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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)

**(1) PROPOSED CHANGE OF AUDITOR
(2) RE-ELECTION OF DIRECTORS
AND
NOTICE OF SPECIAL GENERAL MEETING**

A letter from the Board is set out on pages 3 to 5 of this circular. A notice convening the SGM to be held at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Friday, 9 August 2019 at 9:30 a.m. is set out on pages 11 to 12 of this circular. Whether or not you intend to attend the SGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time scheduled for the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the SGM or any adjourned meeting thereof should you so wish.

25 July 2019

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DEFINITIONS

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

“Board”	the board of directors of the Company
“Business Day”	a day, other than Saturday, Sunday, public holiday or a day on which a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 4:00 p.m. on which banks generally are open for business in Hong Kong
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“CCTH”	CCTH CPA Limited, being the proposed new auditor of the Group
“Company”	Elegance Optical International Holdings Limited, a company incorporated in Bermuda with limited liability whose issued Shares are listed on the Main Board of the Stock Exchange (stock code: 907)
“Controlling Shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“EY”	Ernst & Young, being the previous auditor of the Group which has resigned with effect from 31 May 2019
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Latest Practicable Date”	23 July 2019, being the latest practicable date prior to the printing of this circular, for ascertaining certain information contained here
“Proposed Appointment of Auditor”	the proposed appointment of CCTH as the auditor of the Group to fill the vacancy following the resignation of EY

DEFINITIONS

“Proposed Change of Auditor”	the proposed change of auditor from EY to CCTH of Group which has not been passed by the Shareholders at the special general meeting of the Company held on 24 June 2019
“Re-election of Directors”	re-election of Mr. Chung Yuk Lun and Mr. Chan Chung Yin Victor as executive Directors and Mr. Man Wai Lun, Mr. Cheng Chun Man and Mr. Tang, Warren Louis as independent non-executive Directors by the Shareholders at the SGM
“SFO”	the Securities and Future Ordinance (Chapter 571 of the laws of Hong Kong)
“SGM”	a special general meeting of the Company to be convened on Friday, 9 August 2019 at 9:30 a.m. for the purposes of approving the Proposed Appointment of Auditor and the Re-election of Directors
“Share(s)”	ordinary share(s) of nominal value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



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. Chung Yuk Lun

Mr. Chan Chung Yin Victor

Independent non-executive Directors:

Mr. Man Wai Lun

Mr. Cheng Chun Man

Mr. Tang, Warren Louis

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place
of business in Hong Kong:*

Unit 2405, 24/F

World Wide House

19 Des Voeux Road Central

Central

Hong Kong

25 July 2019

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED APPOINTMENT OF AUDITOR
(2) RE-ELECTION OF DIRECTORS
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with the notice of SGM and the information regarding the resolutions that will be proposed at the SGM for the Shareholders to consider and, if thought fit, to approve (a) the Proposed Appointment of Auditor; and (b) the Re-election of Directors.

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF AUDITOR

Reference is made to the announcements of the Company date 31 May 2019, 18 June 2019, 24 June 2019 and 12 July 2019 and the circular of the Company dated 6 June 2019 in relation to, among other things, the Proposed Change of Auditor. The Proposed Change of Auditor has not been passed by the Shareholders at the special general meeting of the Company held on 24 June 2019. Accordingly, CCTH has not been appointed as auditor of the Group from the conclusion of the special general meeting of the Company held on 24 June 2019.

After due and careful consideration and with the recommendation from the Audit Committee of the Company, the Board proposed to appoint CCTH as auditors of the Group to fill the casual vacancy following the resignation of EY and to hold office until the conclusion of the next annual general meeting of the Company. Pursuant to the Bye-laws, the Proposed Appointment of Auditor will be subject to the approval by the Shareholders by way of an ordinary resolution at the SGM.

RE-ELECTION OF DIRECTORS

The Board currently comprises five Directors, of which Mr. Mr. Chung Yuk Lun and Mr. Chan Chung Yin Victor are executive Directors, Mr. Man Wai Lun, Mr. Cheng Chun Man and Mr. Tang, Warren Louis are independent non-executive Directors.

Pursuant to Bye-law 101, Mr. Man Wai Lun was appointed as Director on 11 January 2019, Mr. Chung Yuk Lun, Chan Chung Yin Victor, Mr. Cheng Chun Man and Mr. Tang, Warren Louis, who were appointed as Directors on 15 July 2019, will hold office until the next following general meeting of the Company, and being eligible, offer themselves for re-election.

To enable the Shareholders to make an informed decision on the re-election of the retiring Directors, details of the retiring Directors, as required under the Listing Rules, are set out in Appendix to this circular for the information of the Shareholders.

SGM

The notice convening the SGM to be held at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Friday, 9 August 2019 at 9:30 a.m. is set out on pages 11 to 12 of this circular.

A form of proxy of the SGM is enclosed with this circular and such form of proxy is also published at the website of the Stock Exchange at www.hkex.com.hk. Whether or not you intend to attend the SGM in person, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for holding the SGM (i.e. Wednesday, 7 August 2019 at 9:30 a.m. (Hong Kong time)) or any adjournment thereof. The completion and return of the proxy form will not preclude you from attending and voting in person in the SGM if you so wish.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholders will be required to abstain from voting on the resolutions to be proposed at the SGM.

The resolutions proposed to be approved at the SGM will be taken by poll and an announcement will be made by the Company after the SGM on the results of the SGM.

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 not other matters the omission of which would make any statement in this circular misleading.

RECOMMENDATION

The Directors consider that the Proposed Appointment of Auditor and the Re-election of Directors are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions as set out in the notice of the SGM.

By order of the board
Elegance Optical International Holdings Limited
Chung Yuk Lun
Executive Director

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

AS EXECUTIVE DIRECTORS:

Mr. Chung Yuk Lun (“Mr. Chung”)

Mr. Chung, aged 58, is a fellow member of the Association of Chartered Certified Accountants, an associate member of The Hong Kong Institute of Certified Public Accountants and a fellow member of The Institute of Chartered Accountants in England and Wales. Mr. Chung has approximately 20 years’ management experience at board level in a number of public listed companies whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

He is an executive Director, the company secretary, an authorised representative and a consultant of the Company, the company secretary and authorised representative of Life Healthcare Group Limited (stock code: 928) and the company secretary of QPL International Holdings Limited (stock code: 243).

Mr. Chung was an executive director of Fresh Express Delivery Holdings Group Co., Limited (stock code: 1175) for the period from 15 July 2016 to 1 December 2016, an independent non-executive director of China Shandong Hi-Speed Financial Group Limited (stock code: 412) until he resigned on 10 November 2017 and an executive director of Glory Flame Holdings Limited (stock code: 8059) until he resigned on 19 September 2018, an independent non-executive director of Success Dragon International Holdings Limited (stock code: 1182) until he resigned on 30 September 2018, an executive director of Life Healthcare Group Limited (stock code: 928) for the period from 7 December 2018 to 7 January 2019. He was an executive director of the Company for the period from 29 September 2018 to 10 January 2019.

Two private companies had been dissolved while Mr. Chung was a director at the relevant time. Pursuant to Rule 13.51(2)(l) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, details of the two winding up cases as provided by Mr. Chung are set out below.

Cupac Technology Limited, a private company incorporated in Bermuda which was an investment holding company, was resolved by its board of directors to wind up by compulsory liquidation in mid 2019 in accordance with the Company Act 1981 of Bermuda because the company was insolvent and had an estimated deficiency of HK\$447,575,921. Its board of directors passed the resolution for winding up on 9 July 2009 and the winding up order was granted by the Bermuda Court on 21 August 2009 and the company was dissolved on 1 November 2012.

Cupac Finance Limited, a private company incorporated in Hong Kong where its principal activity was advancement of loans, was wound up by its board of directors and had a cash and bank balance of HK\$4,438. The company originally intended to have it being wound up by members winding up, but due to clerical errors, it was wound up by creditors winding up. Its board resolution for winding up was passed on 27 November 2009 and the company was dissolved on 3 December 2010.

There is no service contract between Mr. Chung and the Company. Under the letter of appointment entered into between Mr. Chung 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 either 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. Chung is entitled to receive a remuneration of HK\$50,000 per month. His remuneration package is determined by the Board with recommendation of the Remuneration Committee after considering a range of factors including the duties and responsibilities undertaken by him as a director of the Company.

As at the Latest Practicable Date, save as disclosed above, (i) Mr. Chung did not have any interest in the Company within the meaning of Part XV of the SFO; (ii) Mr. Chung did not have any relationships with other Directors, senior management of the Company, or substantial or Controlling Shareholders; (iii) there was no other information relating to the re-election of Mr. Chung that should be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules; (iv) Mr. Chung did not hold any directorship in other listed companies in Hong Kong or overseas in the last three year; and (v) there were no other matters concerning the re-election of Mr. Chung that need to be brought to the attention of the Shareholders.

Mr. Chan Chung Yin Victor (“Mr. Chan”)

Mr. Chan, aged 58, obtained his Bachelor of Arts degree from the University of Hong Kong in 1984. Mr. Chan has been admitted as a Solicitor of the High Court of Hong Kong since 1991 and has over 27 years of experience in commercial law, and civil and criminal litigations. He is now the principal of his own solicitors firm, Messrs. Victor Chan & Co. Mr. Chan was an independent non-executive director of Teamway International Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1239), from 28 September 2018 to 20 June 2019. He was also an independent non-executive director of Sanai Health Industry Group Company Limited (stock code: 1889) from 5 October 2018 to 3 April 2019. Mr. Chan was an independent non-executive director of the Company from 29 September 2018 to 10 January 2019. Mr. Chan is currently a non-executive director of On Real International Holdings Limited (stock code: 8245), which is listed on the GEM of the Stock Exchange.

There is no service contract between Mr. Chan and the Company. Under the letter of appointment entered into between Mr. 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 either 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. Chan is entitled to receive a remuneration of HK\$20,000 per month. His remuneration package is determined by the Board with recommendation of the Remuneration Committee after considering a range of factors including the duties and responsibilities undertaken by him as a director of the Company.

As at the Latest Practicable Date, save as disclosed above, (i) Mr. Chan did not have any interest in the Company within the meaning of Part XV of the SFO; (ii) Mr. Chan did not have any relationships with other Directors, senior management of the Company, or substantial or Controlling Shareholders; (iii) there was no other information relating to the re-election of Mr. Chan that should be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules; (iv) Mr. Chan did not hold any directorship in other listed companies in Hong Kong or overseas in the last three year; and (v) there were no other matters concerning the re-election of Mr. Chan that need to be brought to the attention of the Shareholders.

AS INDEPENDENT NON-EXECUTIVE DIRECTORS:

Mr. Man Wai Lun (“Mr. Man”)

Mr. Man, aged 46, obtained his diploma in Business Management from the School of Continuing Education, Hong Kong Baptist University in April 2003 and obtained a bachelor degree of accountancy from the University of South Australia in March 2007. Mr. Man has over 16 years of experience in accounting. He was an executive director and compliance officer of Glory Flame Holdings Ltd. (stock code: 8059) for the period from 26 October 2016 to 19 September 2018. He worked as the chief accountant in Inno-Tech Holdings Limited (stock code: 8202) from May 2006 to January 2011 and was responsible for accounting, management reporting, budgeting and group consolidated.

Currently, Mr. Man is the executive director of Life Healthcare Group Limited (stock code: 928), the independent non-executive director of Roma Group Limited (stock code: 8072) and the accountant of Glory Flame Holdings Ltd. (stock code: 8059). He is one of the directors of HF Financial Holdings (H.K.) Limited which was founded by him.

There is no service contract between Mr. Man and the Company. Under the letter of appointment entered into between Mr. Man 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 either 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. Man is entitled to receive a remuneration of HK\$10,000 per month. His remuneration package is determined by the Board with recommendation of the Remuneration Committee after considering a range of factors including the duties and responsibilities undertaken by him as a director of the Company.

As at the Latest Practicable Date, save as disclosed above, (i) Mr. Man did not have any interest in the Company within the meaning of Part XV of the SFO; (ii) Mr. Man did not have any relationships with other Directors, senior management of the Company, or substantial or Controlling Shareholders; (iii) there was no other information relating to the re-election of Mr. Man that should be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules; (iv) Mr. Man did not hold any directorship in other listed companies in Hong Kong or overseas in the last three year; and (v) there were no other matters concerning the re-election of Mr. Man that need to be brought to the attention of the Shareholders.

Mr. Cheng Chun Man (“Mr. Cheng”)

Mr. Cheng, aged 57, is a fellow member of the Association of Chartered Certified Accountants and a fellow member of The Hong Kong Institute of Certified Public Accountant. He has over 30 years’ experience in accounting, auditing, consulting and management. He was appointed as a Manager-Project Administration in June 1995, as Financial Controller in March 2006 and as Senior Manager-Project Administration in April 2011 until February 2019 of New World Development (China) Limited/New World China Land Limited.

Currently, Mr. Cheng has been appointed the independent non-executive director of Life Healthcare Group Limited (stock code: 928) since 18 June 2019.

There is no service contract between Mr. Cheng and the Company. Under the letter of appointment entered into between Mr. Cheng 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 either 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. Cheng is entitled to receive a remuneration of HK\$10,000 per month. His remuneration package is determined by the Board with recommendation of the Remuneration Committee after considering a range of factors including the duties and responsibilities undertaken by him as a director of the Company.

As at the Latest Practicable Date, save as disclosed above, (i) Mr. Cheng did not have any interest in the Company within the meaning of Part XV of the SFO; (ii) Mr. Cheng did not have any relationships with other Directors, senior management of the Company, or substantial or Controlling Shareholders; (iii) there was no other information relating to the re-election of Mr. Cheng that should be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the

Listing Rules; (iv) Mr. Cheng did not hold any directorship in other listed companies in Hong Kong or overseas in the last three year; and (v) there were no other matters concerning the re-election of Mr. Cheng that need to be brought to the attention of the Shareholders.

Mr. Tang, Warren Louis (“Mr. Tang”)

Mr. Tang, aged 42, Mr. Tang was called to the Bar of Hong Kong in the High Court of Hong Kong in December 2001 and since then has been a practising barrister and a member of the Hong Kong Bar Association. Mr. Tang graduated from the University of Toronto in June 1998 with a bachelor of applied science major in computer engineering. He obtained the postgraduate diploma in English and Hong Kong law from Manchester Metropolitan University in July 2000 and the postgraduate certificate in laws from The University of Hong Kong in June 2001. He was an independent non-executive director of PanAsialum Holdings Company Limited (stock code: 2078), for the period from 21 March 2016 to 20 March 2017. He was appointed as an independent non-executive director of Global International Credit Group Limited (stock code: 1669), which is listed on the Main Board of the Stock Exchange, since 22 November 2014.

There is no service contract between Mr. Tang and the Company. Under the letter of appointment entered into between Mr. Tang 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 either 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. Tang is entitled to receive a remuneration of HK\$10,000 per month. His remuneration package is determined by the Board with recommendation of the Remuneration Committee after considering a range of factors including the duties and responsibilities undertaken by him as a director of the Company.

As at the Latest Practicable Date, save as disclosed above, (i) Mr. Tang did not have any interest in the Company within the meaning of Part XV of the SFO; (ii) Mr. Tang did not have any relationships with other Directors, senior management of the Company, or substantial or Controlling Shareholders; (iii) there was no other information relating to the re-election of Mr. Tang that should be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules; (iv) Mr. Tang did not hold any directorship in other listed companies in Hong Kong or overseas in the last three year; and (v) there were no other matters concerning the re-election of Mr. Tang that need to be brought to the attention of the Shareholders.

NOTICE OF SGM



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 SGM

NOTICE IS HEREBY GIVEN THAT the special general meeting (the “SGM”) of Elegance Optical International Holdings Limited (the “Company”) will be held at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Friday, 9 August 2019 at 9:30 a.m. for the purposes of considering and, if thought fit, passing the following resolutions with or without amendments as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT** CCTH CPA Limited be and is hereby appointed as the auditor of the Group to fill the vacancy following the resignation of Ernst & Young and to hold office until the conclusion of the next annual general meeting of the Company and the board of directors of the Company be and is hereby authorised to fix their remuneration.”
2. **“THAT**
 - (a) to re-elect Mr. Chung Yuk Lun as executive Director;
 - (b) to re-elect Mr. Chan Chung Yin Victor as executive Director;
 - (c) to re-elect Mr. Man Wai Lun as independent non-executive Director;
 - (d) to re-elect Mr. Cheng Chun Man as independent non-executive Director;
 - (e) to re-elect Mr. Tang, Warren Louis as independent non-executive Director.”

By order of the board

Elegance Optical International Holdings Limited

Chung Yuk Lun

Executive Director

Hong Kong, 25 July 2019

NOTICE OF SGM

Register Office:
Clarendon House
2 Church Street,
Hamilton HM 11
Bermuda

*Head Office and Principal Place
of Business in Hong Kong:*
Unit 2405, 24/F
World Wide House
19 Des Voeux Road Central
Central
Hong Kong

Notes:

1. Any member entitled to attend and vote at the SGM 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 the SGM. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
3. In the case of joint holders of any shares in the Company any one of such joint holders may vote at the SGM, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than of such joint holders are present at the SGM, either personally or by proxy, that one of the said persons so present whose name stand first on the register of members in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holders.
4. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
5. Completion and return of the form of proxy will not preclude members from attending and voting in person at the SGM convened by the above notice or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
6. The register of members of the Company will be closed from Tuesday, 6 August 2019 to Friday, 9 August 2019 (both days inclusive), for facilitating the processing of proxy voting at the SGM, 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 5 August 2019 in order to be eligible to attend and vote at the SGM of the Company.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 8:00 a.m. and before the above meeting time, the meeting will be postponed. The Company will post an announcement on the website of the Stock Exchange (www.hkexnews.hk) and the Company's website <http://www.elegance-group.com> to notify shareholders of the date, time and place of the rescheduled meeting.

As at the date of this announcement, the executive Directors are Mr. Chung Yuk Lun and Mr. Chan Chung Yin Victor; and the independent non-executive Directors are Mr. Man Wai Lun, Mr. Cheng Chun Man and Mr. Tang, Warren Louis.