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## **ELEGANCE OPTICAL INTERNATIONAL HOLDINGS LIMITED**

### **高雅光學國際集團有限公司**

*(Incorporated in Bermuda with limited liability)*

website: [www.elegance-group.com](http://www.elegance-group.com)

**(Stock Code: 907)**

## **PASS AWAY OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR AND NON-COMPLIANCE WITH THE LISTING RULES**

### **PASS AWAY OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of Elegance Optical International Holdings Limited (the “**Company**”) regrets to announce that Dr. Tam Hok Lam, Tommy, JP (“**Dr. Tam**”), an independent non-executive Director, passed away on 17 February 2014.

On behalf of the Company, the Board would like to express its deepest sorrow for the departure of the late Dr. Tam and convey its condolences to his family. The Board would also like to express its sincere appreciation to the late Dr. Tam for his valuable contribution to the Company in the past.

### **NON-COMPLIANCE WITH THE LISTING RULES**

Following the pass away of the late Dr. Tam, the Board comprises seven members including three executive Directors, two non-executive Directors and two independent non-executive Directors, with the number of independent non-executive Directors falling below the minimum number required under Rule 3.10(1) and one-third of the Board as required under Rule 3.10A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Dr. Tam also served as a member of the audit committee, the nomination committee (chaired by Dr. Tam) and the remuneration committee of the Company. Following Dr. Tam’s passing away, the audit committee members decreased from three to two, below the minimum number required under Rule 3.21 of the Listing Rules.

In order to comply with Rule 3.10(1), 3.10A and 3.21 of the Listing Rules, the Company will identify suitable candidate for appointment as an independent non-executive director of the Company as soon as practicable and in any event within three months from 17 February 2014 and to fill the vacancies of the audit committee, the nomination committee (and its chairmanship) and the remuneration committee of the Company to meet the requirements on composition of these committees under Appendix 14 of the Listing Rules. The Company will make further announcement as and when appropriate.

By Order of the Board  
**ELEGANCE OPTICAL INTERNATIONAL HOLDINGS LIMITED**  
**Hui Leung Wah**  
*Chairman*

Hong Kong, 20 February 2014

*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 Mr. Maurizio De Gasperis and the independent non-executive directors are Mr. Poon Kwok Fai, Ronald and Mr. Pang Sung Yuen.*