
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Elegance Optical International Holdings Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other registered dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSALS INVOLVING
RENEWAL OF GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Elegance Optical International Holdings Limited at 10:30 a.m. on 28 September 2017 at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong is set out on pages 14 to 18 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk).

Whether or not you are able to attend the annual general meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon 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 the holding of such 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 annual general meeting or any adjournment thereof, should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

29 August 2017

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 10:30 a.m. on 28 September 2017 at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong, notice of which is set out on pages 14 to 18 of this circular;
“Board”	the board of Directors;
“Bye-law(s)”	the bye-law(s) of the Company;
“close associate(s)”	has the meaning ascribed thereto in the Listing Rules;
“Company”	Elegance Optical International Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange;
“core connected person(s)”	has the meaning ascribed thereto in the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares as set out in the notice convening the Annual General Meeting;
“Latest Practicable Date”	25 August 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Listing Rules”	Rules Governing the Listing of Securities on the Hong Kong Stock Exchange;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares as set out in the notice convening the Annual General Meeting;

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs approved by the Hong Kong Securities and Future Commission as amended from time to time;
“%”	per cent.



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)

Executive Directors:

Mr. Hui Leung Wah
Ms. Wong Chi Yan
Mr. Chan Wai Kit

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent Non-Executive Directors:

Mr. Chan Wei
Mr. Chan Ming Kei
Mr. Wan Kin Man, Tony

*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

29 August 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING
RENEWAL OF GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The Directors wish to seek the approval of the Shareholders at the Annual General Meeting for (i) the renewal of the Issue Mandate and the Repurchase Mandate and (ii) the re-election of retiring Directors. The purpose of this circular is to provide you with details of these proposals, the relevant information required under the Listing Rules, and to give you notice of the Annual General Meeting.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

The Directors will propose ordinary resolutions at the Annual General Meeting to grant to the Directors:

- (i) the Issue Mandate to allot, issue and otherwise deal with new Shares of not exceeding 20% of the total number of issued Shares as at the date of the Annual General Meeting and, subject to the Repurchase Mandate mentioned below approved by the Shareholders at the Annual General Meeting, to add to such mandate any Shares repurchased by the Company pursuant to the Repurchase Mandate by a separate resolution; and
- (ii) the Repurchase Mandate to repurchase Shares of not exceeding 10% of the total number of issued Shares as at the date of passing the proposed resolution at the Annual General Meeting.

As at the Latest Practicable Date, a total of 323,649,123 Shares were in issue. Subject to the passing of the ordinary resolutions approving the Issue Mandate to issue Shares and assuming that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Issue Mandate to issue a maximum of 64,729,824 Shares (representing approximately 20% of the total number of issued Shares as at the Latest Practicable Date).

The Issue Mandate and the Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in the relevant resolutions granting such mandates as set out in the notice of the Annual General Meeting.

An explanatory statement, as required by the Listing Rules, to give all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to approve the Repurchase Mandate is set out in Appendix I to this circular.

3. RE-ELECTION OF RETIRING DIRECTORS

In relation to item 3 set out in the notice of the Annual General Meeting, Mr. Hui Leung Wah, Ms. Wong Chi Yan, Mr. Chan Wai Kit, Mr. Chan Wei, Mr. Chan Ming Kei and Mr. Wan Kin Man, Tony shall retire by rotation as Directors at the Annual General Meeting in accordance with the Bye-laws.

Mr. Hui Leung Wah has indicated that he will not stand for re-election when he is due to retire by rotation at the Annual General Meeting, as he would like to focus on his other functions in the subsidiaries of the Company. The rest of the retiring Directors, being eligible, will offer themselves for re-election.

Particulars of the above Directors proposed for re-election at the Annual General Meeting, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this Circular.

LETTER FROM THE BOARD

4. ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting to be held at 10:30 a.m. on 28 September 2017 at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong is set out on pages 14 to 18 of this circular. Ordinary resolutions to approve the Issue Mandate, the Repurchase Mandate and the re-election of retiring Directors will be proposed at the Annual General Meeting.

A form of proxy for use at the Annual General Meeting is also enclosed with this circular. Such form of proxy is also published on the website of Stock Exchange (www.hkexnews.hk). Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon 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 Annual General Meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof, should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

The chairman of the Annual General Meeting will demand for poll to be taken on votes cast on the resolutions proposed at the Annual General Meeting pursuant to Rule 13.39(4) of the Listing Rules. An announcement on the results of the poll will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.elegance-group.com) respectively after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules. As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, none of the Shareholders are required to abstain from voting in the Annual General Meeting under the Listing Rules.

5. RECOMMENDATION

The Directors consider that the renewal of the Issue Mandate and the Repurchase Mandate and the re-election of Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the relevant resolutions as set out in the notice of the Annual General Meeting.

6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix I (Explanatory Statement) and Appendix II (Details of retiring Directors proposed for re-election) to this circular. The English text of this circular shall prevail over the Chinese text.

LETTER FROM THE BOARD

7. RESPONSIBILITY STATEMENTS

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: (i) the information contained in this circular is accurate and complete in all respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
For and on behalf of the Board
Elegance Optical International Holdings Limited
Wong Chi Yan
Executive Director

This is the explanatory statement required to be sent to the Shareholders under the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution in relation to the Repurchase Mandate to be proposed at the Annual General Meeting.

1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 323,649,123 Shares in issue. Subject to the passing of the relevant ordinary resolution at the Annual General Meeting to approve the Repurchase Mandate to repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 32,364,912 Shares, representing approximately 10% of the total number of issued Shares of the Company as at the Latest Practicable Date.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earning per Share of the Company and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

Any repurchase of Shares by the Company will be made out of the Company's funds which will otherwise be available for dividends or distributions, or proceeds of a new issue of Shares made for such purposes. In repurchasing Shares, the Company may only apply funds legally available for such purposes in accordance with the Bye-laws, the laws of Bermuda and other applicable laws. As compared with the position disclosed in the Company's most recently published audited financial statements as at 31 March 2017, and taking into the current working capital position of the Company, the Directors consider that there might be a material adverse impact on the working capital and on the gearing position of the Company in the event the proposed repurchases under the Repurchase Mandate were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or its gearing level.

4. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the proposed Repurchase Mandate to repurchase Shares in accordance with the Listing Rules, the applicable laws of Bermuda and the Bye-laws.

5. EFFECT OF THE TAKEOVERS CODE

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the number of ordinary Shares held by the substantial Shareholders is as follows:

Name	Number of issued ordinary shares held	Capacity and nature of interest	Approximate percentage of issued share capital of the Company	Approximate percentage of issued share capital of the Company if exercise in full the power to repurchase
Superb Smart Limited (<i>Note 1</i>)	94,199,123	Beneficial owner	29.11	32.34
Ms. Zheng Juhua (<i>Note 1</i>)	94,199,123	Interest of controlled corporations	29.11	32.34

Note 1: Superb Smart Limited is a company incorporated in the British Virgin Islands with limited liability and the entire issued share capital of which is owned by Ms. Zheng Juhua. Accordingly, Ms. Zheng Juhua is deemed to be interested in the 94,199,123 Shares held by Superb Smart Limited under the SFO.

In the event that the Directors exercise in full the Repurchase Mandate, if granted pursuant to the resolution at the forthcoming Annual General Meeting, and if there is no other change in the total number of the issued Shares, the interest of the above substantial shareholders of the Company would be increased to the approximate percentage as shown in the last column above. Such increase will give rise to an obligation on the part of Superb Smart Limited and Ms. Zheng Juhua to make a mandatory offer under Rule 26 of the Takeovers Code. In addition, the obligation to maintain the minimum public float under Rule 8.08 of the Listing Rules may be breached. However, the

Directors have no intention to exercise the power to repurchase the Shares to the extent that will trigger a mandatory offer under Rule 26 of the Takeovers Code or will result in the public float of the Company falling below 25%.

6. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, have any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

No core connected persons of the Company have notified the Company that he or she has a present intention to sell the Shares to the Company or have undertaken not to sell any of the Shares held by him or her to the Company, in the event that the Company is authorised to make purchases of Shares.

7. SHARE REPURCHASES MADE BY THE COMPANY

The Company has not repurchased any of its Shares (on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

8. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months immediately prior to the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
August 2016	2.99	2.59
September 2016	2.81	1.70
October 2016	2.52	1.96
November 2016	2.45	2.20
December 2016	2.72	2.11
January 2017	2.62	2.15
February 2017	2.33	1.85
March 2017	2.20	1.90
April 2017	2.04	1.90
May 2017	1.97	1.74
June 2017	2.09	1.65
July 2017	2.10	1.70
August 2017 (up to the Latest Practicable Date)	2.03	1.74

The following are the details of the Directors due to retire and proposed to be re-elected at the Annual General Meeting:

EXECUTIVE DIRECTORS

WONG Chi Yan (“Ms. Wong”), aged 35, appointed as an Executive Director of the Company and the Company secretary on 17 February, 2017 and 28 March 2017 respectively. She holds a Bachelor of Business Administration degree in Accounting from Hong Kong Baptist University and a Master of Laws in International Corporate and Financial Law from The University of Wolverhampton, UK. She is an associate member of the Hong Kong Institute of Certified Public Accountants, an associate member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators. In addition to the above, she is currently an executive director and authorised representative of Aurum Pacific (China) Group Limited (stock code: 8148) whose shares are listed on the Growth Enterprise Market (“**GEM**”) of the Stock Exchange. Ms. Wong is also the company secretary of Flyke International Holdings Ltd. (stock code: 1998) and an independent non-executive director of Tech Pro Technology Development Limited (stock code: 3823), whose shares are listed on the Main Board of the Stock Exchange. She was also an executive director, company secretary and authorised representative of PPS International (Holdings) Limited (stock code: 8201) whose shares are listed on the GEM of the Stock Exchange from June 2015 to July 2016. She was also the executive director of China Taifeng Beddings Holdings Limited (stock code: 873), a company listed on the Main Board of the Stock Exchange from July 2016 to August 2016. She was an independent non-executive director of Prosten Health Holdings Limited (stock code: 8026) whose shares are listed on GEM of the Stock Exchange from June 2015 to October 2015 and was also an independent non-executive director of Co-Prosperity Holdings Limited (stock code: 707) whose shares are listed on the Main Board of the Stock Exchange from October 2015 to January 2016. She was the company secretary and authorised representative of U-RIGHT International Holdings Limited (stock code: 627) whose shares are listed on the Main Board of the Stock Exchange from September 2013 to April 2016. She has extensive experiences in auditing, accounting and financing as well as merger and acquisition.

There is no service contract between Ms. Wong and the Company. Under the letter of appointment entered into between Ms. Wong and the Company, there was no fixed term of service but her employment may be terminated at any time on expiry of not less than one month’s written notice given by any party. Her directorship in the Company is subject to retirement and re-election at general meetings of the Company in accordance with the Bye-laws. Ms. Wong is entitled to receive a remuneration of HK\$80,000 per month. Other discretionary bonuses and benefits may be awarded subject to the approval of the Remuneration Committee of the Company. Her remuneration package is determined by the Board with recommendation of the Remuneration Committee after considering a range of factors including her experience, her duties and responsibilities in the Group, the remuneration structure of the Group and levels of remuneration for peers in the market.

Ms. Wong is a director of certain subsidiaries of the Group.

CHAN Wai Kit (“Mr. W.K. Chan”), aged 34, was appointed as a business development manager on 22 February 2017 and was appointed more recently as an executive director on 31 May 2017. He holds a Bachelor Degree in Information System and a Master Degree of Accounting from Curtin University of Technology, Australia. He has been appointed as a committee member of the 9th Committee of Maoming City of The Chinese People’s Political Consultative Conference since December 2016. He has extensive experience in information technology, accounting, finance, corporate governance, strategic planning, as well as merger and acquisition. He is an executive director, authorised representative and compliance officer of Aurum Pacific (China) Group Limited (stock code: 8148), a company listed on the GEM of the Stock Exchange since 13 October 2014 and a deputy chairman with effect from 16 October 2015. He is currently an executive director of Green Energy Group Limited (stock code: 979), a company listed on the Main Board of the Stock Exchange. He is currently a non-executive director of Evershine Group Holdings Limited (stock code: 8022), a company listed on the GEM of the Stock Exchange. He was the chairman, executive director, authorised representative and compliance officer of PPS International (Holdings) Limited (stock code: 8201), a company listed on the GEM of the Stock Exchange from June 2015 to July 2016. He was also an executive director of China Taifeng Beddings Holdings Limited (stock code: 873), a company listed on the Main Board of the Stock Exchange from July 2016 to August 2016.

There is no service contract between Mr. W.K. Chan and the Company. Under the letter of appointment entered into between Mr. W.K. Chan and the Company, there was no fixed term of service but his employment may be terminated at any time on expiry of not less than one month’s written notice given by any party. His directorship in the Company is subject to retirement and reelection at general meetings of the Company in accordance with the Bye-laws. Mr. W.K. Chan is entitled to receive a remuneration of HK\$80,000 per month. Other discretionary bonuses and benefits may be awarded subject to the approval of the Remuneration Committee of the Company. His remuneration package is determined by the Board with recommendation of the Remuneration Committee after considering a range of factors including his experience, his duties and responsibilities in the Group, the remuneration structure of the Group and levels of remuneration for peers in the market.

INDEPENDENT NON-EXECUTIVE DIRECTORS

WAN Kin Man, Tony (“Mr. Wan”), aged 36, and joined the Company on 17 February 2017 as an Independent Non-Executive Director. He is a member of the Hong Kong Institute of Certified Public Accountants, the Institute of Chartered Accountants in England and Wales, a fellow of the Association of Chartered Certified Accountants and the Taxation Institute of Hong Kong. He is also a practicing certified public accountant, certified tax adviser (Hong Kong) and has extensive experience in auditing, financial management and taxation over 15 years.

There is no service contract between Mr. Wan and the Company. Under the letter of appointment entered into between Mr. Wan and the Company, there was no fixed term of service but his employment may be terminated at any time on expiry of not less than one month’s written notice given by any party. His directorship in the Company is subject to retirement and re-election

at general meetings of the Company in accordance with the Bye-laws. Mr. Wan is entitled to an annual director's fee of HK\$120,000. Other discretionary bonuses and benefits may be awarded subject to the approval of the Remuneration Committee of the Company. His remuneration package is determined by the Board with recommendation of the Remuneration Committee after considering a range of factors including his experience, his duties and responsibilities in the Group, the remuneration structure of the Group and levels of remuneration for peers in the market.

CHAN Wei (“Mr. W. Chan”), aged 38, joined the Company on 26 April 2017 as an Independent Non-Executive Director. He is currently the chief financial officer and company secretary of Tesson Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code 1201). From April 2011 to September 2015, he acted as financial controller of Unisplendour Technology (Holdings) Limited (formerly known as “Sun East Technology (Holdings) Limited”) (stock code: 365). He has over 14 years of experience in auditing, accounting and financial advisory. He is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of Association of Chartered Certified Accountants. He received a Bachelor of Science in applied accounting degree from the Oxford Brookes University, United Kingdom.

There is no service contract between Mr. W. Chan and the Company. Under the letter of appointment entered into between Mr. W. Chan and the Company, there was no fixed term of service but his employment may be terminated at any time on expiry of not less than one month's written notice given by any party. His directorship in the Company is subject to retirement and re-election at general meetings of the Company in accordance with the Bye-laws. Mr. W. Chan is entitled to an annual director's fee of HK\$120,000. Other discretionary bonuses and benefits may be awarded subject to the approval of the Remuneration Committee of the Company. His remuneration package is determined by the Board with recommendation of the Remuneration Committee after considering a range of factors including his experience, his duties and responsibilities in the Group, the remuneration structure of the Group and levels of remuneration for peers in the market.

CHAN Ming Kei (“Mr. M.K. Chan”), aged 34, joined the Company on 26 April 2017 as an Independent Non-Executive Director. He is a member of the Hong Kong Institute of Certified Public Accountants and has extensive experiences in accounting, financial management and company secretarial works. He holds a Bachelor of Business Administration (Hons) majoring in Accounting from The Hong Kong University of Science and Technology. Currently, He is an executive director, company secretary, compliance officer and authorised representative of Evershine Group Holdings Limited, (stock code: 8022), a company listed on the GEM of the Stock Exchange. From June 2012 to September 2015, he acted as company secretary and financial controller of KuangChi Science Limited (stock code: 439), a company listed on the Main Board of the Stock Exchange.

There is no service contract between Mr. M.K. Chan and the Company. Under the letter of appointment entered into between Mr. M.K. Chan and the Company, there was no fixed term of service but his employment may be terminated at any time on expiry of not less than one month's written notice given by any party. His directorship in the Company is subject to retirement and re-election at general meetings of the Company in accordance with the Bye-laws. Mr. M.K. Chan is entitled to an annual director's fee of HK\$120,000. Other discretionary bonuses and benefits may be awarded subject to the approval of the Remuneration Committee of the Company. His remuneration package is determined by the Board with recommendation of the Remuneration Committee after considering a range of factors including his experience, his duties and responsibilities in the Group, the remuneration structure of the Group and levels of remuneration for peers in the market.

Save as disclosed above, as at the Latest Practicable Date, none of the above Directors holds any other positions in the Group or holds any directorships in any listed companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years preceding the Latest Practicable Date, and nor are they related to any Directors, senior management, substantial shareholders or controlling shareholders of the Company, or interested in any Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Saved as disclosed above, there are no other matters that are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters relating to their re-elections that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN that the annual general meeting of Elegance Optical International Holdings Limited (the “**Company**”) will be held at 10:30 a.m. on 28 September 2017 at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong to transact the following businesses:

AS ORDINARY BUSINESS:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 March 2017.
2. To re-appoint Messrs. Ernst & Young as auditors and authorise the board of directors to fix their remuneration.
3. (A) To re-elect each of the retiring directors of the Company as follows by way of a separate resolution:
 - (i) To re-elect Ms. Wong Chi Yan as an executive director of the Company.
 - (ii) To re-elect Mr. Chan Wai Kit as an executive director of the Company.
 - (iii) To re-elect Mr. Wan Kin Man, Tony as an independent non-executive director of the Company.
 - (iv) To re-elect Mr. Chan Wei as an independent non-executive director of the Company.
 - (v) To re-elect Mr. Chan Ming Kei as an independent non-executive director of the Company.
- (B) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS:

To consider and, if thought fit, pass, with or without amendments, the following resolutions, which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

4. **“THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal in additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period;
- (C) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or pursuant to the exercise of any options granted under the share option scheme adopted by the Company or an issue of shares upon the exercise of subscription rights attached to the warrants which might be issued by the Company or an issue of shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the bye-laws of the Company or a specific authority granted or to be granted by the shareholders of the Company, shall not exceed 20% of the total number of shares of the Company in issue as at the close of business on the date on which this resolution is passed; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the applicable laws of Bermuda to be held; or

NOTICE OF ANNUAL GENERAL MEETING

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares or issue of options, warrants or other securities carrying rights to convert into or subscribe for shares of the Company open for a period fixed by the Directors to holders of shares in the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

5. **“THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its own issued shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure or authorise repurchases of shares of the Company by itself or agents or nominees on behalf of the Company or its subsidiary, as the case may be, at a price and on such terms as determined by the Directors and to make, grant or enter into offers, agreements and other arrangements which might require the exercise of such powers during or after the end of the Relevant Period, in all circumstances in accordance with the applicable laws and regulations in Hong Kong;
- (C) the total number of shares of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company as at the time of passing this resolution; and

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(D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the applicable laws of Bermuda to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
6. “**THAT** conditional upon the passing of ordinary resolution nos. 4 and 5 set out above, the total number of shares of the Company which are repurchased by the Company pursuant to and in accordance with the said ordinary resolution no. 5 shall be added to the total number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to and in accordance with the said ordinary resolution no. 4.”

By Order of the Board
Elegance Optical International Holdings Limited
Wong Chi Yan
Executive Director

Hong Kong, 29 August 2017

Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares in the capital of the Company may appoint more than one proxy to represent him and vote on his behalf at a meeting of the Company. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing signed 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. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, shall be delivered to B2 & B4, 8th Floor, Block B, Mai Hing Industrial Building, 16–18 Hing Yip Street, Kwun Tong, Kowloon, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.

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4. The register of members of the Company will be closed from 25 September 2017 to 28 September 2017, for facilitating the processing of proxy voting at the annual general meeting, during which the registration of transfers of shares will be suspended. All transfers of shares, accompanied by the relevant share certificates, must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 22 September 2017 in order to be eligible to attend and vote at the annual general meeting of the Company.
5. Where there are joint holders of any share, any one of such joint holder may vote at any 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 joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register 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 the purposes of the bye-laws of the Company be deemed joint holders thereof.
6. A form of proxy for use at the meeting is enclosed the circular of the Company issued on the same date hereof.
7. As at the date hereof, the executive Directors are Mr. Hui Leung Wah, Ms. Wong Chi Yan and Mr. Chan Wai Kit, the independent non-executive Directors are Mr. Chan Wei, Mr. Chan Ming Kei and Mr. Wan Kin Man, Tony.