
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Luxey International (Holdings) Limited, you should at once hand this circular and the accompanied proxy form to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



Luxey International (Holdings) Limited

薈萃國際（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8041)

Website: <http://www.luxey.com.hk>

PROPOSED RE-ELECTION OF RETIRING DIRECTORS, GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at Unit B, 5/F., Hang Cheong Factory Building, 1 Wing Ming Street, Cheung Sha Wan, Kowloon, Hong Kong on 17 December 2019 at 2:30 p.m., is set out on pages 12 to 16 of this circular. Whether or not you propose to attend the meeting, you are advised to complete the form of proxy attached to the notice of the annual general meeting in accordance with the instructions printed thereon and return the same to the Company's share registrar, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding of the annual general 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 meeting should you so wish.

13 November 2019

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

TABLE OF CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I – BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS	7
APPENDIX II – EXPLANATORY STATEMENT	9
NOTICE OF ANNUAL GENERAL MEETING	12

DEFINITIONS

In this circular, unless the context requires otherwise, the expressions as stated below will have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Unit B, 5/F., Hang Cheong Factory Building, 1 Wing Ming Street, Cheung Sha Wan, Kowloon, Hong Kong on 17 December 2019 at 2:30 p.m.
“Annual Report 2019”	the audited financial statements and the reports of the Directors and auditors of the Company for the year ended 30 June 2019
“Articles”	the articles of association of the Company
“Board”	the board of Directors or a duly authorised committee thereof
“close associates”	has the meaning ascribed to it in the GEM Listing Rules
“Company”	Luxey International (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability and the securities of which are listed on GEM
“core connected person(s)”	has the meaning ascribed to it in the GEM Listing Rules
“Directors”	the directors of the Company and each a “Director”
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administration Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	the proposed general mandate to be granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the aggregate number of issued Shares of the Company as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	8 November 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Repurchase Mandate”	the proposed general mandate to be granted to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate number of issued Shares of the Company as at the date of passing of the relevant resolution granting such mandate
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholders”	registered holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it in the GEM Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



Luxey International (Holdings) Limited **薈萃國際（控股）有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8041)

Website: <http://www.luxey.com.hk>

Executive Directors:

Lau Chun Fat, George (*Chairman*)
Chan Hiu Kwan

Independent Non-Executive Directors:

Lee Chung Mong, John
Tam Wing Kin
Fung Chan Man, Alex

Registered Office:

Cricket Square
Hutchins Drive
P. O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and Principal

Place of Business in Hong Kong:

Unit B, 5/F.,
Hang Cheong Factory Building,
1 Wing Ming Street,
Cheung Sha Wan,
Kowloon, Hong Kong

13 November 2019

To Shareholders of the Company

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to (i) provide you with information regarding the re-election of retiring Directors, (ii) provide you with details of the Issue Mandate and the Repurchase Mandate, (iii) set out an explanatory statement regarding the Repurchase Mandate as required under the GEM Listing Rules and (iv) give you notice of the AGM.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 83(3) of the Articles, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at each annual general meeting. Accordingly, Ms. Chan Hiu Kwan, being a Director appointed by the Board, shall retire at the AGM and being eligible, offer herself for re-election.

In accordance with Article 84(1) of the Articles, at each annual general meeting one-third of the Directors for the time being (or if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation. Accordingly, Mr. Fung Chan Man, Alex and Mr. Lee Chung Mong, John shall retire at the AGM and being eligible, offer themselves for re-election.

A brief biographical details of the retiring Directors are set out in Appendix I to this circular.

GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate to allot and issue further Shares representing up to 20% of the aggregate number of issued Shares of the Company at the date of passing the resolution. In addition, if the resolution for the granting of the Repurchase Mandate is passed, a resolution will be proposed to authorise the Directors to allot and issue Shares up to an amount equal to the aggregate number of Shares purchased under the Repurchase Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 6,828,772,313 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Issue Mandate, the maximum number of Shares which may be issued pursuant to the Issue Mandate will be 1,365,754,462 Shares.

Details of the aforesaid ordinary resolutions are set out in ordinary resolutions numbers 4 and 6 in the notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will also be proposed that the Directors be given a general and unconditional mandate to exercise all powers of the Company to repurchase the Shares subject to the criteria set out in this circular. Under the Repurchase Mandate, the maximum number of Shares that the Company may repurchase shall not exceed such number as represents 10% of the aggregate number of issued Shares of the Company on the date of the passing of the resolution. The Company's authority is restricted to purchases made on the Stock Exchange and otherwise in accordance with the GEM Listing Rules.

As at the Latest Practicable Date, the issued share capital of the Company comprised 6,828,772,313 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 682,877,231 Shares.

An explanatory statement to the Repurchase Mandate is set out in Appendix II to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate.

Details of the aforesaid ordinary resolution are set out in ordinary resolution number 5 in the notice of the AGM.

AGM

A notice convening the AGM is set out on pages 12 to 16 of this circular. All resolutions to be proposed at the AGM will be voted on by poll.

A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to be present at the AGM, you are advised to complete the form of proxy and return it to the Company's branch share registrar, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the AGM. The completion and delivery of a form of proxy will not preclude you from attending and voting at the meeting in person.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the re-election of the Directors, the granting of the Issue Mandate and the Repurchase Mandate are in the interest of the Company and the Shareholders and so recommend you to vote in favour of all the relevant resolutions to be proposed at the AGM. To the best of the Directors' information and belief, no Shareholder has an interest in the relevant resolutions which is materially different from the other Shareholders. Therefore no Shareholder is required to abstain from voting on any of the resolutions to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
On behalf of the Board
Lau Chun Fat, George
Chairman

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

The biographical details of the Directors proposed to be re-elected at the AGM are set out as follows:–

Ms. CHAN Hiu Kwan, aged 34, was appointed as an Executive Director and Chief Executive Officer of the Company in February 2019. She is a member of the Company's Compensation Committee, Nomination Committee and Finance Committee. She obtained Bachelor of Business Administration in Accounting from The Open University of Hong Kong. She is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants. Ms. Chan does not hold any other directorships in any listed public companies in the three years preceding the Latest Practicable Date.

Ms. Chan Hiu Kwan does not have any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Ms. Chan does not have any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Ms. Chan Hiu Kwan and the Company has entered into a service contract for service as an Executive Director and Chief Executive Officer. Ms. Chan Hiu Kwan is entitled to a salary of HK\$75,000 per month. Ms. Chan Hiu Kwan does not have a fixed term of service with the Company as an Executive Director and her appointment with the Company is subject to re-election at the Annual General Meeting pursuant to the Articles and is also subject to the rotation requirements and re-election at least once every three years pursuant to the GEM Listing Rules and the Articles.

Mr. Fung Chan Man, Alex, aged 57, is an Independent Non-executive Director of the Group. He joined the Group in April 2008. He is an Independent Non-executive Director of i-Control Holdings Limited, listed on the GEM Board of the Stock Exchange. He is also the independent non-executive director of Great Wall Belt & Road Holdings Limited, a company listed on the Main Board of the Stock Exchange from February 2015 to December 2018 and the independent non-executive director of On Real International Holdings Limited, a company listed on the GEM Board of the Stock Exchange from July 2017 to September 2019. He obtained a BSc (Hons) degree in Electrical Engineering from University of Bath (UK) in 1986 and subsequently a MBA degree from Heriot Watt University (UK). He has over 15 years working experience in financial market and corporate finance activities in both Hong Kong and China.

Save as disclosed above, Mr. Fung Chan Man, Alex, does not hold any other directorships in any listed public companies in the three years preceding the Latest Practicable Date and does not hold any other positions with the Company or its subsidiaries.

Mr. Fung Chan Man, Alex, does not have any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Fung Chan Man, Alex, does not have any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is no service contract signed between Mr. Fung Chan Man, Alex, and the Company for service as an Independent Non-executive Director. Mr. Fung Chan Man, Alex, does not have a fixed term of service with the Company as an Independent Non-executive Director of the Company and his appointment with the Company is subject to retirement and re-election at the annual general meeting pursuant to the Articles and the GEM Listing Rules. Mr. Fung Chan Man, Alex, is entitled to a Director's fee of HK\$8,000 per month which is determined with reference to his duties, experience and the prevailing market condition.

Dr. Lee Chung Mong, John, aged 60, is an Independent Non-executive Director of the Group. He is a member of the Company's Audit Committee, Compensation Committee, Nomination Committee and Finance Committee. He joined the Group in April 2008. He obtained Ph.D. Degree in Computer Science from the University of Minnesota, USA in 1989. In the same year, he was appointed as an Associate, Research Staff in the Institute of Systems Science at National University of Singapore. In 1999, he was awarded a Teaching Excellence Appreciation Award by the Dean of the School of Engineering of The Hong Kong University of Science and Technology and was elevated as a Senior Member of the Institute of Electrical and Electronics Engineers. He is now the chairman and chief executive officer of Asia Vision Technology Ltd. Save as disclosed above, Dr. Lee Chung Mong, John does not hold any other directorships in any listed public companies in the three years preceding the Latest Practicable Date and does not hold any other positions with the Company or its subsidiaries.

Dr. Lee Chung Mong, John does not have any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Dr. Lee Chung Mong, John does not have any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is no service contract signed between Dr. Lee Chung Mong, John and the Company for service as an Independent Non-executive Director. Dr. Lee Chung Mong, John does not have a fixed term of service with the Company as an Independent Non-executive Director of the Company and his appointment with the Company is subject to retirement and re-election at the annual general meeting pursuant to the Articles and the GEM Listing Rules. Dr. Lee Chung Mong, John is entitled to a Director's fee of HK\$8,000 per month which is determined with reference to his duties, experience and the prevailing market condition.

Save as disclosed above, there is no other information relating to the re-election of the retiring Directors to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.

The following is the explanatory statement required to be sent to shareholders pursuant to Rule 13.08 of the GEM Listing Rules in connection with the proposed Repurchase Mandate which, if approved, would authorize the Directors to repurchase the Shares.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 6,828,772,313 Shares.

Subject to the passing of the ordinary resolution number 5 set out in the notice of the AGM and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 682,877,231 Shares during the course of the period up to (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 Articles or any applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders general meeting, whichever occurs first.

2. REASONS FOR REPURCHASE

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

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles, the GEM Listing Rules and the applicable laws of the Cayman Islands. The Company may not repurchase its own shares on the GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Annual Report 2019) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate of the Company.

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the Articles and the applicable laws of the Cayman Islands.

None of the Directors, to the best of their knowledge having made all reasonable enquires, nor any of their respective close associates has notified the Company of any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company or its subsidiaries.

6. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the GEM during each of the calendar months since October 2018 were as follows:

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2018		
October	0.078	0.052
November	0.055	0.035
December	0.054	0.036
2019		
January	0.042	0.036
February	0.042	0.035
March	0.057	0.036
April	0.098	0.040
May	0.078	0.055
June	0.075	0.052
July	0.065	0.040
August	0.063	0.045
September	0.096	0.053
October	0.090	0.059
November (up to the Latest Practicable Date)	0.087	0.073

7. SHARES PURCHASE MADE BY THE COMPANY

No purchase of Shares has been made by the Company (whether on the GEM or otherwise) during the six months preceding the Latest Practicable Date.

8. 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 purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, 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, the largest substantial shareholder of the Company is Mr. Lau Chi Yuen, Joseph who together with his controlled corporation are holding 1,490,741,995 Shares representing approximately 21.83% of the total issued capital. In the event that the Directors should exercise in full the Repurchase Mandate, the shareholdings of Mr. Lau Chi Yuen, Joseph in the Company would be increased to approximately 24.27%. The Directors are not aware of any consequence of any purchases pursuant to the Repurchase Mandate which would arise under the Takeovers Code.

Currently, the Directors have no intention to exercise the powers of the Company to make any repurchases of the Shares of the Company. In any event, the Directors do not intend to exercise the Repurchase Mandate to an extent which will trigger the mandatory offer requirement pursuant to the rules of the Takeovers Code or which will result in the amount of Shares held by the public being reduced to less than 25%, the minimum prescribed percentage for the Shares to be held by the public after listing of the Shares on the GEM.

9. CORE CONNECTED PERSON

No core connected person has notified the Company that it has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



Luxey International (Holdings) Limited **薈萃國際（控股）有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8041)

Website: <http://www.luxey.com.hk>

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of Luxey International (Holdings) Limited (the “Company”) will be held at Unit B, 5/F., Hang Cheong Factory Building, 1 Wing Ming Street, Cheung Sha Wan, Kowloon, Hong Kong on 17 December 2019 at 2:30 p.m. to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company and the auditor of the Company for the year ended 30 June 2019;
2. A. (i) To re-elect Ms. Chan Hiu Kwan as Executive Director of the Company;

(ii) To re-elect Mr. Fung Chan Man, Alex, as Independent Non-executive Director of the Company;

(iii) To re-elect Dr. Lee Chung Mong, John as Independent Non-executive Director of the Company; and

B. to authorize the Board of Directors to fix the Directors’ remuneration;
3. To re-appoint Elite Partners CPA Limited as auditor of the Company and to authorize the Board of Directors to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

4. “THAT:

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot and issue additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorize the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of warrants to subscribe for shares of the Company or the exercise of options granted under any ordinary share option scheme adopted by the Company, or (iii) an issue of shares of the Company in lieu of whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company (the “Articles of Association”), shall not exceed 20% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution and this approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

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

- (1) the conclusion of the next annual general meeting of the Company;
- (2) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (3) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Company or the Directors of the Company to holders of shares 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 of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in any territory outside Hong Kong)”;

5. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all powers of the Company to repurchase its shares on GEM or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, subject to and in connection with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on GEM or of any other stock exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date 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 Articles of Association, or any other applicable law of Cayman Islands, to be held; and

NOTICE OF ANNUAL GENERAL MEETING

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution”;

6. “**THAT** conditional upon resolutions Nos. 4 and 5 set out in the notice convening this meeting being duly passed, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot and issue shares pursuant to resolution No. 4 set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate number of shares which may be allotted or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution No. 5 set out in the notice convening this meeting, provided that such an amount shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution.”

On behalf of the Board
Luxey International (Holdings) Limited
Lau Chun Fat, George
Chairman

Hong Kong, 13 November 2019

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head Office and Principal

Place of Business in Hong Kong:
Unit B, 5/F.,
Hang Cheong Factory Building,
1 Wing Ming Street,
Cheung Sha Wan,
Kowloon, Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the meeting is entitled to appoint a person or if he is the holder of two or more shares, more than one person as his proxy or proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company's share registrar, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting, and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.

NOTICE OF ANNUAL GENERAL MEETING

3. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting, and in such event the instrument appointing a proxy shall be deemed to be revoked.
4. In order to qualify for attending and voting at the AGM, all share transfers accompanied by the relevant share certificate must be lodged with the Company's branch share registrar in Hong Kong, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 11 December 2019 for such purpose.

As at the date of this notice, the Board comprises two (2) Executive Directors, namely, Mr. Lau Chun Fat, George (Chairman) and Ms. Chan Hiu Kwan, and three (3) Independent Non-executive Directors, namely Dr. Lee Chung Mong, John, Mr. Tam Wing Kin and Mr. Fung Chan Man, Alex.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice misleading.

This notice will remain on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for 7 days from the date of its posting and on the website of the Company.