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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)

(Stock Code: 907)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the special general meeting of Elegance Optical International Holdings Limited (the “**Company**”) will be held at 18/F, Prosperity Tower, 39 Queen’s Road Central, Hong Kong on Monday, 12 December 2016 at 3:00 p.m. (the “**Meeting**”) to consider and, if thought fit, pass the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT**

the entering into and the terms and conditions of the Disposal Agreement (as defined in the circular of the Company dated 24 November 2016 (the “**Circular**”) dated 14 October 2016 and entered into between Elegance Optical Investments Limited and Tycoon New Investments Limited (a copy of which has been produced to the Meeting marked “A” and initialed by the chairman of the Meeting for identification purpose) and the transactions contemplated thereunder (including the Leaseback Agreement (as defined in the Circular) dated 14 October 2016 entered into between Elegance Optical Manufactory Limited and Tycoon New Investments Limited and the proposed Annual Caps (as defined and more particularly described in the Circular) in respect thereof for the year ended 31 March 2017, 31 March 2018 and 31 March 2019) be and are hereby approved, confirmed and ratified and any director of the Company be and is hereby authorized to give, make, sign, execute (under hand, seal or as a deed) and deliver any document and all such deeds, agreements, letters, notices, certificates, applications, acknowledgements, receipts, authorizations, instructions, releases, waivers, proxies, appointments of agents for service of process and other document (whether of a like nature or not) as the Director may consider necessary or desirable for the purpose of giving effect to, or in connection with this resolution.”

By order of the Board
Elegance Optical International Holdings Limited
Poon Sui Hong
Director

Hong Kong, 24 November 2016

Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation shall be entitled to exercise the same powers on behalf of the member of the Company which he or they represent as such member of the Company could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
3. 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 notarially certified copy thereof must be deposited at the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time fixed for holding the Meeting or adjournment thereof (as the case may be).
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 holders of any share, any one of such joint holders may vote, 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 the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. The voting at the Meeting shall be taken by way of poll.

As at the date of this announcement, the Board comprises Mr. Hui Leung Wah, Mr. Poon Sui Hong and Mr. Hui Chun Yuen as executive Directors and Mr. Poon Kwok Fai, Ronald, Mr. Pang Sung Yuen and Mr. Kwong Ping Man as independent non-executive Directors.