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 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

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 SHARE CONSOLIDATION AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting of holders of ordinary shares 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 5 August 2020 at 11:00 a.m., is set out on pages 10 to 12 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 extraordinary 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 extraordinary 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.

PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

To safeguard the health and safety of Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the EGM:

(1) Compulsory temperature screening/checks
(2) Wearing of surgical face mask
(3) No provision of refreshments or drinks

Attendees who do not comply with the precautionary measures referred to in (1) and (2) above may be denied entry to the EGM venue, at the absolute discretion of the Company as permitted by law.

For the health and safety of Shareholders, the Company encourages Shareholders to exercise their right to vote at the EGM by appointing the Chairman of the EGM as their proxy and to return their proxy forms by the time specified above, instead of attending the EGM in person.

17 July 2020

GEM has been positioned as a market designed to accommodate small and midsized 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.

To safeguard the health and safety of Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the EGM:

(1) Compulsory temperature screening/checks will be carried out on every attendee at the main entrance of the EGM venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or is exhibiting flu-like symptoms may be denied entry into the EGM venue and be requested to leave the EGM venue.

(2) Every attendee will be required to wear a surgical face mask throughout the EGM and sit at a distance from other attendees. Please note that no masks will be provided at the EGM venue and attendees should wear their own masks.

(3) No refreshments or drinks will be provided to attendees at the EGM.

Attendees who do not comply with the precautionary measures referred to in (1) and (2) above may be denied entry to the EGM venue, at the absolute discretion of the Company as permitted by law.

For the health and safety of Shareholders, the Company encourages Shareholders to exercise their right to vote at the EGM by appointing the Chairman of the EGM as their proxy and to return their proxy forms before the prescribed time, instead of attending the EGM in person.

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

"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
"Company"	Luxey International (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability and the securities of which are listed on GEM
"Consolidated Shares"	new ordinary share(s) of HK$0.10 each in the share capital of the Company after the Share Consolidation becoming effective
"CPS"	1,083,333,333 convertible preference shares of par value HK$0.15 each in the issued share capital of the Company which entitle the holder(s) of which to convert into a total of 1,354,166,666 Shares (subject to adjustments, if any)
"Directors"	the directors of the Company and each a "Director"
"EGM"	the extraordinary general meeting of holders of Shares of the Company to be held at Unit B, 5/F., Hang Cheong Factory Building, 1 Wing Ming Street, Cheung Sha Wan, Kowloon, Hong Kong on 5 August 2020 at 11:00 a.m.
"GEM"	GEM operated by the Stock Exchange
"GEM Listing Rules"	Rules Governing the Listing of Securities on GEM
"HKSCC"	Hong Kong Securities Clearing Company Limited
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administration Region of the People's Republic of China
"Series B CPS"	189,100,000 convertible preference shares of par value HK$0.16 each in the issued share capital of the Company which entitle the holder(s) of which to convert into a total of 1,008,533,333 Shares (subject to adjustments, if any)

"Latest Practicable Date"	13 July 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"Share(s)"	ordinary share(s) of nominal value of HK$0.01 each in the share capital of the Company
"Share Consolidation"	the proposed consolidation of every 10 issued and unissued Shares into one Consolidated Share in the issued and unissued share capital of the Company
"Shareholder"	holders of Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"%"	per cent

EXPECTED TIMETABLE

Set out below is the expected timetable for the implementation of the Share Consolidation:

Latest time for lodging transfers of Shares in order to qualify for EGM	4:30 p.m. on Thursday, 30 July 2020
Register of members closes (both days inclusive)	From Friday, 31 July 2020 to Wednesday, 5 August 2020
Latest time for lodging proxy form	11:00 a.m. on Monday, 3 August 2020
Record date for EGM	Wednesday, 5 August 2020
Date of EGM	11:00 a.m. on Wednesday, 5 August 2020
Announcement on results of EGM	Wednesday, 5 August 2020
Register of members re-opens	Thursday, 6 August 2020
Effective date for the Share Consolidation	9:00 a.m. on Friday, 7 August 2020
First day for free exchange of existing share certificates for new share certificates	Friday, 7 August 2020
Dealing in Consolidated Shares commences	9:00 a.m. Friday, 7 August 2020
Original counter for trading in Shares in board lots of 20,000 Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. Friday, 7 August 2020

Temporary counter for trading in Consolidated Shares in board lots of 2,000 Consolidated Shares (in the form of existing share certificates) opens . . . . 9:00 a.m. Friday, 7 August 2020

Original counter for trading in Consolidated Shares in board lots of 20,000 Consolidated Shares (in the form of new share certificates) re-opens . . . . 9:00 a.m. Friday, 21 August 2020

Parallel trading in Consolidated Shares (in the form of new share certificates and existing share certificates) commences . . . . 9:00 a.m. Friday, 21 August 2020

Designated broker starts to stand in the market to provide matching services for odd lots of Consolidated Shares . . . . Friday, 21 August 2020

Temporary counter for trading in Consolidated Shares in board lots of 2,000 Consolidated Shares (in the form of existing share certificates) closes . . . . 4:10 p.m. Thursday, 10 September 2020

Parallel trading in Consolidated Shares in the form of new share certificates and existing share certificates closes . . . . 4:10 p.m. Thursday, 10 September 2020

Designated broker ceases to stand in the market to provide matching services for odd lots of Consolidated Shares . . . . 4:10 p.m. Thursday, 10 September 2020

Last day for free exchange of existing share certificates for new share certificates . . . . Monday, 14 September 2020

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

17 July 2020

To Shareholders of the Company and for information only, holders of CPS and Series B CPS

Dear Sir or Madam,

PROPOSED SHARE CONSOLIDATION AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The Company announced on 2 July 2020 regarding the proposed Share Consolidation. The purpose of this circular is to provide you with further information regarding the Share Consolidation and the notice of EGM for the purpose of considering and, if thought fit, approving the resolution relating to the Share Consolidation.

PROPOSED SHARE CONSOLIDATION

The Directors proposed to implement the Share Consolidation on the basis that every 10 issued and unissued Shares will be consolidated into one Consolidated Share. Fractional Consolidated Shares will be disregarded and not issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Consolidated Shares regardless of the number of share certificates held by such holder.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorized share capital in ordinary shares of the Company consist of HK$700,000,000 divided into 70,000,000,000 Shares of HK$0.01 each, of which 6,908,772,313 Shares are in issue and fully paid. After the Share Consolidation becoming effective, the authorized share capital in ordinary shares of the Company will be HK$700,000,000 divided into 7,000,000,000 Consolidated Shares of HK$0.10 each, of which 690,877,231 Consolidated Shares will have been issued and fully paid.

The Consolidated Shares will rank *pari passu* in all respects with each other in accordance with the Company's memorandum and articles of association. Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the interests or rights of the Shareholders, save for any fractional Consolidated Shares which may arise.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following:

(1) the passing of the necessary resolution by the Shareholders to approve the Share Consolidation at the EGM; and

(2) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Consolidated Shares to be in issue.

Listing application

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares to be in issue upon the Share Consolidation taking effect.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or, under contingent situation, such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

None of the equity or debt securities of the Company is listed or dealt in on any other stock exchange other than the Stock Exchange and no such listing or permission to deal is being or is proposed to be sought.

EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Consolidation was set out on pages 3 and 4 of this circular.

REASONS FOR THE SHARE CONSOLIDATION

According to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK$0.01 or HK$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities. According to the "Guide on Trading Arrangements for Selected Types of Corporate Actions" issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 30 August 2019, (i) any trading price less than HK$0.10 will be considered as approaching the extremities of HK$0.01; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK$2,000.

The Company's share prices have remained below HK$0.10 for the past 24 months. In view of the prolonged period of share prices approaching extremity, there is no other alternative to increase the trading prices and the proposed Share Consolidation is justified to increase the corresponding share prices and to facilitate trading activities.

Based on the closing share price of HK$0.024 on 2 July 2020 and the current board lot of 20,000, the proposed Share Consolidation will result in the value of each board lot at HK$4,800.

Accordingly, the Board is of the view that the Share Consolidation is in the interest of the Company and the Shareholders as a whole.

Currently the Company has no plan to conduct any fund raising other than the proposed rights issue announced on 2 July 2020.

ARRANGEMENT ON ODD LOT TRADING

In order to facilitate the trading of odd lots of the Consolidated Shares, the Company has appointed Astrum Capital Management Limited as an agent to provide matching service, on a best effort basis, for the sale and purchase of odd lots of Consolidated Shares arising from the Share Consolidation. Shareholders who wish to take advantage of this facility should contact Mr. Kelvin Tsung of Astrum Capital Management Limited at Room 2704, 27/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong at telephone number 3665 8188 during office hours. Shareholders should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Please refer to the section headed "EXPECTED TIMETABLE" on pages 3 and 4 of this circular for the period during which the Company will provide matching service for the sale and purchase of odd lots of the Consolidated Shares.

EXCHANGE OF SHARE CERTIFICATES

The new share certificates will be in the colour of purple in order to distinguish them from the existing share certificates which are pink in colour. Subject to the Share Consolidation becoming effective, Shareholders may during the prescribed period submit share certificates for existing Shares to the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, to exchange, at the expense of the Company, for certificates of the Consolidated Shares (on the basis of 10 existing Shares for one Consolidated Share) within the prescribed time. Thereafter, certificates of Shares will remain effective as documents of title but will be accepted for exchange only on payment of a fee of HK$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) per certificate issued or cancelled, whichever is higher, payable by Shareholders.

CONVERTIBLE PREFERENCE SHARES

As at the latest Practicable Date, there are (i) outstanding 1,083,333,333 CPS convertible into 1,354,166,666 Shares and (ii) outstanding 189,100,000 Series B CPS convertible into 1,008,533,333 Shares. The Company will engage a licensed financial adviser to determine according to the terms and conditions of the CPS and Series B CPS any adjustments required to be made in respect thereof as a result of the Share Consolidation. The Company will make further announcements about the adjustments upon or prior to the Share Consolidation becoming effective.

Save as aforesaid, as at the Latest Practicable Date, the Company has no other outstanding derivatives, options, warrants, conversion rights or other similar rights which are convertible or exchangeable into Shares.

EGM

A notice convening the EGM of holders of Shares is set out on pages 10 to 12 of this circular. All resolutions to be proposed at the EGM will be voted on by poll. Only the holders of Shares are entitled to attend and vote at the EGM.

A form of proxy for the EGM is enclosed with this circular. Whether or not you intend to be present at the EGM, 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 EGM. The completion and delivery of a form of proxy will not preclude you from attending and voting at the meeting in person.

As at the Latest Practicable Date, and to the best knowledge, belief and information of the Directors having made all reasonable enquiries, no Shareholder is required under the GEM Listing Rules to abstain from voting on the proposed resolution(s) at the EGM.

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 31 July 2020 to Wednesday, 5 August 2020 both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of shares of the Company should ensure that all the share transfer documents accompanied by the relevant share certificates 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 not later than 4:30 p.m. on Thursday, 30 July 2020.

RECOMMENDATION

The Directors consider that the proposed Share Consolidation is in the interest of the Company and its shareholders as a whole. Accordingly, the Directors recommend that all shareholders entitled to vote should vote in favour of the relevant resolution to be proposed at the EGM.

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.

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 Extraordinary General Meeting of holders of ordinary shares of HK$0.01 each 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 5 August 2020 at 11:00 a.m. to consider and, if thought fit, to pass with or without amendments, the following ordinary resolution:

ORDINARY RESOLUTION

"**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consolidated Shares (as hereinafter defined) in issue, with effect from the second business day following the day of passing this resolution:

(a) every ten (10) issued and unissued ordinary shares of HK$0.01 each in the share capital of the Company be consolidated into one (1) ordinary share of HK$0.10 each (each a "Consolidated Share"), and such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company; and

(b) the Directors be and are hereby authorised to do all such acts, deeds and things and to effect all necessary actions as they may consider necessary or desirable in order to effect, implement and complete any and all of the foregoing."

On behalf of the Board
Lau Chun Fat, George
Chairman

Hong Kong, 17 July 2020

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.

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. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 31 July 2020 to Wednesday, 5 August 2020 both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of shares of the Company should ensure that all the share transfer documents accompanied by the relevant share certificates 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 not later than 4:30 p.m. on Thursday, 30 July 2020.

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.