholders are concerned and whether it is in the interests of the Company and the Shareholders as a whole.

As the IFA to the Independent Board Committee and the Independent Shareholders, our role is to give an independent opinion to the Independent Board Committee and the Independent Shareholders as to (i) whether the Supplemental Agreement, the Transactions and the New Cap are in the interests of Company and the Shareholders as a whole; (ii) whether the terms of the Supplemental Agreement, the Transactions and the New Cap are fair and reasonable so far as the Independent Shareholders are concerned; and (iii) how the Independent Shareholders should vote in respect of the proposed resolution relating to the Supplemental Agreement, the Transactions and the New Cap at the SGM.

BASIS OF OUR ADVICE

In formulating our opinion, we have relied on the statements, information, opinions and representations contained or referred to in the Circular and/or provided to us by the Company, the Directors and the management. We have assumed that all statements, information, opinions and representations contained or referred to in the Circular and/or provided to us were true, accurate and complete at the time they were made and continued to be so as at the date of the Circular.

We have no reason to believe that any statements, information, opinions or representations relied on by us in forming our opinion is untrue, inaccurate or misleading, nor are we aware of any material facts the omission of which would render the statements, information, opinions or representations provided to us untrue, inaccurate or misleading. We have assumed that all the statements, information, opinions and representations for matters relating to the Group contained or referred to in the Circular and/or provided to us by the Company, the Directors and the management have been reasonably made after due and careful enquiry. We have relied on such statements, information, opinions and representations and have not conducted any independent investigation into the business, financial conditions and affairs or the future prospects of the Group.

LETTER FROM ALTUS CAPITAL

PRINCIPAL FACTORS AND REASONS CONSIDERED

1. Background information of the Group and the Safilo Group

(a) Principal businesses

The Group is principally engaged in the manufacture and trading of optical frames and sunglasses. Safilo is a subsidiary of Safilo Group S.p.A., a company incorporated in Italy with limited liability, the shares of which are listed on the Milan Stock Exchange. According to its 2011 annual report, Safilo Group S.p.A together with its subsidiaries are the world's second largest manufacturer of sunglasses and prescription eyewear with over 75 years of experience in the eyewear industry. It is engaged in the design, production, wholesale and retail distribution of products for the eyewear market.

(b) The Supply Agreement

The Company entered into the Supply Agreement with Safilo on 18 April 1997, pursuant to which the Group agreed to supply optical frames, sunglasses and other products to the Safilo Group. The Supply Agreement has since been amended by amendment/supplemental agreements made between the same parties on 7 July 1998, 15 February 2007 and 12 February 2010.

The Supply Agreement remains relevant to the extent that it sets out the basic terms and conditions of supply of products by the Group. In particular, each sale and purchase of optical frames, sunglasses and other products are made subject to purchase orders placed by the Safilo Group with the Group from time to time, at case-by-case prices agreed between them on an arm's length basis with reference to the prevailing rates charged by the Group. Each purchase order (which when accepted by the Group constitutes a contract for sale and purchase of the products specified in that order) requires delivery by the Group of products within a period specified in the purchase order.

(c) Historical financial information

For details regarding our consideration of the Group's historical financial information, please refer to the section headed "Proposed New Cap" in this letter.

2. Key terms of the Supplemental Agreement

The Supplemental Agreement incorporates the terms of the Supply Agreement and sets out the expected annual amounts, being the expected maximum total value of Products to be supplied by the Group to the Safilo Group for each of the years ending 31 March 2014, 2015 and 2016. The expected annual amounts are equivalent to the New Cap.

LETTER FROM ALTUS CAPITAL

To assess the fairness and reasonableness of the terms of the Supplemental Agreement, we have considered the following key terms of the Supplemental Agreement:

- (i) The Transactions shall be undertaken on normal commercial terms or on terms no less favourable to the Group than terms available to or from independent third parties. We understand from the management that during its sourcing, the Safilo Group requests quotations from the Group as well as other independent suppliers. After deliberations with each supplier, the Safilo Group will choose the most suitable supplier in consideration of factors such as price quoted, track record of quality of products and ability to adhere to delivery schedules. Alternately, should the Group deem the terms offered by the Safilo Group to be commercially unreasonable, it is not obliged to accept the purchase orders.
- (ii) As disclosed in section 1(b) of this letter, each Transaction is made subject to purchase orders placed by the Safilo Group with the Group from time to time, at case-by-case prices agreed between them on an arm's length basis with reference to the prevailing rates charged by the Group. The management advised us that each price quotation to the Safilo Group is prepared taking into account the style and material costs of the products, the complexity involved in their production, the size of the order, prevailing market environment and prices of comparable products previously sold to the Safilo Group and where available, prices of comparable products sold to other independent purchasers. The quotation then acts as reference during arm's length negotiations with representative from the Safilo group, the conclusion of which would determine the final price of that particular purchase order.
- (iii) Pursuant to the Supply Agreement, a token discount based on a pre-determined formula will be given annually in retrospect, if the aggregate invoiced amount reaches a certain level. It is our understanding from the management that such practice is common in the industry, specifically designed to encourage customers to place more orders.
- (iv) Management has confirmed that the Group usually grants credit terms ranging from 45 days to 120 days to its customers. The length of the credit terms are determined based on the years of relationship, credibility of the customer, payment record, volume of sales and market conditions. Management advised that given the longstanding business relationship, volume of business, its credibility and good payment record, the Safilo Group has a credit term of 120 days, whilst other customers are granted credit terms of 90 days or below. Management has confirmed that they have not encountered any significant problem in collecting sales proceeds from the Safilo Group in the past.

Given the above, we consider the Transactions contemplated under the Supplemental Agreement are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned.

LETTER FROM ALTUS CAPITAL

3. Reasons for entering into the Supplemental Agreement

Prior to entering into the Supplemental Agreement, the Group had maintained a stable trading relationship with the Safilo Group since entering into the Supply Agreement in 1997, which has since been amended with amendment/supplemental agreements on 7 July 1998, 15 February 2007 and 12 February 2010. As the term of the latest supplemental agreement is due to expire on 31 March 2013, the Company proposes to seek Independent Shareholders' approval of the Supplemental Agreement to allow the Group to continue to undertake the Transactions for an additional term of three years ending 31 March 2016 subject to the New Cap.

Management considers the continuing business between the Group and the Safilo Group has contributed positively to the Group's results over the past 17 years. Further, the Directors are of the view that such trading arrangements have formed an integral part and source of business for the Group and as abovementioned, the Group has not encountered any significant problem in collecting sales proceeds from the Safilo Group in the past. Moreover, the Directors expect that in view of the good long term working relationship which it has established with the Safilo Group, the Group's business with the Safilo Group will continue. Given the above, the Directors believe that it is in the interest of the Company to enter into the Supplemental Agreement.

In view of the above and that (i) the Transactions will continue to be conducted on normal commercial terms or on terms no less favourable to the Group than terms available to and from independent third parties; (ii) the Transactions are undertaken in the ordinary and usual course of the Group's business given the respective principal businesses of the Group and the Safilo Group; and (iii) the Transactions will provide a stable source of business for the Group since the Safilo Group contributed approximately 36.9%, 31.2% and 25.6% of the Group's total revenue in the years ended 31 March 2010, 2011 and 2012 respectively, we concur with the Directors that the Transactions are in the interests of the Company and the Shareholders as a whole.

LETTER FROM ALTUS CAPITAL

4. Proposed New Cap

In assessing whether the proposed New Cap are fair and reasonable, we have considered the following:

(a) *Historical financial information*

The following sets out the Group's revenue and sales to the Safilo Group for the three years ended 31 March 2010, 2011 and 2012 and the six months ended 30 September 2010, 2011 and 2012, which have been extracted from the Company's respective published annual reports and interim reports.

	For the year ended 31 March			For the six months ended 30 September		
	2010	2011	2012	2010	2011	2012
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Revenue	429,143	505,402	431,174	268,147	229,264	191,537
Actual sales to the Safilo Group	158,361	157,488	110,444	92,187	61,083	57,595
Percentage	36.9%	31.2%	25.6%	34.4%	26.6%	30.1%

Source: Company's 2010, 2011 and 2012 annual reports and 2010/2011, 2011/2012 and 2012/2013 interim reports

According to the Company's annual reports for the years ended 31 March 2010, 2011 and 2012, despite a decline in sales to the Safilo Group, it remained as the Group's largest customer throughout such periods, representing approximately 36.9%, 31.2% and 25.6% of the Group's total revenue respectively. In particular, sales to the Safilo Group reduced by approximately 0.6% for the year ended 31 March 2011 despite a revenue growth of approximately 17.8% and decreased by approximately 29.9% for the year ended 31 March 2012 during which revenue of the Group decreased by approximately 14.7%. The reasons to such sales reduction is explored in the section headed "Existing Cap and historical variances" of this letter.

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(b) *Existing Cap and historical variances*

The following sets out the details regarding (i) the actual sales to the Safilo Group for the two years ended 31 March 2011 and 2012 and six months ended 30 September 2012; (ii) the Existing Cap; and (iii) the New Cap.

	For the year ended 31 March			For the year ending 31 March		
	2011	2012	2013	2014	2015	2016
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(audited)	(audited)	(unaudited)			
Annual cap	225,000	224,000	279,000	152,000	184,000	218,000
Actual sales to the Safilo Group	157,488	110,444	57,595 <i>(Note 1)</i>	–	–	–
Actual sales to the Safilo Group as a % of the annual cap	70.0%	49.3%	41.3% <i>(Note 2)</i>	–	–	–

Notes:

1. The amount HK\$57,595,000 is extracted from the Company's unaudited interim report and represents sales to the Safilo Group for the six months ended 30 September 2012
2. The percentage is calculated by adjusting the annual cap for a period of six months.

As shown in the table above, the actual sales to the Safilo Group for the years ended 31 March 2011 and 2012 represent approximately 70.0% and 49.3% of the applicable Existing Cap respectively, whilst actual sales to the Safilo Group for the six months ended 30 September 2012 represent approximately 41.3% of the adjusted annual cap. Management advised that up to the Latest Practicable Date, actual sales to the Safilo Group have not exceeded the applicable Existing Cap. We understand from the management that the historical variances are mainly attributable to the overall decline in consumers' purchasing desire resulting from the adverse macro-economic condition by reason of the sovereign debt crisis in Europe, one of the Safilo Group's major markets. In addition, as disclosed in the Group's 2012 annual report, the Group has traditionally been a metal eyewear products producer. The recent shift in fashion favouring frames and sunglasses made of acetate material has created a discrepancy in the Group's production capacity and market demands, including that of the Safilo Group.

(c) *New Cap*

In determining the proposed New Cap, we understand that the Company has taken into consideration (i) the estimated transaction amount of purchase orders to be placed by the Safilo Group; (ii) the historical turnovers over the past three years; (iii) the possible price trend in the forthcoming years; (iv) the possible mix of product categories; and (v) the expected market conditions. In addition, the Group has also allowed certain flexibility for year-on-year increase in the expected purchase quantities during the three-year term of the Supplemental Agreement.

LETTER FROM ALTUS CAPITAL

We note that the management has taken into account the declining sales to the Safilo Group in the financial years 2010 to 2012 (as depicted in section 4(a) above) and lowered the New Cap to HK\$152 million, HK\$184 million and HK\$218 million respectively for each of the three years ending 31 March 2014, 2015 and 2016, represent an approximate 15.0%, 21.1% and 18.5% increase over the estimated transaction amount/annual cap for each of the related preceding years.

We understand from the management that the annual cap of HK\$152 million for the year ending 31 March 2014 was primarily based on the expected amount of purchase orders to be placed by the Safilo Group, which was in turn prepared on the basis of the recent sales to the Safilo Group and their market expectation for the coming year. We concur with the management that it is reasonable to derive the annual cap based on the Safilo Group's proposal as (i) its proximity to the consumer market allows for better assessment on market sentiments and local trends; and (ii) its estimation would be more accurate as it is privy to its own detailed future plans such as annual budgets, of which the Group has no access. It is also our understanding that the average unit price ("AUP") based on historical data was adopted in deriving the New Cap. In this connection, we have reviewed samples of the Company's transactions with the Safilo Group in the current financial year and established that the AUP represented in our sample is comparable to that adopted in deriving the New Cap.

Moreover, the management has advised us that despite current weak consumer market sentiment, the management anticipates modest price increases in the latter years of the period in consideration and has accordingly factored this into the New Cap. In particular, price increase for the products has been deemed necessary as the operation continues to face (i) demand for upward revision of wages in its factory in the People's Republic of China ("PRC"); (ii) general price increase for some of the raw materials; and (iii) expectation of further appreciation of the Renminbi ("RMB") against the United States dollar in the near future. Taking into account (i) the 20.2% increase in PRC minimum wage in 2012¹; (ii) the continued advocacy for RMB appreciation from the U.S. Department of the Treasury Office of International Affairs²; and (iii) International Monetary Fund's view that RMB remains moderately undervalued against a broad basket of currencies³, we believe it is fair and reasonable for the management to factor such considerations into the New Cap. We have also reviewed samples of the Group's raw material purchases records, which show an overall increase in raw material prices.

Based on the above, we are of the view that the basis for and amounts of the New Cap for each of the three years ending 31 March 2014, 2015 and 2016 are fair and reasonable.

¹Source: Ministry of Human Resources and Social Security of the PRC (中華人民共和國人力資源和社會保障部), January 2013

²Source: U.S. Department of the Treasury Office of International Affairs – Report to Congress on International Economic and Exchange Rate Policies, November 2012

³Source: International Monetary Fund – 2012 Article IV Consultation: People's Republic of China, July 2012

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5. Continuing Connected Transactions requirements under the Listing Rules

Pursuant to Rule 14A.37 of the Listing Rules, the Independent Non-Executive Directors are required to review the Continuing Connected Transactions annually and confirm in the Company's annual report that the Transactions under the Supplemental Agreement have been (i) in the ordinary and usual course of business of the Group; (ii) either on normal commercial terms, or if there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to the Group than terms available to or from independent third parties; and (iii) in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The Company has internal control policies and procedures emplaced as a means to ensure Transactions with the Safilo Group are on normal commercial terms. In particular, prior to deliberation with the Safilo Group, the price quotation is reviewed by the sales management to determine whether the price is fair and reasonable with reference to previous prices of comparable products sold to the Safilo Group as well as prices of comparable products sold to other customers.

In this connection, we have reviewed samples of the Group's transactions with the Safilo Group as well as the Group's other major customers ("**Other Customers**"). Given the Safilo Group's status as the Group's largest customer, we believe it is more appropriate to compare the pricing terms offered to the Safilo Group with those offered to the Group's other major customers. In particular, we performed analysis on the AUP, the AUP by product type as well as the AUP by range of purchased quantity. Our analysis shows that the AUP offered to the Safilo Group is comparable to those offered to the Other Customers considering that (a) the Safilo Group has been the Group's largest customer in the two years ended 31 March 2011 and 2012; and (b) pricing difference may arise from variance in style and complexity involved in the production of the products purchased by the Safilo group and the Other Customers.

In compliance with the Listing Rules, the Company has also engaged Ernst & Young ("**EY**"), the Company's auditor, to report on the Group's Continuing Connected Transactions. EY had issued unqualified letters for each of the two years ended 31 March 2011 and 2012 in accordance with Rule 14A.38 of the Listing Rules, which requires EY to confirm that the Continuing Connected Transactions (i) have received the approval of the Board; (ii) are in accordance with the pricing policies of the Company; (iii) have been entered into in accordance with the Supply Agreement (as amended on 12 February 2010); and (iv) have not exceeded the relevant annual cap.

Given the above, we consider that there exist appropriate procedures and arrangements to ensure that the Transactions will be conducted on terms in compliance with the provisions of the Listing Rules.

LETTER FROM ALTUS CAPITAL

RECOMMENDATION

Having considered the above principal factors, we are of the view that (i) the Supplemental Agreement, the Transactions, which are in the ordinary course of business of the Group and the New Cap are in the interests of the Company and the Shareholders as a whole; (ii) the terms of the Supplemental Agreement are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned; and (iii) the New Cap have been fairly and reasonably arrived at. Accordingly, we recommend the Independent Shareholders, as well as the Independent Board Committee to advise the Independent Shareholders to vote in favour of the resolution to be proposed at the SGM to approve the renewal of the trading arrangements with the Safilo Group and the Transactions contemplated under the Supplemental Agreement.

Yours faithfully

For and on behalf of

Altus Capital Limited

Arnold Ip

Executive Director

Chang Sean Pey

Executive Director

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS

As at the Latest Practicable Date, the interests and short positions of each of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers of the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Long position in ordinary shares of the Company:

Name of director	Number of shares held, capacity and nature of interest			Percentage of the issued share capital of the Company
	Beneficial owner	Other interests	Total	
Hui Leung Wah (<i>Note</i>)	8,308,000	141,316,000	149,624,000	46.23
Poon Sui Hong	7,000,000	–	7,000,000	2.16
Leung Shu Sum	6,000,000	–	6,000,000	1.85
Paola Machisio	198,000	–	198,000	0.06
	21,506,000	141,316,000	162,822,000	50.30

Note: The 141,316,000 shares held as other interests by Mr. Hui comprised 141,116,000 shares held by Best Quality Limited and 200,000 shares held by Deluxe Concept Limited. The entire issued share capital of both Best Quality Limited and Deluxe Concept Limited is held by Wahyee (PTC) Limited as trustee for a unit trust, which, in turn, is beneficially owned by Docater Trust, a discretionary trust with LGT Trustees Limited as trustee, the beneficiaries of which include the spouse and children of Mr. Hui Leung Wah (Mr. Hui himself is not a beneficiary of the discretionary trust).

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executives of the Company held any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporation(s) (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions

7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers of the Listing Rules, to be notified to the Company and the Stock Exchange.

Ms. Barbara Lissi, a non-executive Director, is the Safilo's Asia Sourcing Director and Ms. Paola Marchisio, a non-executive Director is the Chief Financial Officer of SFEL. As at the Latest Practicable Date, SFEL and Safilo had interests in approximately 23.05% of the issued Shares which were disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as at the Latest Practicable Date. Save as aforesaid, none of the Directors is a director or employee of any company which had an interest or short position in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

Save as disclosed in the paragraph headed "Listing Rules Implications" in the letter from the Board herein: (i) none of the Directors had any direct or indirect interests in any assets which since 31 March 2012 (being the date to which the latest published audited financial statements of the Group were made up) have been acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group; and (ii) none of the Directors is materially interested in any other contracts or arrangements subsisting at the Latest Practicable Date which is significant in relation to the business of the Group.

3. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with the Company or any of its subsidiaries other than contracts expiring or determinable by the Group within one year without payment of compensation (other than statutory compensation).

4. COMPETING INTERESTS

As at the Latest Practicable Date, the interests of the Directors in competing businesses required to be disclosed pursuant to Rule 8.10 of the Listing Rules are as follows:

- (a) Ms. Barbara Lissi, a non-executive Director, is the Safilo's Asia Sourcing Director.
- (b) Ms. Paola Marchisio, a non-executive Director is the Chief Financial Officer of SFEL.

The Group is operated and managed by independent management and administration from the Safilo Group. The Board can exercise independent judgment and is always acting in the interests of the Company and the Shareholders as a whole. Accordingly, the Group is capable of carrying on its business independently of, and at arm's length from, the businesses of the Safilo Group.

Save as disclosed herein, as at the Latest Practicable Date, none of the Directors or their respective associates had any interest in a business which competes or is likely to compete with the business of the Group.

5. MATERIAL ADVERSE CHANGE

Save as disclosed in the Company's announcement of the interim results for the six months ended 30 September 2012, the Directors are not aware of any material adverse change in the financial or trading position of the Group since 31 March 2012, being the date to which the latest published audited financial statements of the Group were made up.

6. EXPERT AND CONSENT

Altus Capital is a corporation licensed under the SFO to conduct Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activity under the SFO, being the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the Supplemental Agreement, the Transactions and the New Cap.

Altus Capital has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and references to its names in the form and context in which they respectively appear.

As at the Latest Practicable Date, Altus Capital did not have (a) any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group; and (b) any direct or indirect interest in any assets acquired or disposed of by or leased to or proposed to be acquired or disposed of by or leased to any member of the Group since 31 March 2012, the date to which the latest published audited financial statements of the Group were made up.

7. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text in case of inconsistency.

8. DOCUMENT AVAILABLE FOR INSPECTION

A copy of the Supplemental Agreement will be available for inspection at the head office and principal place of business of the Company at B2 & B4, 8th Floor, Block B, Mai Hing Industrial Building, 16 - 18 Hing Yip Street, Kwun Tong, Kowloon, Hong Kong during normal business hours on any business day (Saturdays excluded) from the date of this circular up to and including the date of the SGM.

NOTICE OF SPECIAL GENERAL MEETING



ELEGANCE INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

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

(Stock Code: 907)

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

NOTICE OF SPECIAL GENERAL MEETING

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 with this circular. 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.