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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)

ANNOUNCEMENT

**ANNOUNCEMENT PURSUANT TO THE TAKEOVERS CODE,
RULE 13.09 OF THE LISTING RULES,
INSIDE INFORMATION PROVISIONS
UNDER PART XIVA OF THE SECURITIES AND FUTURES
ORDINANCE
AND
LAPSE OF THE MOU**

This announcement is made by Elegance Optical International Holdings Limited (the “**Company**”) pursuant to Rule 3.7 of the Takeovers Code, Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined under the Listing Rules) Part XIVA of the SFO. Reference is made to the announcement of the Company dated 12 April 2016 (the “**Announcement**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement unless defined otherwise.

LAPSE OF THE MOU

Pursuant to the MOU, the Seller granted to the Potential Purchaser a binding exclusivity period in relation to the Possible Sale commencing from the date of the MOU up to and including 30 April 2016.

The Company has been informed by the Seller that no Definitive Documents were entered into by the Parties upon expiry of the exclusivity period on 30 April 2016, the MOU has lapsed.

INTENTION OF THE SELLER

The Company was further informed by the Seller that the Seller might continue to discuss with any potential investors (including, but not limited to, the Potential Purchaser) and provide them with information with respect to the sale of the Sales Shares. Should any such discussion materialise, further announcement(s) will be made as and when appropriate in accordance with the Listing Rules and the Takeovers Code. A monthly announcement pursuant to Rule 3.7 of the Takeovers Code setting out the progress of the discussion or the consideration of a possible offer will be made until an announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is announced.

SECURITIES OF THE COMPANY

The relevant securities of the Company in issue as at the date of this announcement comprise of 323,649,123 Shares. Save as the aforementioned, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

DEALING DISCLOSURE

The associates of the Company are hereby reminded to disclose their dealings in the securities of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

Warning

Shareholders and potential investors should be aware that there is no assurance that any discussion or negotiation mentioned in this announcement will either materialise or eventually be consummated, and the discussion may or may not lead to the sale of the Sale Shares.

Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company.

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

Hong Kong, 30 April 2016

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

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.

* *For identification purpose only*